Prospectus

for admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with additional obligations arising from admission (Prime Standard) of

100,050,991 registered no-par value shares (*auf den Namen lautende Stückaktien*)

(equal to 100% of the shares of AUMOVIO SE after the capital increase in connection with the spin-off of 100% of the shareholding in Continental Automotive Technologies GmbH by way of a transfer of 100% of the shares in Continental Automotive Technologies GmbH to AUMOVIO SE and the issue of 100,002,991 shares (equal to approximately 99.95% of the shares of AUMOVIO SE after the spin-off) to the shareholders of Continental AG)

each such share representing a notional interest in the share capital of €2.50 and carrying full dividend rights from January 1, 2025

of

AUMOVIO SE

Frankfurt am Main, Germany

International Securities Identification Number (ISIN): DE000AUM0V10

German Securities Code (*Wertpapierkennnummer*, WKN): AUM0V1

Common Code: 000308958825

Trading Symbol: AMV0

Lead Financial Advisors

Goldman Sachs Bank Europe SE **J.P. Morgan**

Financial Advisor

BofA Securities

Co-Advisors

BBVA	**Bank of China Frankfurt Branch**	**COMMERZBANK**	**Crédit Agricole Corporate and Investment Bank**
DBS Bank Ltd.	**DZ BANK**	**Helaba**	**ING**
LBBW	**Mizuho**		**UniCredit**

The date of this prospectus is September 10, 2025.

Table of Contents

Section		Page
Summary of the Prospectus		**S-1**
Zusammenfassung des Prospekts		**S-8**
1.	**Risk Factors**	**1**
1.1	Risks related to the development of the global economy and the markets in which AUMOVIO operates	1
1.2	Risks related to AUMOVIO's business operations	6
1.3	Financial risks	16
1.4	Legal, regulatory and taxation risks	18
1.5	Risks related to the Spin-off	32
1.6	Risks related to the Shareholders, to the Shares of the Company and to the commencement of trading of the Shares	35
2.	**General Information**	**39**
2.1	Responsibility for the Contents of the Prospectus	39
2.2	Subject Matter of the Prospectus	40
2.3	Validity of this Prospectus	40
2.4	Forward-Looking Statements	40
2.5	Third Party and Market Information	41
2.6	Currency presentation and presentation of figures	43
2.7	Presentation of Financial Information	43
2.8	Non-IFRS Measures (Alternative Performance Measures)	44
2.9	Documents available for Inspection	47
2.10	Enforcement of Civil Liabilities	47
2.11	ISIN/WKN/Common Code/Trading Symbol	48
2.12	Information to Distributors	48
3.	**The Spin-off**	**49**
3.1	Preparatory Measures for the Spin-off	49
3.2	The Spin-off Procedure	51
3.3	Expert Auditor for the Spin-off	52
3.4	Audit of the Capital Increase against Contribution in kind and Post-formation Audit	52
3.5	Allocation Ratio, Trustee, Allocation and Settlement	53
3.6	Notification of Allotment (*Zuteilungsbekanntmachung*)	53
3.7	ADR Program	56
3.8	Admission to the Frankfurt Stock Exchange and Commencement of Trading	56
3.9	Timetable for Spin-off and Admission to Trading	56
3.10	Designated Sponsor	57
3.11	Interest of Participating Parties in the Spin-off	57
3.12	Listing Agreement, Fees, Indemnity, Lock-up	58
3.13	Other Relationships between the Banks, Continental AG and the Company	59
4.	**Reasons for the Spin-off and Cost of Spin-off and Listing**	**60**
4.1	Reasons for the Spin-off	60
4.2	Cost of Spin-off and Listing	61
5.	**Dividend policy, Results and Dividends per Share, Use of Profits**	**62**
5.1	General Provisions relating to Profit Allocation and Dividend Payments	62
5.2	Dividend Policy	63
6.	**Capitalization, Indebtedness and Statement on Working Capital**	**64**
6.1	Capitalization	64
6.2	Indebtedness	65
6.3	Contingent Liabilities	66
6.4	Statement on Working Capital	66
6.5	Statement regarding significant Changes	66
7.	**Management's Discussion and Analysis of Financial Condition and results of Operations**	**67**
7.1	Overview	67

7.2 Preparation of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements ... 68
7.3 Key Factors Affecting Comparability ... 71
7.4 Key Factors Affecting the Results of Operations ... 72
7.5 Key Performance Indicators and Alternative Performance Measures ... 78
7.6 Explanation of Income Statement Items ... 87
7.7 Results of Operations – Income Statement ... 88
7.8 Results of Operations by Segment ... 94
7.9 Discussion of Balance Sheet ... 101
7.10 Liquidity and Capital Resources ... 103
7.11 Financial Risk Management ... 110
7.12 Accounting Pronouncements and Critical Accounting Policies ... 110
7.13 Additional Information relating to the Audited Unconsolidated Financial Statements of the Company (formerly named: Continental Automotive Holding SE, before: Blitz 24-891 SE) prepared in accordance with German GAAP as at August 6, 2024 and December 31, 2024 and for the period from August 6, 2024 to December 31, 2024 ... 111
8. Profit Forecast ... 112
8.1 Profit Forecast of Adjusted EBIT Margin for the period from January 1, 2025 to December 31, 2025, prepared by AUMOVIO SE ... 112
8.2 Definition of Adjusted EBIT Margin ... 113
8.3 Profit Forecast 2025 ... 114
8.4 Explanatory Notes to the Profit Forecast 2025 ... 114
9. Markets and Competition ... 124
9.1 Introduction ... 124
9.2 Global Automotive Market and Market Drivers ... 124
9.3 Value Chain in the Automotive Supply Market ... 129
9.4 Customers ... 130
9.5 Competitive Landscape ... 130
9.6 Main Addressable Markets ... 131
10. Business ... 141
10.1 Overview ... 141
10.2 History ... 142
10.3 Strengths ... 142
10.4 Strategy ... 147
10.5 AUMOVIO's Product Portfolio ... 150
10.6 Research and Development ... 160
10.7 Manufacturing ... 166
10.8 Customers & Sales ... 168
10.9 Communications and Brand ... 170
10.10 Purchasing and Supplier Quality Management ... 170
10.11 Supply Chain Management ... 173
10.12 Information Technology ... 174
10.13 Intellectual Property ... 175
10.14 Employees ... 177
10.15 Properties & Plants ... 181
10.16 Mergers & Acquisitions ... 184
10.17 Legal and Administrative Proceedings ... 185
10.18 Insurance ... 189
10.19 Compliance Management System ... 189
10.20 Sustainability and ESG ... 192
10.21 Material Contracts ... 195
11. Regulatory and Legal Environment ... 201
11.1 Overview ... 201
11.2 Operations and products in the EU ... 201
11.3 Operations and Products in the U.S. ... 210
11.4 Operations and Products in China ... 214

12. Shareholder Structure 219
13. General Information on the Company and the Group 221
13.1 Formation and Incorporation 221
13.2 Governing Law 221
13.3 Legal Name, Commercial Name, Registered Office, LEI 221
13.4 Fiscal Year and Duration 221
13.5 Corporate Purpose 221
13.6 Group Structure 222
13.7 Subsidiaries 222
13.8 Auditors 223
13.9 Announcements 223
13.10 Paying Agent 223
14. Description of the Company's Share Capital and Applicable Regulations 224
14.1 Share Capital 224
14.2 General Provisions Governing a Liquidation of the Company 224
14.3 General Provisions Governing a Change in the Share Capital 225
14.4 General Provisions Governing Subscription Rights 225
14.5 Exclusion of Minority Shareholders 225
14.6 Shareholder Notification Requirements 226
14.7 Mandatory Takeover Bids 228
14.8 Disclosure of Transactions of Persons Discharging Management Responsibilities 228
14.9 Post-Admission Disclosure Requirements 229
15. Corporate Bodies 230
15.1 Overview 230
15.2 Executive Board 232
15.3 Supervisory Board 241
15.4 Certain Information Regarding the Members of the Executive Board and Supervisory Board 254
15.5 Shareholders' Meeting 254
15.6 Corporate Governance 256
15.7 Long-term Incentive Programs 256
16. Certain Relationships and Related-Party Transactions 257
16.1 Relationship with Continental Group 257
16.2 Relationship with OESL Group 264
16.3 Relationship with Schaeffler Group and IHO Shareholders 264
16.4 Relationship with the Continental Group and the Schaeffler Group in the past 266
16.5 Loan Agreement between AUMOVIO SE and CAT GmbH 268
16.6 Relationships with Members of the Executive Board and the Supervisory Board 268
17. Warning on Tax Consequences 269
17.1 Taxation of the shareholders 269
17.2 Taxation of Holders of AUMOVIO ADRs 280
18. Certain U.S. Federal Income Tax Considerations 281
18.1 Continental ADRs and AUMOVIO ADRs 281
18.2 Material U.S. Federal Income Tax Consequences of the Spin-off 281
18.3 Passive Foreign Investment Company 283
18.4 U.S. Federal Income Tax Consequences of Distributions on the Shares or AUMOVIO ADRs 283
18.5 U.S. Federal Income Tax Consequences of Sales or Other Dispositions 283
18.6 Information Reporting and Backup Withholding 284
19. Glossary G-1
20. Financial information F-1
21. Recent Developments and Outlook O-1
21.1 Recent Developments O-1
21.2 Outlook O-1

SUMMARY OF THE PROSPECTUS

A. - Introduction and Warnings

This prospectus (the ***Prospectus***) relates to the admission to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard) (the ***Listing***) of 100,050,991 registered no-par value shares (*auf den Namen lautende Stückaktien*) in AUMOVIO SE (the ***Company***, and together with its subsidiaries after the Spin-off (as defined below) has taken effect, the ***Group*** or ***AUMOVIO***) (the ***Shares***). Each Share has a notional interest in the share capital of the Company of €2.50 and carries full dividend rights from January 1, 2025. By way of a spin-off by absorption (*Abspaltung zur Aufnahme*) which is expected to be effected on September 17, 2025, Continental Aktiengesellschaft (***Continental AG***, together with its consolidated subsidiaries, the ***Continental Group***) will transfer all shares in Continental Automotive Technologies GmbH (***CAT GmbH***, and together with its direct and indirect subsidiaries and participations, ***Automotive Group***) as well as the domination and profit and loss transfer agreement between Continental AG and CAT GmbH to the Company (the ***Spin-off***). After the Spin-off has taken effect, the shareholders of Continental AG will receive 100,002,991 Shares (equal to approximately 99.95% of AUMOVIO SE's share capital after the Spin-off) in the same proportion as their shareholding in Continental AG. Continental AG will retain 48,000 Shares (equal to approximately 0.05% of AUMOVIO SE's share capital after the Spin-off) which will not be transferred to the shareholders of Continental AG, and are intended to be sold on the stock market in a timely manner after the Spin-off and Listing.

The International Securities Identification Number (***ISIN***) of the Shares is DE000AUM0V10. The Company can be contacted at its business address at Guerickestraße 7, 60488 Frankfurt am Main, Federal Republic of Germany (***Germany***) (telephone +49 –69 76034390; website: www.aumovio.com). The Company's Legal Entity Identifier (***LEI***) is 391200IGI9RQ7VTOK384.

The Company will apply for admission to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), and, together with J.P. Morgan (as defined below), for simultaneous admission to the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard).

The Prospectus is dated September 10, 2025 and has been approved by the German Federal Financial Supervisory Authority *(Bundesanstalt für Finanzdienstleistungsaufsicht,* ***BaFin****)* on September 10, 2025. BaFin can be contacted at Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Germany (telephone +49 228 4108 0; website: www.bafin.de).

This summary should be read as an introduction to this Prospectus. Any decision to invest in the Shares should be based on a consideration of this Prospectus as a whole by an investor. Investors in the Shares could lose all or part of their invested capital. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only where this summary is misleading, inaccurate or inconsistent, when read together with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the Shares.

B. - Key information on the Issuer

B.1 - Who is the Issuer of the Securities?

Issuer Information

The Company is a European Stock Corporation (*Societas Europaea (SE)*) organized under European and German law. The Company's legal name is AUMOVIO SE. The Company, with LEI 391200IGI9RQ7VTOK384, has its registered seat in Frankfurt am Main, Germany, and its registered business address at Guerickestraße 7, 60488 Frankfurt am Main, Germany. It is registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main under the number HRB 138483.

Principal Activities

After the Spin-off has taken effect, the Company will be the holding company of AUMOVIO. AUMOVIO focuses on the development and production of electrical, electronic, mechatronic and mechanical components, software, modules and systems, as well as the performance of related services in the automotive technology sector. Its portfolio includes innovative solutions for assisted and automated driving, display technologies, braking and comfort systems, camera solutions for the vehicle interior as well as intelligent information and communication technology associated with the mobility services of fleet operators and commercial vehicle manufacturers. Comprehensive activities relating to assistance systems, vehicle connectivity, architecture platforms and electronics, as well as high-performance computers and software solutions, round off the range of products and services.

The operations of AUMOVIO are managed in five business areas that also represent its reporting segments under IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (***IFRS***): Autonomous Mobility (***AM***), Architecture and Network Solutions (***ANS***), Safety and Motion (***SAM***), User Experience (***UX***), and Contract Manufacturing (***CM***).

- AM focuses on sensorics and electronics for advanced driver assistance systems and automated driving technologies and systems to enhance vehicle safety and optimize the driving experience for automated and autonomous mobility. Furthermore, AM provides an "as-a-service" business model in the area of autonomous trucking, i.e., AM offers hardware as a service earning revenue based on milage driven by the respective customer. In addition, AM offers tailored electronics, software and service solutions for commercial and special vehicles, addressing the specific needs

for trucks, buses, two-wheelers and for off-highway vehicles operating in specialized environments.

- ANS designs and manufactures electronic products and solutions for classic and emerging vehicle architectures as well as for software-defined vehicles covering a wide spectrum of electronic products and solutions by providing server-zone architecture, advanced access solutions, vehicle connectivity solutions, comfort electronics, operating software, middleware and cybersecurity solutions as well as "build-to-print" services.
- SAM develops and manufactures products in the field of the chassis domain. Its product portfolio consists of components, systems and software for passive and active safety, driving dynamics and comfort, such as electronic brake systems and air bag control units. AUMOVIO's aftermarket business is also part of SAM offering spare parts for vehicle components from AUMOVIO (including products from other business areas of AUMOVIO) and other manufacturers for the original equipment services business and the independent aftermarket.
- UX designs, develops and manufactures products for driver and passenger information and the interaction with vehicles, such as display solutions, head-up displays and digital clusters, i.e., digital instrument displays that provide the driver with relevant driving information (e.g., speedometer, rev counter, temperature, fuel, indicator lights and warnings) as well as additional information (e.g., navigation, radio, telephone).
- CM comprises the contract manufacturing of products by companies of AUMOVIO for Schaeffler AG and its subsidiaries (Schaeffler Group). The contract manufacturing is not intended to be a permanent situation; rather, the operational separation of production will continue to be promoted and the volume of contract manufacturing reduced, and contract manufacturing is expected to be entirely discontinued in the first half of 2026.

Major Shareholders

As at the date of this Prospectus, i.e., prior to the Spin-off taking effect, the Company's sole and therefore controlling shareholder is Continental AG, a German stock corporation (*Aktiengesellschaft*) organized under the laws of Germany. The following table contains information on the major shareholders which have been reported to and published by Continental AG to directly or indirectly hold an interest of 3% or more (calculated pursuant to Sections 33 *et seqq.* German Securities Trading Act (*Wertpapierhandelsgesetz* – ***WpHG***)) in Continental AG. Based on these shareholding notifications, as well as the shareholdings in Continental AG as reported to Continental AG for the registration for its annual general meeting on April 25, 2025, the Company's capital and voting rights, immediately after the Spin-off has taken effect, will be as follows.

	Immediately after the Spin-off	
Shareholder	**Number of Shares/voting rights**	**In %**
Continental AG	48,000	0.05[4]
Shareholders of Continental AG		
Maria-Elisabeth Schaeffler-Thumann and Georg F. W. Schaeffler (indirect holding via)	46,001,493	45.98
(i) IHO Verwaltungs GmbH, Herzogenaurach, Germany (direct holding) [1]	*35,995,229*	*35.98*
(ii) IHO Beteiligungs GmbH, Herzogenaurach, Germany (direct holding) [2]	*10,006,264*	*10.00*
BlackRock, Inc., Wilmington, Delaware, U.S.A.[3]	3,583,410	3.58
Other	50,418,088	50.39
Total	**100,050,991**	**100**

(1) IHO Verwaltungs GmbH, Herzogenaurach, Germany is owned by IHO Beteiligungs GmbH, Herzogenaurach, Germany, whose ultimate owners are Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann. The voting rights in Continental AG held by IHO Verwaltungs GmbH, Herzogenaurach, Germany, as of the notification to Continental AG on January 4, 2016, were attributed to (i) IHO Beteiligungs GmbH, Herzogenaurach, Germany; (ii) IHO Holding GmbH & Co. KG, Herzogenaurach, Germany; (iii) IHO Management GmbH, Herzogenaurach, Germany; (iv) INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany; (v) Schaeffler Holding LP, Dallas, U.S.A.; and ultimately (vi) Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann pursuant to Section 34 WpHG. The voting rights in the Company immediately after the Spin-off has taken effect will be held and attributed accordingly.

(2) IHO Beteiligungs GmbH, Herzogenaurach, Germany is owned by Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann as ultimate owners. The voting rights in Continental AG held by IHO Beteiligungs GmbH, Herzogenaurach, Germany, as of the notification to Continental AG on January 4, 2016, were attributed to (i) IHO Holding GmbH & Co. KG, Herzogenaurach, Germany; (ii) IHO Management GmbH, Herzogenaurach, Germany; (iii) INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany; (iv) Schaeffler Holding LP, Dallas, U.S.A.; and ultimately (v) Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann pursuant to Section 34 WpHG (IHO Verwaltungs GmbH, Herzogenaurach, Germany, and IHO Beteiligungs GmbH, Herzogenaurach, Germany, together with (i) to (v), the ***IHO Shareholders***). The voting rights in the Company immediately after the Spin-off has taken effect will be held and attributed accordingly.

(3) 3.50% of the voting rights in Continental AG as of the notification to Continental AG on July 2, 2025, were attributed to BlackRock, Inc. in accordance with Section 34 WpHG and 0.09% of the voting rights in Continental AG were attributed to BlackRock, Inc. as instruments in accordance with Section 38 para. 1 sentence 1 no. 1 WpHG. The voting rights in the Company immediately after the Spin-off has taken effect will be held and attributed accordingly.

(4) The voting rights in the Company held by Continental AG will also be attributed to the IHO Shareholders pursuant to Section 34 WpHG.

After the Spin-off has taken effect, it is anticipated that Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann through their (indirect) shareholdings in IHO Verwaltungs GmbH and IHO Beteiligungs GmbH will hold 45.98% of the voting rights in the Company (please see above) which qualifies as control (*Kontrolle*) under Section 29 para. 2 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – WpÜG).

Executive Board

The Company's executive board (the ***Executive Board***) has five members: Philipp von Hirschheydt as chairman, chief executive officer and interim chief financial officer, Ingo Holstein as chief human relations officer and Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia as members. Dr. Jutta A. Dönges will join the Executive Board as chief financial officer latest with effect from March 1, 2026.

Independent Auditors

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hanover, Germany (***PwC***) with business address at Fuhrberger Straße 5, 30625 Hanover, Germany, are the independent auditors of the Company.

PwC were the independent auditors of (i) the audited unconsolidated financial statements of the Company for the short fiscal year from August 6, 2024 to December 31, 2024, prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*) and (ii) the audited consolidated financial statements of the Automotive Group for the fiscal years ended December 31, 2022 (***Fiscal Year 2022***), December 31, 2023 (***Fiscal Year 2023***) and December 31, 2024 (***Fiscal Year 2024***) prepared in accordance with IFRS.

PwC was also elected by the annual shareholders' meeting of the Company on March 12, 2025 to serve as the statutory auditor for AUMOVIO's consolidated financial statements for the fiscal year ending December 31, 2025. The appointment of PwC by the supervisory board of the Company (the ***Supervisory Board***) is expected after the Spin-off has taken effect.

B.2 - What is the Key Financial Information regarding the Issuer?

The audited consolidated financial statements of the Automotive Group as at January 1, 2022 and as at and for the fiscal years ended December 31, 2022, 2023 and 2024 were prepared in accordance with IFRS (the ***Annual Consolidated Financial Statements***). PwC has audited and issued an independent auditor's report with respect to the Annual Consolidated Financial Statements. The unaudited condensed consolidated interim financial statements of the Automotive Group as at and for the six-month period ended June 30, 2025 including the comparable figures for the six-month period ended June 30, 2024, were prepared in accordance with IFRS for interim financial reporting (IAS 34) (the ***Interim Consolidated Financial Statements***, and together with the Annual Consolidated Financial Statements, the ***Consolidated Financial Statements***). The companies included in the Consolidated Financial Statements are the companies of the Automotive Group, i.e., CAT GmbH together with its direct and indirect subsidiaries. Not included is AUMOVIO SE. Consolidated financial statements of AUMOVIO as at December 31, 2024 do not exist because the Company does not hold any participations prior to the Spin-off taking effect, and in particular does not constitute a group for the purposes of '*IFRS 10 – Consolidated Financial Statements*' with the Automotive Group. The Company has no own material assets and, with the exception of limited administrative measures in preparation for the Spin-off, does not perform any material business prior to the Spin-off taking effect. The Automotive Group provides a complete historical representation of the business spun off to the Company. The financial condition and results of operations of the Automotive Group in the Consolidated Financial Statements are generally comparable to the operating business of AUMOVIO as it will exist after the Spin-off has taken effect. Prior to the Spin-off taking effect, Continental AG operated its Automotive and Contract Manufacturing group sectors through CAT GmbH and its subsidiaries. After the Spin-off has taken effect, AUMOVIO will begin operating as a legally independent group of companies, consisting of AUMOVIO SE as holding company and the Automotive Group. Therefore, the amounts reported in the Consolidated Financial Statements are not necessarily representative of AUMOVIO's financial position, results of operations, or cash flows, had AUMOVIO operated as a separate standalone group during the periods presented. Consequently, the future results in the event of a separation of the Automotive Group from Continental AG may include costs and expenses that may differ materially from Automotive Group's historical results of operations, financial condition and cash flows. The Consolidated Financial Statements for these periods are no indication of the future results of operations and financial condition of AUMOVIO.

The financial information contained in the following tables has been taken or derived from (i) the Annual Consolidated Financial Statements and (ii) the Interim Consolidated Financial Statements. In this summary, where financial data is labelled "audited", it has been taken from the Annual Consolidated Financial Statements. The label "unaudited" is used to indicate financial data that has been taken from the Interim Consolidated Financial Statements or taken or derived from Automotive Group's accounting records or internal reporting systems, e.g., its controlling system, or has been calculated based on financial data from the above- mentioned sources. Individual figures (including percentages) stated in this summary have been rounded using the common commercial method (*kaufmännische Rundung*).

Key Financial Information from the Consolidated Statements of Income

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
	(€ million, unless otherwise noted)				
Sales	9,545	9,899	19,648	20,814	18,979
Growth (in %)(*)	-3.6	-	-5.6	9.7	-
EBIT	-114	-241	290	-27	-934
Net income (+) / loss (-)	-178	-502	-272	-317	-994

(*) Unaudited figures.

Key Financial Information from the Consolidated Statements of Financial Position

	As of June 30,2025	As of December 31,		
		2024	2023	2022
	(Unaudited)	(Audited, unless otherwise noted)		
		(€ million)		
Total assets	17,919	19,917	24,249	24,671
Total equity	8,360	8,956	4,133	4,351
Net indebtedness(*)(1)	10	-332	4,942	4,578

(*) Unaudited figures.

(1) Net indebtedness is defined as short-term indebtedness plus long-term indebtedness less cash and cash equivalents, short-term derivative instruments and interest-bearing investments and long-term derivative instruments and interest-bearing investments.

Key Financial Information from the Consolidated Statements of Cash Flows

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
			(€ million)		
Cash flow arising from operating activities	110	-279	1,103	250	796
Cash flow arising from investing activities	1,522	-527	1,249	-600	-380
Cash flow arising from financing activities	-1,251	351	-2,568	304	-16

Key Performance Indicators and Alternative Performance Measures

	As at and for the six-month Period ended June 30,		As at and for the Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
			(€ million, unless otherwise noted)		
Adjusted sales(1)	9,545	9,899	19,561	20,708	18,860
Gross margin (in %)(2), (*)	18.2	15.9	17.7	16.9	15.0
Order intake(3), (*)	11,464	10,507	19,261	27,019	23,311
Book-to-bill ratio(4), (*)	1.2	1.1	1.0	1.3	1.2
Adjusted operating result (adjusted EBIT)(5)	259	-49	498	446	23
Adjusted EBIT margin (in %)(5)	2.7	-0.5	2.5	2.2	0.1
EBITDA(6)	408	301	1,390	1,026	1,033
Research and development expenses (net) (7)	1,281	1,364	2,357	2,391	2,271
Capital expenditure(8)	346	437	953	1,231	1,346
Capital expenditure as % of sales	3.6	4.4	4.9	5.9	7.1
Free cash flow(9)	1,633	-806	2,352	-350	416
Adjusted free cash flow(9), (*)	-177	-677	252	-826	-458
Equity ratio (in %)(10), (*)	46.7	-	45.0	17.0	17.6
Return on capital employed (ROCE) (in %)(11)	-	-	3.2	-0.3	-10.3
Working capital(12), (*)	2,492	-	2,549	2,859	2,397
Working capital as % of sales(12), (*)	-	-	13.0	13.7	12.6

(*) Unaudited figures.

(1) Adjusted sales is calculated as sales adjusted for changes in the scope of consolidation.

(2) Gross margin is defined as gross margin on sales divided by sales multiplied by 100.

(3) Order intake is calculated as the sum of estimated project lifetime sales acquired within the respective fiscal year.

(4) Book-to-bill ratio is calculated as the ratio of order intake divided by sales.

(5) Adjusted operating result (adjusted EBIT) is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations). Adjusted EBIT margin is calculated as adjusted operating result (adjusted EBIT) divided by adjusted sales multiplied by 100.

(6) EBITDA stands for earnings before interest, tax, depreciation and amortization. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT; depreciation of property, plant and equipment; amortization of intangible assets; and impairment, excluding impairment on financial investments.

(7) Research and development expenses (net) are defined as expenses for research and development less reimbursements that the Automotive Group received in this context.

(8) Capital expenditure relates to additions to property, plant and equipment, and software, as well as additions to capitalized right-of-use assets in line with '*IFRS 16 – Leases*', and additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'. For the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022, the Automotive Group had no additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'.

(9) Free cash flow is defined as the sum of the cash flow arising from operating activities and the cash flow arising from investing activities. Adjusted free cash flow is calculated as free cash flow, adjusted for cash inflow/outflow from interest-bearing investments as well as for acquisitions and divestments of companies and business operations.

(10) Equity Ratio is calculated as total equity as reported in the statement of financial position, including non-controlling interests, divided by total assets multiplied by 100.

(11) Return on capital employed is the ratio of EBIT to average operating assets for the fiscal year. Return on capital employed (ROCE) corresponds to the rate of return on the capital employed and is used to assess the Automotive Group's profitability and efficiency. In general, average operating assets are calculated as at the end of the quarterly periods. However, average operating assets for the years 2022 to 2024 are calculated as an average of the year-end reporting dates. Operating assets are defined as the assets less liabilities as reported in the consolidated statement of financial position, without recognizing the net indebtedness, sale of trade accounts receivable, deferred tax assets, income tax receivables and payables, as well as other financial assets and debts.

(12) Working capital is calculated as inventories plus trade accounts receivable less trade accounts payable.

B.3 - What are the Key Risks That are Specific to the Issuer?

- As a global supplier to the automotive industry, AUMOVIO is exposed to risks associated with the performance of the global economy. A weak or uncertain macroeconomic environment affect the disposable income and willingness of private households and commercial customers to invest in vehicles, which can negatively affect the demand for AUMOVIO's products and services.
- With an international customer and supplier base AUMOVIO's business operations are exposed to the risk of protectionist measures to international trade. Rising protectionist tendencies in any of its key markets may disrupt AUMOVIO's business with suppliers and customers, affect consumer confidence generally, or lead to volatility in financial markets which could restrict AUMOVIO's access to equity and debt funding to support its business.
- The success of AUMOVIO depends on its ability to anticipate market trends and technological changes and to develop and commercialize new and improved products in a timely manner. There can be no assurance that AUMOVIO will be able to adapt its product offering to market trends and the ongoing technological changes in a timely manner or at all. If AUMOVIO fails to develop appropriate strategies to respond to market trends, growth opportunities could be lost and AUMOVIO could lose existing customers.
- AUMOVIO is exposed to risks connected to its global business operations and its investments in emerging markets in particular. AUMOVIO's global footprint generally requires the establishment of business structures in widely disparate countries with a variety of economic, legal and social systems. As a result, AUMOVIO's international operations in such markets are subject to various country-specific risks, e.g. with regard to compliance with national legislation. In addition, operations in emerging markets are often associated with higher risks compared to operating in developed countries, e.g. due to a lack of availability of key supplies such as energy, gas and water.
- AUMOVIO's business is exposed to risks in connection with its R&D activities and is dependent on the realization of the anticipated returns on investments made to address the current technological transformation of the automotive industry. If AUMOVIO does not have the innovative abilities or invest sufficiently to innovate and develop its current and future products and services, address the needs of its customers, and anticipate and respond to major changes in technology and the vehicle industry within a timely manner, AUMOVIO may struggle to maintain its competitive market position and may not render the originally anticipated returns from its R&D investments.
- AUMOVIO relies on a limited number of suppliers for some materials and services and is therefore dependent on their ability and willingness to supply AUMOVIO. If any one of AUMOVIO's key suppliers becomes unable to meet its delivery requirements, AUMOVIO might be unable to source materials from alternative suppliers on short notice, in the required volume, or at all. As a result, AUMOVIO may be unable to provide its products to its customers in the agreed time, quantity or quality, this could also lead to order cancellations or claims for damages against the Group.
- AUMOVIO's IT systems support all its functions, all geographic locations, production and R&D. Any interruptions or other malfunctions of its IT systems could lead to interruptions of AUMOVIO's manufacturing or engineering processes, loss of data, product deficiencies or otherwise adversely affect AUMOVIO's operations.
- AUMOVIO's actual profits and business prospects could differ materially from its current profit forecast and outlook. Should this occur, AUMOVIO may have to publish such information by way of an ad-hoc notification, which could adversely impact the price of the Shares and AUMOVIO's reputation.
- AUMOVIO is exposed to risks in connection with interest rate changes as certain of its credit facilities bear interest at a floating rate basis and an increase or decrease in interest rates would affect its current interest expenses and its future refinancing costs, exchange rate fluctuations, in particular if assets denominated in currencies other than its functional currency, the euro, depreciate against the euro and/or if the currencies in which non-euro liabilities are denominated appreciate against the euro, and associated hedging transactions.
- Products that do not meet customer specifications or that contain, or are perceived to contain, defects or errors could impose significant costs on AUMOVIO, damage AUMOVIO's reputation and result in a loss of sales.
- AUMOVIO may infringe on the intellectual property rights of third parties and could therefore be forced to change its product offering or be exposed to additional costs.
- The withdrawal from Continental Group may lead to the loss of synergies in shared services and infrastructure scale as well as higher purchasing costs.
- AUMOVIO is exposed to tax risks in connection with the Spin-off, e.g., with regard to a forfeiture of tax loss carryforwards of one German AUMOVIO subsidiary and of potential tax losses of all German AUMOVIO companies in 2025.
- The IHO Shareholders will be able to control the Company after the Spin-off has taken effect, and the interests of the IHO Shareholders may conflict with the interests of other shareholders or those of the Company. The IHO Shareholders hold 46% of Continental AG's shares and voting rights prior to the Spin-off taking effect and will therefore hold 46% of the Company's Shares after the Spin-off has taken effect.

C. - Key Information on the Securities

C.1 - What are the Main Features of the Securities?

After the Spin-off has taken effect, the Company's share capital will be €250,127,477.50 and consist of 100,050,991 registered no-par value shares (*auf den Namen lautende Stückaktien*). Each such Share with a notional par value of €2.50 in the share capital and with full dividend rights as from January 1, 2025, with the ISIN DE000AUM0V10. All Shares are of the same class. Each Share in the Company carries one vote at the Company's shareholders' meeting. There are no restrictions on voting rights. Voting rights are the same for all Shares. The Shares are freely transferable in accordance with the legal requirements for registered shares (*auf den Namen lautende Aktien*), except for the restrictions set forth in "*Lock-up*" below. The Shares are subordinated to all other securities and claims in case of an insolvency of the Company. In the event of the Company's liquidation, any proceeds remaining after satisfaction of all liabilities of the Company will be distributed to the holders of the Shares in proportion to their interest in the Company's share capital.

Prior to the Spin-off taking effect, the Company does not conduct material business operations and did not pay any dividends in the past. The Company's ability and intention to pay dividends in the future will depend on the amount of distributable profits, its financial position, results of operations, capital requirements, investment alternatives and other factors that the Executive Board and Supervisory Board may deem relevant, and any proposals by the Executive Board and Supervisory Board regarding dividend payments will be subject to the approval of the Company's shareholders' meeting. It is currently not certain when the payment of a dividend for a financial year of the Company will first be proposed for approval to its general shareholder meeting. The Company's dividend policy targets to pay annual dividends between 10% and 30% of the IFRS consolidated net income after taxes attributable to the shareholders per fiscal year in the mid-term, which the Company believes is consistent with payout ratios observed in the automotive supplier industry. The Company further entered into a syndicated facility agreement with various lenders, which includes a dividend restriction, based on which the dividend distribution depends on whether the Company generated a positive cash flow, taking into account the dividend payment on a pro forma basis and less the investment expenses.

C.2 - Where will the Securities be Traded?

The Company will apply for admission of its shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and, together with J.P. Morgan, for simultaneous admission to the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard).

C.3 - What are the Key Risks that are Specific to the Securities?

The following risk is a key risk specific to the Shares:

- Substantial sales of Shares in the Company may occur in connection with the Spin-off or in the future, which could depress the market price of the Shares.

D. - Key Information on the Admission to Trading on a Regulated Market

D.1 - Under which Conditions and Timetable Can I Invest in this Security?

Upon the Spin-off becoming effective, approximately 99.95% of the Shares will be transferred to the shareholders of Continental AG in the same proportion as their shareholding in Continental AG. On September 18, 2025, each shareholder of Continental AG is expected to receive

- for every two (2) bearer shares with no-par value in Continental AG (ISIN DE0005439004 / WKN 543900)
- one (1) registered share with no-par value in AUMOVIO SE (ISIN DE000AUM0V10 / WKN AUM0V1).

Following the commencement of trading, which is expected to occur on September 18, 2025, the Shares can be bought and sold on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).

D.2 - Who is the Person Asking for Admission to Trading?

The Company will apply for admission of its shares to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), and, together with J.P. Morgan, for simultaneous admission to the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard).

D.3 - Why is this Prospectus being Produced?

The purpose of this Prospectus is to admit the Shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard).

No Proceeds

Continental AG and AUMOVIO SE will not raise proceeds in connection with the Spin-off and the admission of the Shares. Continental AG will retain 48,000 shares in AUMOVIO SE (equal to approximately 0.05% of the share capital after the Spin-off) which will not be spun off in the Spin-off. Continental AG intends to sell these shares in the market in a timely manner after the Spin-off and Listing.

The costs in connection with the Listing are expected to amount to approximately €76 million, which are to be ultimately borne by AUMOVIO. The costs and expenses of preparing for the Spin-off by separating and establishing AUMOVIO as well as the costs and expenses of the actual Spin-off have been assumed by Continental Group and AUMOVIO in accordance with an agreed split.

Listing Agreement

In connection with the Spin-off and the Listing, Continental AG, the Company as well Goldman Sachs Bank Europe SE, Marienturm, Taunusanlage 9-10, 60329 Frankfurt am Main, Germany, LEI: 8IBZUGJ7JPLH368JE346 (***Goldman Sachs***), J.P.

Morgan SE, Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany, LEI: 549300ZK53CNGEEI6A29 (***J.P. Morgan,*** and Goldman Sachs and J.P. Morgan together the ***Lead Financial Advisors***) and Bank of America Europe DAC, Frankfurt am Main Branch, Taunusanlage 9-10, 60329 Frankfurt am Main, Germany LEI: EQYXK86SF381Q21S3020 (***BofA***) (Goldman Sachs, J.P. Morgan and BofA, the ***Financial Advisors***) and Banco Bilbao Vizcaya Argentaria, S.A., Plaza de San Nicolás 4, 48005 Bilbao, Spain, LEI: K8MS7FD7N5Z2WQ51AZ71, BANK OF CHINA LIMITED Zweigniederlassung Frankfurt am Main Frankfurt Branch, Bockenheimer Landstr. 24, 60323 Frankfurt am Main, Germany, LEI: 54930053HGCFWVHYZX42, COMMERZBANK Aktiengesellschaft, Kaiserstraße 16 (Kaiserplatz), 60311 Frankfurt am Main, Germany, LEI: 851WYGNLUQLFZBSYGB56, CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK, 12, place des États-Unis, CS 70052, 92547 Montrouge Cedex, France, LEI: 1VUV7VQFKUOQSJ21A208, DBS Bank Ltd., 12 Marina Boulevard, Marina Bay Financial Center Tower 3, Singapore 018982, Singapore, LEI: ATUEL7OJR5057F2PV266, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, Platz der Republik, 60325 Frankfurt am Main, Germany, LEI: 529900HNOAA1KXQJUQ27, ING Bank N.V., Bijlmerdreef 106, 1102 CT, Amsterdam, The Netherlands, LEI: 3TK20IVIUJ8J3ZU0QE75, Landesbank Baden-Württemberg, Am Hauptbahnhof 2, 70173 Stuttgart, Germany, LEI: B81CK4ESI35472RHJ606, Landesbank Hessen-Thüringen Girozentrale, MAIN TOWER, Neue Mainzer Straße 52-58, 60311 Frankfurt am Main, Germany, LEI: DIZES5CFO5K3I5R58746, Mizuho Bank Europe N.V., Atrium Amsterdam, 3rd Floor Strawinskylaan 3053, 1077 ZX Amsterdam, The Netherlands, LEI: 724500ZSA7ZOZHUXBS53 and UniCredit Bank GmbH, Arabellastraße 12, 81925 Munich, Germany, LEI: 2ZCNRR8UK83OBTEK2170 (the ***Co-Advisors***, and together with the Financial Advisors, the ***Banks***) have entered into a listing agreement dated September 10, 2025. The Company and Continental AG have agreed in the listing agreement to indemnify the Banks against certain liability obligations that may arise in connection with the Spin-off and the admission to trading. The indemnification obligation of the Company includes claims that investors may raise against the Banks for alleged or actual material inaccuracies of this Prospectus, but does not limit or exclude such claims by investors against the Banks. Internally, the Company and Continental AG have agreed to share certain indemnity risks in accordance with general principles of German civil laws. In addition, Continental AG and the Company have entered into a share settlement agreement with Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany (***Deutsche Bank***) who will act as a trustee within the meaning of Sections 125 sentence 1, 71 para. 1 sentence 1 German Transformation Act (*Umwandlungsgesetz*). The Company has contractually agreed to pay to the Banks and Deutsche Bank as trustee a commission in a total amount of approximately €22.2 million.

Lock-up

IHO Verwaltungs GmbH and IHO Beteiligungs GmbH (the holding companies of Maria-Elisabeth Schaeffler-Thumann and Georg F. W. Schaeffler) have agreed to a lock-up for a period of six months from the effectiveness of the Spin-off. During this period IHO Verwaltungs GmbH and IHO Beteiligungs GmbH have agreed to generally refrain from offering or disposing their shares or taking action economically similar actions or from public announcements regarding the intention to effect any such transaction (unless the Financial Advisors have waived the lock-up), in each case other than for the purposes of the Spin-off and the Listing.

The Company has agreed to a lock-up until 180 days after the date of the introduction to trading (*Einführung*) of the Shares on the Frankfurt Stock Exchange, whereas deviations from the lock-up are subject to the written consent of the Lead Financial Advisors. During this period the Company will refrain from issuing new shares or taking similar actions.

Material Conflicts of Interest Pertaining to Listing

In connection with the Spin-off and the admission to trading of the Shares, the Banks are in a contractual relationship with the Company and Continental AG. Upon successful implementation of the Spin-off and admission to trading of the Shares, the Company has undertaken to pay the Banks a commission.

It is planned to pay a one-time bonus in connection with the Spin-off to each member of the Executive Board. In addition, AUMOVIO SE grants a spin-off incentive to a certain limited number of employees at the management levels below the Executive Board who have special responsibility in connection with the Spin-off and the success of the independent operation of the business of AUMOVIO.

Continental AG has an interest in the Spin-off as it serves the purpose of disposing of a majority shareholding in AUMOVIO. It further enables Continental AG to sell its participation in the Company in the amount of 48,000 shares on the market in a timely manner after the Listing has taken effect.

ZUSAMMENFASSUNG DES PROSPEKTS

A. - Einleitung mit Warnhinweisen

Dieser Prospekt (der ***Prospekt***) bezieht sich auf die Zulassung zum Handel im regulierten Markt der Frankfurter Wertpapierbörse mit gleichzeitiger Zulassung zum Teilbereich des regulierten Marktes mit weiteren Zulassungsfolgepflichten (Prime Standard) (die ***Börsenzulassung***) von 100.050.991 auf den Namen lautenden Stückaktien der AUMOVIO SE (die ***Gesellschaft,*** und zusammen mit ihren konsolidierten Tochterunternehmen nach dem Wirksamwerden der Abspaltung (wie unten definiert), der ***Konzern*** oder ***AUMOVIO***) (die ***Aktien***). Jede Aktie hat einen rechnerischen Anteil am Grundkapital der Gesellschaft von EUR 2,50 und ist ab dem 1. Januar 2025 voll dividendenberechtigt. Im Wege einer voraussichtlich am 17. September 2025 stattfindenden Abspaltung zur Aufnahme wird die Continental Aktiengesellschaft (***Continental AG***, und zusammen mit ihren konsolidierten Tochterunternehmen der ***Continental-Konzern***) sämtliche Anteile an der Continental Automotive Technologies GmbH (***CAT GmbH***, und zusammen mit ihren direkten und indirekten Tochterunternehmen und Beteiligungen der ***Automotive-Konzern***) sowie den zwischen der Continental AG und der CAT GmbH bestehenden Beherrschungs- und Gewinnabführungsvertrag auf die Gesellschaft übertragen (die ***Abspaltung***). Nach Wirksamwerden der Abspaltung werden die Aktionäre der Continental AG 100.002.991 Aktien (dies entspricht ca. 99,95 % des Grundkapitals der AUMOVIO SE nach dem Wirksamwerden der Abspaltung) in dem ihrer Beteiligung an der Continental AG entsprechenden Verhältnis erhalten. Die Continental AG wird 48.000 Aktien (dies entspricht ca. 0,05 % des Grundkapitals der AUMOVIO SE nach dem Wirksamwerden der Abspaltung) behalten, die nicht an die Aktionäre der Continental AG übertragen werden und nach der Abspaltung und der Börsenzulassung zeitnah an der Börse verkauft werden sollen.

Die internationale Wertpapier-Identifikationsnummer (*International Securities Identification Number*, ***ISIN***) der Aktien lautet DE000AUM0V10. Die Gesellschaft ist unter ihrer Geschäftsanschrift Guerickestraße 7, 60488 Frankfurt am Main, Bundesrepublik Deutschland (***Deutschland***) (Telefon +49 –69 76034390; Website: www.aumovio.com) erreichbar. Die Rechtsträgerkennung (*Legal Entity Identifier*, ***LEI***) der Gesellschaft lautet 391200IGI9RQ7VTOK384.

Die Gesellschaft wird die Zulassung zum Handel im regulierten Markt der Frankfurter Wertpapierbörse, und gemeinsam mit J.P. Morgan (wie nachfolgend definiert), die gleichzeitige Zulassung zum Teilbereich des regulierten Marktes mit weiteren Zulassungsfolgepflichten (Prime Standard) beantragen.

Der Prospekt ist auf den 10. September 2025 datiert und wurde von der Bundesanstalt für Finanzdienstleistungsaufsicht (***BaFin***) am 10. September 2025 gebilligt. Die BaFin ist erreichbar unter Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Deutschland (Telefon +49 228 4108 0; Webseite: www.bafin.de).

Diese Zusammenfassung sollte als Einleitung zu diesem Prospekt verstanden werden. Bei jeder Entscheidung, in die Aktien zu investieren, sollte sich der Anleger auf diesen Prospekt als Ganzes stützen. Anleger, die in die Aktien investieren, könnten das gesamte angelegte Kapital oder einen Teil davon verlieren. Für den Fall, dass vor einem Gericht Ansprüche aufgrund der in diesem Prospekt enthaltenen Informationen geltend gemacht werden, könnte der als Kläger auftretende Anleger nach nationalem Recht die Kosten für die Übersetzung dieses Prospekts vor Prozessbeginn zu tragen haben. Zivilrechtlich haften nur diejenigen Personen, die diese Zusammenfassung samt etwaiger Übersetzungen vorgelegt und übermittelt haben, und dies auch nur für den Fall, dass diese Zusammenfassung, wenn sie zusammen mit den anderen Teilen dieses Prospekts gelesen wird, irreführend, unrichtig oder widersprüchlich ist oder dass sie, wenn sie zusammen mit den anderen Teilen dieses Prospekts gelesen wird, nicht die Basisinformationen vermittelt, die in Bezug auf Anlagen in die Aktien für die Anleger eine Entscheidungshilfe darstellen würden.

B. - Basisinformationen über die Emittentin

B.1. - Wer ist die Emittentin der Wertpapiere?

Informationen über die Emittentin

Die Gesellschaft ist eine Europäische Aktiengesellschaft (*Societas Europaea (SE)*) nach europäischem und deutschem Recht. Die juristische Bezeichnung der Gesellschaft lautet AUMOVIO SE. Die Gesellschaft mit LEI 391200IGI9RQ7VTOK384 hat ihren Sitz in Frankfurt am Main, Deutschland, und ihre Geschäftsanschrift lautet Guerickestraße 7, 60488 Frankfurt am Main, Deutschland. Sie ist im Handelsregister des Amtsgerichts Frankfurt am Main unter HRB 138483 eingetragen.

Haupttätigkeiten

Nach Wirksamwerden der Abspaltung wird die Gesellschaft die Holding-Gesellschaft von AUMOVIO. Der Fokus von AUMOVIO liegt auf der Entwicklung und Herstellung von elektrischen, elektronischen, mechatronischen und mechanischen Komponenten, Software, Modulen und Systemen sowie auf der Erbringung damit in Verbindung stehender Dienstleistungen auf dem Gebiet der Automobiltechnologie. Das Portfolio umfasst innovative Lösungen für assistiertes und automatisiertes Fahren, Anzeigetechnologien, Brems- und Komfortsysteme, Kameralösungen für den Fahrzeuginnenraum sowie intelligente Informations- und Kommunikationstechnik im Zusammenhang mit den Mobilitätsdienstleistungen von Flottenbetreibern und Nutzfahrzeugherstellern. Umfassende Aktivitäten in den Bereichen Assistenzsysteme, Fahrzeugvernetzung, Architekturplattformen und Elektronik sowie Hochleistungsrechner und Softwarelösungen runden das Produkt- und Leistungsangebot ab. Die Geschäfte von AUMOVIO werden in fünf Geschäftsfeldern geführt, die auch die Berichtssegmente der Gesellschaft gemäß den von dem International Accounting Standard Board (IASB) herausgegebenen und in der Europäischen Union anwendbaren IFRS® Rechnungslegungsstandards (***IFRS***) bilden: Autonomous Mobility (***AM***), Architecture and Network Solutions (***ANS***), Safety and Motion (***SAM***), User Experience (***UX***) und Contract Manufacturing (***CM***).

- AM fokussiert sich auf Sensoren und Elektronik für fortschrittliche Fahrerassistenzsysteme sowie auf Technologien und Systeme für automatisiertes Fahren, welche die Fahrzeugsicherheit erhöhen und das Fahrerlebnis für automatisierte und autonome Mobilität verbessern sollen. Darüber hinaus bietet AM ein „As-a-Service"-Geschäftsmodell für autonome Lkws an, d.h. AM bietet Hardware als Dienstleistung an und generiert Einnahmen auf

Grundlage gefahrener Kilometer des jeweiligen Kunden. Zusätzlich bietet AM angepasste Elektronik, Software und Servicelösungen für Nutz- und Spezialfahrzeuge an, die den spezifischen Anforderungen für Lkws, Busse, Zweiräder und Off-Highway-Fahrzeuge, die in spezialisierten Umgebungen zum Einsatz kommen, gerecht werden.

- ANS entwickelt und fertigt elektronische Produkte und Lösungen für klassische und neue Fahrzeugarchitekturen sowie für softwaredefinierte Fahrzeuge und deckt dabei ein breites Spektrum an elektronischen Produkten und Lösungen ab, darunter Serverzonenarchitektur, fortschrittliche Zugangslösungen, Lösungen für die Fahrzeugkonnektivität, Komfortelektronik, Betriebssoftware, Middleware und Lösungen im Bereich der Cybersicherheit sowie „Build-to-Print"-Dienstleistungen.
- SAM entwickelt und fertigt Produkte im Bereich der Fahrwerksdomäne. Das Produktportfolio umfasst Komponenten, Systeme und Software für passive und aktive Sicherheit, Fahrdynamik und Komfort, wie beispielsweise elektronische Bremssysteme und Airbag-Steuergeräte. Der Aftermarket-Bereich von AUMOVIO ist ebenfalls Teil von SAM und bietet Ersatzteile für Fahrzeugkomponenten von AUMOVIO (einschließlich Produkten aus anderen Geschäftsfeldern von AUMOVIO) und anderen Herstellern für das Erstausrüstungsgeschäft und den unabhängigen Aftermarket an.
- UX entwirft, entwickelt und fertigt Produkte für die Fahrer- und Beifahrerinformation sowie für die Interaktion mit Fahrzeugen, wie beispielsweise Display-Lösungen, Head-up-Displays und digitale Kombiinstrumente, d. h. digitale Instrumentenanzeigen, die dem Fahrer relevante Fahrinformationen (z.B. Tachometer, Drehzahlmesser, Temperatur, Kraftstoffstand, Kontrollleuchten und Warnungen) sowie zusätzliche Informationen (z.B. Navigation, Radio, Telefon) anzeigen.
- CM bündelt die Auftragsfertigung von Produkten durch Unternehmen von AUMOVIO für die Schaeffler AG und ihre Tochterunternehmen (Schaeffler-Konzern). Die Auftragsfertigung ist nicht auf Dauer ausgelegt; vielmehr wird die operative Trennung der Produktion weiterhin vorangetrieben und das Volumen der Auftragsfertigung reduziert. Die vollständige Beendigung dieser Auftragsfertigung erfolgt voraussichtlich in der ersten Hälfte des Jahres 2026.

Hauptanteilseigner

Zum Datum dieses Prospekts, d.h. vor dem Wirksamwerden der Abspaltung, ist die einzige und beherrschende Aktionärin der Gesellschaft die Continental AG, eine Aktiengesellschaft nach deutschem Recht. Die folgende Tabelle enthält Informationen zu den Hauptanteilseignern, die der Continental AG als Inhaber einer unmittelbaren oder mittelbaren Beteiligung von mindestens 3 % (berechnet gemäß §§ 33 ff. Wertpapierhandelsgesetz (***WpHG***)) an der Continental AG gemeldet und von ihr veröffentlicht wurden. Auf der Grundlage dieser Stimmrechtsmeldungen sowie den Beteiligungen an der Continental AG, die der Continental AG zur Anmeldung für ihre Hauptversammlung am 25. April 2025 gemeldet wurden, werden sich das Kapital und die Stimmrechte der Gesellschaft unmittelbar nach dem Wirksamwerden der Abspaltung wie folgt darstellen:

	Unmittelbar nach Wirksamwerden der Abspaltung	
Aktionär	**Anzahl der Aktien/Stimmrechte**	**In %**
Continental AG	48.000	0,05[4]
Aktionäre der Continental AG		
Maria-Elisabeth Schaeffler-Thumann und Georg F. W. Schaeffler (indirekte Beteiligung über)	46.001.493	45,98
(i) IHO Verwaltungs GmbH, Herzogenaurach, Deutschland (direkte Beteiligung)[1]	*35.995.229*	*35,98*
(ii) IHO Beteiligungs GmbH, Herzogenaurach, Deutschland (direkte Beteiligung)[2]	*10.006.264*	*10,00*
BlackRock, Inc., Wilmington, Delaware, USA[3]	3.583.410	3,58
Sonstige	50.418.088	50,39
Gesamt	**100.050.991**	**100**

(1) IHO Verwaltungs GmbH, Herzogenaurach, Deutschland, befindet sich im Besitz der IHO Beteiligungs GmbH, Herzogenaurach, Deutschland, deren ultimativen Eigentümer Georg F. W. Schaeffler und Maria-Elisabeth Schaeffler-Thumann sind. Zum Zeitpunkt der Mitteilung an die Continental AG am 4. Januar 2016 wurden die Stimmrechte an der Continental AG, die von der IHO Verwaltungs GmbH, Herzogenaurach, Deutschland, gehalten wurden; (i) der IHO Beteiligungs GmbH, Herzogenaurach, Deutschland; (ii) der IHO Holding GmbH & Co. KG, Herzogenaurach, Deutschland; (iii) der IHO Management GmbH, Herzogenaurach, Deutschland; (iv) der INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Deutschland; (v) der Schaeffler Holding LP, Dallas, USA; und schlussendlich (vi) Georg F. W. Schaeffler und Maria-Elisabeth Schaeffler-Thumann gemäß § 34 WpHG zugerechnet. Die Stimmrechte an der Gesellschaft unmittelbar nach dem Wirksamwerden der Abspaltung werden dementsprechend gehalten und zugerechnet.

(2) IHO Beteiligungs GmbH, Herzogenaurach, Deutschland, befindet sich im Besitz von Georg F. W. Schaeffler und Maria-Elisabeth Schaeffler-Thumann als ultimative Eigentümer. Zum Zeitpunkt der Mitteilung an die Continental AG am 4. Januar 2016 wurden die Stimmrechte an der Continental AG, die von der IHO Beteiligungs GmbH, Herzogenaurach, Deutschland, gehalten wurden, (i) der IHO Holding GmbH & Co. KG, Herzogenaurach, Deutschland; (ii) der IHO Management GmbH, Herzogenaurach, Deutschland; (iii) der INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Deutschland; (iv) der Schaeffler Holding LP, Dallas, USA; und schlussendlich (v) Georg F. W. Schaeffler und Maria-Elisabeth Schaeffler-Thumann gemäß § 34 WpHG zugerechnet (IHO Verwaltungs GmbH, Herzogenaurach, Deutschland, und IHO Beteiligungs GmbH, Herzogenaurach, Deutschland, zusammen mit (i) bis (v), die ***IHO-Gesellschafter***). Die Stimmrechte an der Gesellschaft unmittelbar nach dem Wirksamwerden der Abspaltung werden dementsprechend gehalten und zugerechnet.

(3) Zum Zeitpunkt der Mitteilung an die Continental AG am 2. Juli 2025 wurden 3,50 % der Stimmrechte an der Continental AG der BlackRock, Inc. gemäß § 34 WpHG zugerechnet und 0,09 % der Stimmrechte an der Continental AG der BlackRock, Inc. als Instrumente gemäß § 38 Abs. 1 Satz 1 Nr. 1 WpHG zugerechnet. Die Stimmrechte an der Gesellschaft unmittelbar nach dem Wirksamwerden der Abspaltung werden dementsprechend gehalten und zugerechnet.

(4) Die von der Continental AG gehaltenen Stimmrechte an der Gesellschaft werden gemäß § 34 WpHG auch den IHO-Gesellschaftern zugerechnet werden.

Es wird erwartet, dass nach Wirksamwerden der Abspaltung Georg F. W. Schaeffler und Maria-Elisabeth Schaeffler-Thumann aufgrund ihrer (indirekten) Beteiligungen an IHO Verwaltungs GmbH und IHO Beteiligungs GmbH 45,98% der

Stimmrechte an der Gesellschaft (siehe oben) halten werden, was als Kontrolle im Sinne von § 29 Absatz 2 Wertpapiererwerbs- und Übernahmegesetz (WpÜG) anzusehen ist.

Vorstand

Der Vorstand der Gesellschaft (der ***Vorstand***) besteht aus fünf Mitgliedern: Philipp von Hirschheydt als Vorstandsvorsitzender, Chief Executive Officer und Interim-Finanzvorstand (Chief Financial Officer), Ingo Holstein als Personalvorstand (Chief Human Relations Officer) und Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia als Vorstandsmitglieder. Dr. Jutta A. Dönges wird spätestens mit Wirkung zum 1. März 2026 dem Vorstand als Finanzvorstand (Chief Financial Officer) angehören.

Unabhängiger Abschlussprüfer

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hannover, Deutschland (***PwC***) mit Geschäftsanschrift Fuhrberger Straße 5, 30625 Hannover, Deutschland, ist der unabhängige Abschlussprüfer der Gesellschaft.

PwC war unabhängiger Abschlussprüfer (i) des gemäß dem Handelsgesetzbuch erstellten geprüften Einzelabschlusses der Gesellschaft für das Rumpfgeschäftsjahr vom 6. August 2024 bis zum 31. Dezember 2024 und (ii) des gemäß IFRS erstellten geprüften konsolidierten Abschlusses des Automotive-Konzerns für das zum 31. Dezember 2022 endende Geschäftsjahr (***Geschäftsjahr 2022***), das zum 31. Dezember 2023 endende Geschäftsjahr (***Geschäftsjahr 2023***) und das zum 31. Dezember 2024 endende Geschäftsjahr (***Geschäftsjahr 2024***). PwC wurde außerdem von der Hauptversammlung der Gesellschaft am 12. März 2025 als Abschlussprüfer des Konzernabschlusses von AUMOVIO für das zum 31. Dezember 2025 endende Geschäftsjahr gewählt. Die Bestellung durch den Aufsichtsrat der Gesellschaft (der ***Aufsichtsrat***) wird nach dem Wirksamwerden der Abspaltung erwartet.

B.2 - Welches sind die wesentlichen Finanzinformationen über die Emittentin?

Der geprüfte konsolidierte Abschluss des Automotive-Konzerns zum 1. Januar 2022 und für die zum 31. Dezember 2022, 2023 und 2024 endenden Geschäftsjahre wurde gemäß IFRS erstellt (der ***Konsolidierte Jahresabschluss***). Der Konsolidierte Jahresabschluss wurde von PwC geprüft und mit einer Bescheinigung des unabhängigen Abschlussprüfers (*independent auditor's report*) versehen. Der ungeprüfte verkürzte konsolidierte Zwischenabschluss des Automotive-Konzerns für den zum 30. Juni 2025 endenden Sechsmonatszeitraum, einschließlich der Vergleichszahlen für den zum 30. Juni 2024 endenden Sechsmonatszeitraum, wurde gemäß den IFRS-Vorschriften für Zwischenberichterstattung (IAS 34) erstellt (der ***Konsolidierte Zwischenabschluss,*** und zusammen mit dem Konsolidierten Jahresabschluss die ***Konsolidierten Abschlüsse***). In den Konsolidierten Abschlüssen wurden die Unternehmen des Automotive-Konzerns, d.h. die CAT GmbH mit ihren direkten und indirekten Tochterunternehmen, einbezogen. Nicht einbezogen ist die AUMOVIO SE. Ein Konzernabschluss von AUMOVIO zum 31. Dezember 2024 existiert nicht, da die Gesellschaft vor dem Wirksamwerden der Abspaltung keine Beteiligungen hält und insbesondere mit dem Automotive-Konzern keinen Konzern im Sinne des '*IFRS 10 – Konzernabschlüsse*' bildet. Bis zum Wirksamwerden der Abspaltung besitzt die Gesellschaft keine eigenen wesentlichen Vermögenswerte und übt mit Ausnahme begrenzter administrativer Maßnahmen zur Vorbereitung der Abspaltung keine wesentliche Geschäftstätigkeit aus. Der Automotive-Konzern stellt eine vollständige historische Darstellung des Geschäfts, das auf die Gesellschaft abgespalten wird, dar. Die Finanzlage und das Geschäftsergebnis des Automotive-Konzerns in den Konsolidierten Abschlüssen sind grundsätzlich mit dem operativen Geschäft von AUMOVIO nach dem Wirksamwerden der Abspaltung vergleichbar. Vor dem Wirksamwerden der Abspaltung hat die Continental AG ihre Unternehmensbereiche Automotive und Contract Manufacturing über die CAT GmbH mit ihren Tochtergesellschaften betrieben. Nach dem Wirksamwerden der Abspaltung wird AUMOVIO als rechtlich unabhängiger Konzern tätig sein, bestehend aus der AUMOVIO SE als Holding-Gesellschaft und dem Automotive-Konzern. Die in den Konsolidierten Abschlüssen ausgewiesenen Beträge sind deshalb nicht zwangsläufig repräsentativ für die Finanzlage, das Geschäftsergebnis oder den Kapitalfluss von AUMOVIO, wenn AUMOVIO in den dargestellten Zeiträumen als eigenständiger Konzern tätig gewesen wäre. Folglich können die künftigen Ergebnisse im Falle einer Trennung des Automotive-Konzerns von der Continental AG Kosten und Aufwendungen enthalten, die erheblich von den historischen Geschäftsergebnissen, der Finanzlage und den Kapitalflüssen des Automotive-Konzerns abweichen können. Die Konsolidierten Abschlüsse für diese Zeiträume sind kein Hinweis auf die künftigen Ergebnisse und die Finanzlage von AUMOVIO.

Die in den folgenden Tabellen enthaltenen Finanzinformationen sind (i) dem Konsolidierten Jahresabschluss und (ii) dem Konsolidierten Zwischenabschluss entnommen bzw. aus diesen abgeleitet. Soweit in dieser Zusammenfassung Finanzinformationen als „geprüft" bezeichnet sind, wurden sie dem Konsolidierten Jahresabschluss entnommen. Die Bezeichnung „ungeprüft" wird für Finanzinformationen verwendet, die dem Konsolidierten Zwischenabschluss entnommen oder der Buchhaltung oder dem internen Berichtswesen (z.B. dem Controlling-System) des Automotive-Konzerns entnommen oder daraus abgeleitet sind oder auf der Basis von Finanzinformationen aus den vorgenannten Quellen errechnet worden sind. Einzelne Zahlenangaben (einschließlich Prozentangaben) in dieser Zusammenfassung wurden nach der üblichen kaufmännischen Rundungsmethode gerundet.

Wesentliche Finanzinformationen aus der Konzern-Gewinn- und Verlustrechnung

	Sechsmonatszeitraum zum 30. Juni		Geschäftsjahr zum 31. Dezember		
	2025	2024	2024	2023	2022
	(Ungeprüft)		(Geprüft, sofern nicht anders angegeben)		
	(*In Millionen EUR, sofern nicht anders angegeben*)				
Umsatz	9.545	9.899	19.648	20.814	18.979
Wachstum (in %)(*)	-3,6	-	-5,6	9,7	-
EBIT	-114	-241	290	-27	-934
Konzernergebnis	-178	-502	-272	-317	-994

(*) Ungeprüfte Zahlen.

Wesentliche Finanzinformationen aus der Konzernbilanz

	Zum 30. Juni	Zum 31. Dezember		
	2025	2024	2023	2022
	(Ungeprüft)	(Geprüft, sofern nicht anders angegeben)		
		(*In Millionen EUR*)		
Bilanzsumme	17.919	19.917	24.249	24.671
Eigenkapital	8.360	8.956	4.133	4.351
Netto-Finanzschulden(*)(1)	10	-332	4.942	4.578

(*) Ungeprüfte Zahlen.

(1) Netto-Finanzschulden sind definiert als kurzfristige Finanzschulden zuzüglich langfristiger Finanzschulden abzüglich flüssiger Mittel, kurzfristiger derivativer Finanzinstrumente und verzinslicher Anlagen und langfristiger derivativer Finanzinstrumente und verzinslicher Anlagen.

Wesentliche Finanzinformationen aus der Konzern-Kapitalflussrechnung

	Sechsmonatszeitraum zum 30. Juni		Geschäftsjahr zum 31. Dezember		
	2025	2024	2024	2023	2022
	(Ungeprüft)			(Geprüft)	
			(*In Millionen EUR*)		
Mittelzufluss/-abfluss aus laufender Geschäftstätigkeit	110	-279	1.103	250	796
Mittelabfluss/-zufluss aus Investitionstätigkeit	1.522	-527	1.249	-600	-380
Mittelabfluss/-zufluss aus Finanzierungstätigkeit	-1.251	351	-2.568	304	-16

Wesentliche Leistungskennzahlen und alternative Leistungskennzahlen

	Für den zum 30. Juni endenden Sechsmonatszeitraum		Für das zum 31. Dezember endende Geschäftsjahr		
	2025	2024	2024	2023	2022
	(Ungeprüft)		(Geprüft, sofern nicht anders angegeben)		
			(*In Millionen EUR, sofern nicht anders angegeben*)		
Umsatz bereinigt(1)	9.545	9.899	19.561	20.708	18.860
Bruttomarge (in %)(2), (*)	18,2	15,9	17,7	16,9	15,0
Auftragseingang(3), (*)	11.464	10.507	19.261	27.019	23.311
Book-to-Bill-Verhältnis(4), (*)	1,2	1,1	1,0	1,3	1,2
Bereinigtes operatives Ergebnis (EBIT bereinigt)(5)	259	-49	498	446	23
Bereinigte EBIT-Marge (in %)(5)	2,7	-0,5	2,5	2,2	0,1
EBITDA(6)	408	301	1.390	1.026	1.033
Forschungs- und Entwicklungskosten (netto) (7)	1.281	1.364	2.357	2.391	2.271
Investitionen(8)	346	437	953	1.231	1.346
Investitionen in % vom Umsatz	3,6	4,4	4,9	5,9	7,1
Free Cashflow(9)	1.633	-806	2.352	-350	416
Free Cashflow bereinigt(9), (*)	-177	-677	252	-826	-458
Eigenkapitalquote (in %)(10), (*)	46,7	-	45,0	17,0	17,6
Kapitalrendite (ROCE) (in %)(11)	-	-	3,2	-0,3	-10,3
Working Capital(12), (*)	2.492	-	2.549	2.859	2.397
Working Capital in % vom Umsatz(12), (*)	-	-	13,0	13,7	12,6

(*) Ungeprüfte Zahlen.

(1) Der bereinigte Umsatz wird berechnet als Umsatz korrigiert um Konsolidierungskreisveränderungen.

(2) Die Bruttomarge ist definiert als Bruttoergebnis vom Umsatz geteilt durch den Umsatz multipliziert mit 100.

(3) Der Auftragseingang wird berechnet als Summe des geschätzten Projektlaufzeitumsatzes, der innerhalb des jeweiligen Geschäftsjahres akquiriert wurde.

(4) Das Book-to-Bill-Verhältnis wird berechnet als Verhältnis von Auftragseingang geteilt durch den Umsatz.

(5) Das bereinigte operative Ergebnis (EBIT bereinigt) wird berechnet als EBIT, bereinigt um Abschreibungen auf immaterielle Vermögenswerte aus Kaufpreisallokation (PPA), Konsolidierungskreisveränderungen und Sondereffekte (z.B. Wertminderungen, Restrukturierungen und Veräußerungsgewinne und -verluste aus Abgängen von Gesellschaften und Geschäftsbereichen). Die bereinigte EBIT-Marge wird berechnet als bereinigtes operatives Ergebnis (EBIT bereinigt) geteilt durch den bereinigten Umsatz multipliziert mit 100.

(6) EBITDA steht für Ergebnis vor Zinsen, Steuern und Abschreibungen. In der Finanzberichterstattung des Automotive-Konzerns ist diese Abkürzung definiert als Ergebnis vor Finanzergebnis, Steuern und Abschreibungen. Es entspricht der Summe aus EBIT und Abschreibungen auf Sachanlagen und immaterielle Vermögenswerte (ohne Abschreibungen auf Finanzanlagen) sowie Wertminderungen.

(7) Forschungs- und Entwicklungskosten (netto) sind definiert als Aufwand für Forschung und Entwicklung abzüglich Erstattungen, die der Automotive-Konzern in diesem Zusammenhang erhalten hat.

(8) Bei Investitionen handelt es sich um Zugänge zu Sachanlagen und Software sowie Zugänge zu aktivierten Nutzungsrechten nach '*IFRS 16 – Leasingverhältnisse*' und Zugänge zu aktivierten Fremdkapitalkosten nach '*IAS 23 – Fremdkapitalkosten*'. Für die zum 30. Juni 2025 und zum 30. Juni 2024 endenden Sechsmonatszeiträume sowie für die zum 31. Dezember 2024, 2023 und 2022 endenden Geschäftsjahre hat der Automotive-Konzern keine Zugänge zu aktivierten Fremdkapitalkosten nach '*IAS 23 – Fremdkapitalkosten*' verzeichnet.

(9) Free Cashflow ist definiert als Summe aus Mittelzufluss bzw. Mittelabfluss aus laufender Geschäftstätigkeit sowie Mittelzufluss bzw. Mittelabfluss aus Investitionstätigkeit. Der bereinigte Free Cashflow wird berechnet als Free Cashflow, bereinigt um Mittelzufluss bzw. Mittelabfluss aus verzinslichen Anlagen sowie für Akquisitionen und Desinvestitionen von Gesellschaften und Geschäftsbereichen.

(10) Die Eigenkapitalquote wird berechnet als das in der Bilanz ausgewiesene Eigenkapital inklusive der Anteile in Fremdbesitz geteilt durch die Bilanzsumme multipliziert mit 100.
(11) Die Kapitalrendite (ROCE) wird berechnet als Verhältnis von EBIT zu durchschnittlichen operativen Aktiva des Geschäftsjahres. Sie entspricht der Verzinsung des betrieblich gebundenen Kapitals und wird zur Beurteilung der Profitabilität und Effizienz des Automotive-Konzerns herangezogen. Durchschnittliche operative Aktiva werden in der Regel zu den Quartalsstichtagen berechnet. Die durchschnittlichen operativen Aktiva für die Geschäftsjahre 2022 bis 2024 wurden jedoch aus dem Durchschnitt zu den jeweiligen Stichtagen am Jahresende berechnet. Operative Aktiva sind definiert als die Aktiva abzüglich Passiva der Konzern-Bilanz ohne Berücksichtigung der Netto-Finanzschulden sowie Verkäufe von Forderungen aus Lieferungen und Leistungen, latenter Steuern und Ertragsteuerforderungen und -verbindlichkeiten sowie anderer finanzieller Vermögenswerte und Schulden.
(12) Das Working Capital wird berechnet als Vorräte zuzüglich operativer Forderungen aus Lieferungen und Leistungen abzüglich operativer Verbindlichkeiten aus Lieferungen und Leistungen.

B.3 - Welches sind die zentralen Risiken, die für die Emittentin spezifisch sind?

- Als globaler Zulieferer für die Automobilindustrie ist AUMOVIO Risiken ausgesetzt, die mit der Entwicklung der Weltwirtschaft zusammenhängen. Ein schwaches oder unsicheres makroökonomisches Umfeld beeinträchtigt die Kaufkraft und Bereitschaft privater Haushalte und gewerblicher Kunden, in Fahrzeuge zu investieren, was sich negativ auf die Nachfrage nach den Produkten und Dienstleistungen von AUMOVIO auswirken kann.
- Mit einem internationalen Kunden- und Lieferantenstamm ist die Geschäftstätigkeit von AUMOVIO dem Risiko von protektionistischen Maßnahmen im internationalen Handel ausgesetzt. Zunehmende protektionistische Tendenzen in einem ihrer Schlüsselmärkte können die Geschäftsbeziehungen von AUMOVIO zu Lieferanten und Kunden stören, das Verbrauchervertrauen im Allgemeinen beeinträchtigen oder zu Volatilität an den Finanzmärkten führen, was den Zugang von AUMOVIO zu Eigen- und Fremdkapital zur Unterstützung ihrer Geschäftstätigkeit einschränken könnte.
- Der Erfolg von AUMOVIO hängt von ihrer Fähigkeit ab, Markttrends und technologische Veränderungen zu antizipieren und neue und bessere Produkte zeitnah zu entwickeln und zu vermarkten. Es kann nicht garantiert werden, dass AUMOVIO in der Lage sein wird, ihr Produktangebot rechtzeitig oder überhaupt an Markttrends und die laufenden technologischen Veränderungen anzupassen. Wenn AUMOVIO keine geeigneten Strategien entwickelt, um auf Markttrends zu reagieren, könnten Wachstumschancen verloren gehen und AUMOVIO könnte bestehende Kunden verlieren.
- AUMOVIO ist Risiken im Zusammenhang mit ihrer weltweiten Geschäftstätigkeit und insbesondere mit ihren Investitionen in Schwellenländern ausgesetzt. Die globale Präsenz von AUMOVIO erfordert den Aufbau von Geschäftsstrukturen in unterschiedlichen Ländern mit einer Vielzahl verschiedener wirtschaftlicher, rechtlicher und sozialer Systeme. Infolgedessen unterliegen die internationalen Aktivitäten von AUMOVIO in diesen Märkten diversen länderspezifischen Risiken, z.B. hinsichtlich der Einhaltung nationaler Rechtsvorschriften. Darüber hinaus sind Aktivitäten in Schwellenländern oft mit höheren Risiken verbunden als in Industrieländern, z.B. aufgrund der mangelnden Verfügbarkeit wichtiger Ressourcen wie Energie, Gas und Wasser.
- Das Geschäft von AUMOVIO ist Risiken im Zusammenhang mit ihren F&E-Aktivitäten ausgesetzt und hängt von der Realisierung der erwarteten Renditen aus getätigten Investitionen ab, um dem derzeitigen technologischen Wandel in der Automobilindustrie Rechnung zu tragen. Wenn AUMOVIO nicht über die innovativen Fähigkeiten verfügt oder nicht ausreichend investiert, um ihre aktuellen und zukünftigen Produkte und Dienstleistungen zu verbessern und weiterzuentwickeln, die Bedürfnisse ihrer Kunden zu erfüllen und wichtige technologische Veränderungen und Veränderungen der Fahrzeugindustrie rechtzeitig zu erkennen und darauf zu reagieren, könnte AUMOVIO Schwierigkeiten haben, ihre Wettbewerbsposition am Markt zu halten, und möglicherweise nicht die ursprünglich erwarteten Erträge aus ihren F&E-Investitionen erzielen.
- AUMOVIO ist für bestimmte Materialien und Dienstleistungen auf eine begrenzte Anzahl von Lieferanten angewiesen und daher von deren Lieferfähigkeit und -bereitschaft abhängig. Sollte einer der zentralen Lieferanten seine Lieferverpflichtungen nicht erfüllen können, ist AUMOVIO möglicherweise nicht in der Lage, Materialien kurzfristig, in der erforderlichen Menge oder überhaupt von anderen Lieferanten zu beziehen. Infolgedessen könnte AUMOVIO möglicherweise nicht in der Lage sein, ihre Produkte ihren Kunden in der vereinbarten Zeit, Menge oder Qualität zu liefern, was auch zu Auftragsstornierungen oder Schadensersatzansprüchen gegen die Gruppe führen könnte.
- Die IT-Systeme von AUMOVIO unterstützen alle ihre Funktionen, alle geografischen Standorte, die Produktion und die Forschung und Entwicklung. Jede Unterbrechung oder sonstige Störung der IT-Systeme könnte zu Unterbrechungen der Fertigungs- oder Entwicklungsprozesse von AUMOVIO, zu Datenverlusten, Produktmängeln oder sonstigen nachteiligen Auswirkungen auf den Geschäftsbetrieb von AUMOVIO führen.
- Die tatsächlichen Gewinne und Geschäftsaussichten von AUMOVIO können sich erheblich von ihrer derzeitigen Gewinnprognose und dem derzeitigen Geschäftsausblick unterscheiden. Sollte dieser Fall eintreten, könnte AUMOVIO verpflichtet sein, diese Informationen im Rahmen einer Ad-hoc-Mitteilung zu veröffentlichen, was sich negativ auf den Kurs der Aktien und den Ruf der Gesellschaft auswirken könnte.
- AUMOVIO ist Risiken im Zusammenhang mit Zinsänderungen ausgesetzt, da einige ihrer Kreditfazilitäten variabel verzinst sind und ein Anstieg oder Rückgang der Zinssätze sich auf ihre aktuellen Zinsaufwendungen und ihre zukünftigen Refinanzierungskosten auswirken würde, sowie Risken im Zusammenhang mit Wechselkursschwankungen, insbesondere wenn Vermögenswerte, die auf andere Währungen als ihre funktionale Währung, dem Euro, lauten, gegenüber dem Euro abwerten und/oder wenn die Währungen, auf die Verbindlichkeiten in Nicht-Euro-Währungen lauten, gegenüber dem Euro aufwerten, sowie Risiken im Zusammenhang mit damit verbundenen Sicherungsgeschäften.
- Produkte, die Kundenvorgaben nicht entsprechen oder Mängel oder Fehler enthalten oder als mangel- oder fehlerhaft empfunden werden, könnten erhebliche Kosten für AUMOVIO verursachen, ihren Ruf schädigen und Umsatzeinbußen nach sich ziehen.
- AUMOVIO könnte die geistigen Eigentumsrechte Dritter verletzen und daher gezwungen sein, ihr Produktangebot zu ändern oder zusätzlichen Kosten ausgesetzt sein.

- Der Rückzug des Continental-Konzerns könnte zum Verlust von Synergien bei gemeinsam genutzten Dienstleistungen und Infrastrukturen sowie zu steigenden Einkaufskosten führen.
- AUMOVIO ist steuerlichen Risiken im Zusammenhang mit der Abspaltung ausgesetzt, z.B. im Hinblick auf einen Wegfall von steuerlichen Verlustvorträgen eines deutschen Tochterunternehmens von AUMOVIO und von möglichen laufenden Verlusten aus 2025 aller deutschen AUMOVIO Gesellschaften.
- Die IHO-Gesellschafter werden die Gesellschaft nach dem Wirksamwerden der Abspaltung beherrschen können, und die Interessen der IHO-Gesellschafter können mit den Interessen anderer Aktionäre oder derjenigen der Gesellschaft kollidieren. Die IHO-Gesellschafter halten 46 % der Aktien und der Stimmrechte der Continental AG vor dem Wirksamwerden der Abspaltung und werden somit bei Wirksamwerden der Abspaltung 46 % der Aktien der Gesellschaft halten.

C. - Basisinformationen über die Wertpapiere

C.1 - Welches sind die wichtigsten Merkmale der Wertpapiere?

Nach Wirksamwerden der Abspaltung wird das Grundkapital der Gesellschaft EUR 250.127.477,50 betragen und aus 100.050.991 auf den Namen lautenden Stückaktien bestehen. Jede dieser Aktien repräsentiert einen anteiligen Betrag von EUR 2,50 am Grundkapital und ist ab dem 1. Januar 2025 voll gewinnanteilsberechtigt; die ISIN lautet DE000AUM0V10. Alle Aktien gehören derselben Gattung an. Jede Aktie der Gesellschaft gewährt in der Hauptversammlung der Gesellschaft eine Stimme. Es bestehen keine Beschränkungen des Stimmrechts. Sämtliche Aktien verfügen über die gleichen Stimmrechte. Die Aktien sind in Übereinstimmung mit den gesetzlichen Bestimmungen für auf den Namen lautende Aktien frei übertragbar, mit Ausnahme der nachstehend unter „*Lock-up*“ aufgeführten Beschränkungen. Die Aktien sind im Fall einer Insolvenz der Gesellschaft gegenüber allen anderen Wertpapieren und Forderungen nachrangig. Im Falle der Liquidation der Gesellschaft wird ein nach Erfüllung aller Verbindlichkeiten der Gesellschaft verbleibender Erlös auf die Inhaber der Aktien im Verhältnis zu ihrer Beteiligung am Grundkapital der Gesellschaft verteilt.

Die Gesellschaft übt keine wesentliche Geschäftsstätigkeit vor dem Wirksamwerden der Abspaltung aus und hat in der Vergangenheit keine Dividenden gezahlt. Die Fähigkeit und die Absicht der Gesellschaft zur Leistung künftiger Dividendenzahlungen werden vom ausschüttungsfähigen Bilanzgewinn, von der Finanzlage der Gesellschaft, dem Geschäftsergebnis, dem Finanzierungsbedarf, den alternativen Investitionsmöglichkeiten und anderen aus Sicht des Vorstands und des Aufsichtsrats der Gesellschaft maßgeblichen Faktoren abhängen, und Dividendenzahlungen betreffende Vorschläge des Vorstands oder des Aufsichtsrats werden der Zustimmung der Hauptversammlung der Gesellschaft unterliegen. Derzeit steht nicht fest, wann erstmalig eine Dividende für ein Geschäftsjahr der Gesellschaft zur Zustimmung der Hauptversammlung vorgeschlagen wird. Entsprechend der Dividendenpolitik der Gesellschaft wird mittelfristig angestrebt je Geschäftsjahr zwischen 10 % und 30 % des nach IFRS-Grundsätzen ermittelten Konzernergebnisses nach Steuern, das den Anteilseignern zuzurechnen ist, als Dividenden auszuschütten, was nach Ansicht der Gesellschaft mit den in der Automobilzuliefererindustrie beobachteten Ausschüttungsquoten in Einklang steht. Darüber hinaus hat die Gesellschaft mit verschiedenen Kreditgebern einen Konsortialkreditvertrag abgeschlossen, der eine Dividendenbeschränkung enthält, wonach die Ausschüttung einer Dividende davon abhängig sein wird, ob der Cashflow der Gesellschaft unter Berücksichtigung der Dividendenzahlung auf Pro-forma-Basis und abzüglich des Investitionsaufwands positiv war.

C.2 - Wo werden die Wertpapiere gehandelt?

Die Gesellschaft wird die Zulassung ihrer Aktien zum Handel im regulierten Markt der Frankfurter Wertpapierbörse, und gemeinsam mit J.P. Morgan, die gleichzeitige Zulassung zum Teilbereich des regulierten Marktes mit weiteren Zulassungsfolgepflichten (Prime Standard) beantragen.

C.3 - Welches sind die zentralen Risiken, die für die Wertpapiere spezifisch sind?

Das folgende Risiko ist ein zentrales Risiko, das für die Aktien spezifisch ist:

- Im Zusammenhang mit der Abspaltung oder in der Zukunft kann es zu erheblichen Verkäufen von Aktien der Gesellschaft kommen, die den Aktienkurs unter Druck setzen könnten.

D. - Basisinformationen über die Zulassung zum Handel an einem geregelten Markt

D.1 - Zu welchen Konditionen und nach welchem Zeitplan kann ich in dieses Wertpapier investieren?

Mit dem Wirksamwerden der Abspaltung werden rund 99,95 % der Aktien auf die Aktionäre der Continental AG in dem ihrer Beteiligung an der Continental AG entsprechenden Verhältnis übertragen. Am 18. September 2025 erhält jeder Aktionär der Continental AG voraussichtlich

- für je zwei (2) auf den Inhaber lautende Stückaktien der Continental AG (ISIN DE0005439004 / WKN 543900)
- eine (1) auf den Namen lautende Stückaktie der AUMOVIO SE (ISIN DE000AUM0V10 / WKN AUM0V1).

Nach dem voraussichtlich am 18. September 2025 erfolgenden Handelsbeginn können die Aktien an der Frankfurter Wertpapierbörse gekauft und verkauft werden.

D.2 - Wer ist die die Zulassung zum Handel beantragende Person?

Die Gesellschaft wird die Zulassung der Aktien zum Handel im regulierten Markt der Frankfurter Wertpapierbörse, und gemeinsam mit J.P. Morgan, die gleichzeitige Zulassung zum Teilsegment des regulierten Marktes mit weiteren Zulassungsfolgepflichten (*Prime Standard*) der Frankfurter Wertpapierbörse beantragen.

D.3 - Weshalb wird dieser Prospekt erstellt?

Der Zweck dieses Prospekts ist es, die Aktien zum Handel im regulierten Markt der Frankfurter Wertpapierbörse mit gleichzeitiger Zulassung zum Teilbereich des regulierten Marktes mit weiteren Zulassungsfolgepflichten (Prime Standard) zuzulassen.

Keine Erlöse

Die Continental AG und AUMOVIO SE werden im Zusammenhang mit der Abspaltung und der Zulassung der Aktien keine Erlöse erzielen. Die Continental AG wird 48.000 Aktien an der AUMOVIO SE (dies entspricht ca. 0,05 % des Grundkapitals nach der Abspaltung) behalten, die im Rahmen der Abspaltung nicht mit abgespalten werden. Die Continental AG beabsichtigt, diese Aktien zeitnah nach der Abspaltung und der Börsenzulassung über den Markt zu veräußern.

Die Kosten im Zusammenhang mit der Börsenzulassung werden sich voraussichtlich auf ca. EUR 76 Millionen belaufen, die letztlich AUMOVIO zu tragen hat. Die Kosten und Aufwendungen für die Vorbereitung der Abspaltung durch Abtrennung und Gründung von AUMOVIO sowie die Kosten und Aufwendungen der eigentlichen Abspaltung haben der Continental-Konzern und AUMOVIO entsprechend einer vereinbarten Aufteilung übernommen.

Börsenzulassungsvertrag (Listing Agreement)

Im Zusammenhang mit der Abspaltung und der Börsenzulassung haben die Continental AG, die Gesellschaft und die Goldman Sachs Bank Europe SE, Marienturm, Taunusanlage 9-10, 60329 Frankfurt am Main, Deutschland, LEI: 8IBZUGJ7JPLH368JE346 (***Goldman Sachs***), die J.P. Morgan SE, Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Deutschland, LEI: 549300ZK53CNGEEI6A29 (***J.P. Morgan***, und Goldman Sachs und J.P. Morgan zusammen die ***Lead Financial Advisors***) und die Bank of America Europe DAC, Zweigniederlassung Frankfurt am Main, Taunusanlage 9-10, 60329 Frankfurt am Main, Deutschland, LEI: EQYXK86SF381Q21S3020 (***BofA***) (Goldman Sachs, J.P. Morgan und BofA die ***Financial Advisors***) und Banco Bilbao Vizcaya Argentaria, S.A., Plaza de San Nicolás 4, 48005 Bilbao, Spanien, LEI: K8MS7FD7N5Z2WQ51AZ71, BANK OF CHINA LIMITED Zweigniederlassung Frankfurt am Main Frankfurt Branch, Bockenheimer Landstr. 24, 60323 Frankfurt am Main, Deutschland, LEI: 54930053HGCFWVHYZX42, COMMERZBANK Aktiengesellschaft, Kaiserstraße 16 (Kaiserplatz), 60311 Frankfurt am Main, Deutschland, LEI: 851WYGNLUQLFZBSYGB56, CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK, 12, place des États-Unis, CS 70052, 92547 Montrouge Cedex, Frankreich, LEI: 1VUV7VQFKUOQSJ21A208, DBS Bank Ltd., 12 Marina Boulevard, Marina Bay Financial Center Tower 3, Singapur 018982, Singapur, LEI: ATUEL7OJR5057F2PV266, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, Platz der Republik, 60325 Frankfurt am Main, Deutschland, LEI: 529900HNOAA1KXQJUQ27, ING Bank N.V., Bijlmerdreef 106, 1102 CT, Amsterdam, Niederlande, LEI: 3TK20IVIUJ8J3ZU0QE75, Landesbank Baden-Württemberg, Am Hauptbahnhof 2, 70173 Stuttgart, Deutschland, LEI: B81CK4ESI35472RHJ606, Landesbank Hessen-Thüringen Girozentrale, MAIN TOWER, Neue Mainzer Straße 52-58, 60311 Frankfurt am Main, Deutschland, LEI: DIZES5CFO5K3I5R58746, Mizuho Bank Europe N.V., Atrium Amsterdam, 3rd Floor Strawinskylaan 3053, 1077 ZX Amsterdam, Niederlande, LEI: 724500ZSA7ZOZHUXBS53 sowie die UniCredit Bank GmbH, Arabellastraße 12, 81925 München, Deutschland, LEI: 2ZCNRR8UK83OBTEK2170 (die ***Co-Advisors***, und zusammen mit den Financial Advisors die ***Banken***) einen Börsenzulassungsvertrag (*Listing Agreement*) mit Datum 10. September 2025 geschlossen. In dem Börsenzulassungsvertrag haben sich die Gesellschaft und die Continental AG verpflichtet, die Banken von bestimmten Haftungsverpflichtungen freizustellen, die im Zusammenhang mit der Abspaltung und der Zulassung zum Handel entstehen können. Die Freistellungsverpflichtung der Gesellschaft umfasst Ansprüche, die Anleger gegen die Banken wegen einer behaupteten oder tatsächlichen wesentlichen Unrichtigkeit dieses Prospekts geltend machen können, beschränkt oder schließt solche Ansprüche der Anleger gegen die Banken aber nicht aus. Intern haben die Gesellschaft und die Continental AG vereinbart, bestimmte Haftungsrisiken nach allgemeinen zivilrechtlichen Grundsätzen zu teilen. Darüber hinaus haben die Continental AG und die Gesellschaft einen Abwicklungsvertrag mit der Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Deutschland (***Deutsche Bank***), die als Treuhänderin im Sinne der § 125 Satz 1 und § 71 Abs. 1 Satz 1 Umwandlungsgesetz fungieren wird, abgeschlossen. Die Gesellschaft hat sich vertraglich verpflichtet, an die Banken und die Deutsche Bank als Treuhänder eine Provision in Höhe von insgesamt ca. EUR 22,2 Millionen zu zahlen.

Lock-up

Die IHO Verwaltungs GmbH und die IHO Beteiligungs GmbH (die Beteiligungsgesellschaften von Maria-Elisabeth Schaeffler-Thumann und Georg F. W. Schaeffler) haben sich zu einem Lock-up während eines Zeitraums von sechs Monaten ab dem Wirksamwerden der Abspaltung verpflichtet. Während dieses Zeitraums haben sich die IHO Verwaltungs GmbH und die IHO Beteiligungs GmbH dazu verpflichtet, grundsätzlich davon absehen, ihre Anteile anzubieten oder zu veräußern oder Maßnahmen mit ähnlicher wirtschaftlicher Wirkung oder öffentliche Bekanntmachungen vorzunehmen, eine solche Transaktion durchzuführen (es sei denn die Financial Advisor haben einer Abweichung vom Lock-up zugestimmt), jeweils soweit dies zu anderen Zwecken als der Abspaltung und der Börsenzulassung erfolgt. Die Gesellschaft hat sich zu einem Lock-up von 180 Tagen ab dem Tag der Einführung der Aktien in den Handel an der Frankfurter Wertpapierbörse verpflichtet, wobei Abweichungen vom Lock-up unter dem Vorbehalt der schriftlichen Zustimmung der Lead Financial Advisors stehen. In diesem Zeitraum wird die Gesellschaft keine neuen Aktien ausgeben oder ähnliche Maßnahmen vornehmen oder die Absicht zur Durchführung einer solchen Transaktion ankündigen, jeweils soweit dies zu anderen Zwecken als der Abspaltung und der Börsenzulassung erfolgt.

Wesentliche Interessenkonflikte in Bezug auf die Börsenzulassung

Im Zusammenhang mit der Abspaltung und der Zulassung der Aktien zum Handel befinden sich die Banken in einem vertraglichen Verhältnis mit der Gesellschaft und der Continental AG. Bei erfolgreicher Durchführung der Abspaltung und der Zulassung der Aktien zum Handel hat sich die Gesellschaft verpflichtet, den Banken eine Provision zu zahlen.

Es ist geplant, jedem Vorstandsmitglied einen einmaligen Bonus im Zusammenhang mit dem Spin-off zu zahlen. Darüber hinaus gewährt AUMOVIO SE einer bestimmten, zahlenmäßig begrenzten Anzahl von Mitarbeitern der Leitungsebenen unterhalb des Vorstands der Gesellschaft, denen im Zusammenhang mit der Abspaltung und einer erfolgreichen eigenständigen Geschäftstätigkeit von AUMOVIO besondere Verantwortung zukommt, einen Spin-off Incentive.

Die Continental AG hat ein Interesse an der Abspaltung, da sie der Veräußerung einer Mehrheitsbeteiligung an AUMOVIO dient. Zudem ermöglicht sie es der Continental AG, ihre 48.000 Aktien umfassende Beteiligung an der Gesellschaft zeitnah nach dem Wirksamwerden der Börsenzulassung über den Markt zu veräußern.

1. RISK FACTORS

Prospective investors should carefully consider the following risk factors set out below prior to making any investment in the shares of AUMOVIO SE (the ***Company***, and together with its consolidated subsidiaries after the Spin-off has taken effect, the ***Group*** or ***AUMOVIO***). The market price of the Company's shares (the ***Shares***) could fall if any or all of the below risks were to materialize, in which case prospective investors could lose all or part of their investment.

References in this Prospectus, including in this section "Risk Factors", to the "Company", the "Group" or "AUMOVIO" refer to the Company, where applicable, and its consolidated subsidiaries as they exist upon the completion of the spin-off by absorption (*Abspaltung zur Aufnahme*) in accordance with the German Transformation Act (*Umwandlungsgesetz*) of the business activities of AUMOVIO (primarily comprising the business activities of the Automotive group sector of the Continental Group; Continental Aktiengesellschaft, ***Continental AG***, and together with its consolidated subsidiaries, the ***Continental Group***) as well as the domination and profit and loss transfer agreement between Continental AG and Continental Automotive Technologies GmbH (***CAT GmbH***, and together with its direct and indirect subsidiaries and participations, ***Automotive Group***), to the Company (the ***Spin-off***), with approximately 99.95% of the Shares in the Company being transferred to the shareholders of Continental AG after the Spin-off has taken effect. It is expected that the Spin-off will be effected on September 17, 2025.

The risk factors featured in the Prospectus are limited to risks which are specific to the Group or the Shares and which are material for taking an informed investment decision. The risk factors are presented in categories depending on their nature. Within each category the order of risk factors is based on the Company's assessment with respect to the probability of occurrence and the expected magnitude of the negative impact of such risk factors, with at least the two most material risk factors (i.e., those the Company believes are most likely to have a material adverse impact) mentioned at the beginning of each category. The risks mentioned may materialize individually or cumulatively.

1.1 Risks related to the development of the global economy and the markets in which AUMOVIO operates

1.1.1 As a global supplier to the automotive sector, demand for AUMOVIO's products and services depends upon the performance of the global economy and the production of vehicles in particular.

As a global supplier to the automotive industry operating its main sites in 25 countries, AUMOVIO is exposed to substantial risks associated with the performance of the global economy. Demand for AUMOVIO's products and services by automotive original equipment manufacturers (***OEM***), other suppliers for OEMs and fleet operators, as well as workshops and wholesalers as customers for its aftermarket business is directly influenced by global production levels of vehicles, in particular passenger vehicles and light commercial vehicles. A weak or uncertain macroeconomic environment, high or rising inflation, recessions, a volatile interest rate environment, rising unemployment rates, direct or indirect taxes, stagnating or falling wages or rising cost of living affect the disposable income and willingness of private households and commercial customers to invest in vehicles. Such developments can also lead to shifts in market shares for customers and products, in particular a shift of demand to lower-priced vehicles, thereby negatively affecting the demand for AUMOVIO's vehicle components. In addition, AUMOVIO is subject to factors influencing the macroeconomic environment that are unpredictable, such as outbreaks of diseases, pandemics, and other health crises. The global automotive and automotive supply industry has not fully recovered from the negative impacts of the global outbreak of Covid-19 (the ***COVID-19 pandemic***) on vehicle production, with AUMOVIO's sales for the fiscal year ended December 31, 2024 (***Fiscal Year 2024***) still being below the levels before the outbreak of the COVID-19 pandemic.

AUMOVIO's business is also subject to risks from geopolitical conflicts that affect growth rates of the global economy. The Russian invasion of the Ukraine and the related military conflicts (the ***Russia-Ukraine War***) and other geopolitical tensions and uncertainties, such as the increased military activity in the Baltic Sea, the Gaza conflict, including the attacks on shipping routes in the Red Sea area carried out by Houthi rebels beginning in November 2023 (***Red Sea Crisis***) and any potential increase in geopolitical tensions in Asia and the Middle East, particularly relating to the military tensions between the Islamic Republic of Iran (***Iran***) and the State of Israel or to Taiwan and North Korea, may influence economic growth. A potential or attempted closure of the strait of Hormuz by Iran poses a particular risk for global supply chains. Although AUMOVIO does not have significant business operations in regions where

military conflicts are taking place, AUMOVIO is indirectly affected by the impacts of these conflicts, for example through increased supply chain instability, sanctions and increased costs for special or premium freight, higher raw material prices and a subdued general consumer and business climate. In particular, an escalating conflict between the People's Republic of China (***China***) and Taiwan would likely result in a severe global semiconductor shortage as Taiwan produces approximately 60% of the world's semiconductors. If Taiwanese semiconductor suppliers discontinue or materially reduce the manufacturing and export of semiconductors, AUMOVIO would likely not be able to fulfil orders from customers in time or at all, and would, as a result, experience decreasing sales. Also, demand for AUMOVIO's products was materially negatively impacted by the global semiconductor shortage during the COVID-19 pandemic that affected vehicle production particularly in the second half of 2021 and in 2022.

Further macroeconomic risks include protectionist policies, the implementation of trade embargos, including the imposition of sanctions and other trade restrictions as well as corresponding measures in markets in which the Group operates or in which customers sell their products. In particular, increased or new tariffs on vehicles and car components and other market access barriers, such as more complicated certification processes, may result in a negative impact on AUMOVIO's sales and results of operations.

Because of China's importance as a market for vehicles, the state of China's economy is of particular importance to AUMOVIO's business, and the present subdued confidence of China's consumers may also affect demand for AUMOVIO's products and services. Investment programs by the Chinese government to stimulate growth of the Chinese automotive industry might be coupled with a preference for domestic automotive suppliers (so-called "national champions"), which could have a material adverse effect on AUMOVIO's business in China. It cannot be excluded that AUMOVIO may experience negative effects resulting from such interventions in the future. Due to governmental support measures for Chinese OEMs and electric vehicles in particular, Chinese OEMs produce more vehicles than are in demand, leading to overcapacities in the highly competitive domestic vehicle market and a decrease in vehicle prices. It is expected that a consolidation of the Chinese OEM market will take place. In addition, the light vehicle production in China is forecasted to grow slightly below the global vehicle production levels (source: S&P Global July 2025). Chinese OEMs have had and are expected to continue to have a stronger focus on profitability, which also affects price negotiations with suppliers and negatively impact the duration of payments to suppliers. AUMOVIO may experience negative effects from such developments, including business in China becoming less attractive or a potentially substantial increase in outstanding payments from Chinese OEMs (see also risk factors "1.2.6 AUMOVIO is exposed to risks in connection with the limited predictability of demand for its products." and "1.2.7 AUMOVIO's sales depend on a limited number of customers.").

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.1.2 AUMOVIO's business operations are exposed to the risk of protectionist measures to international trade.

As a supplier to the global automotive industry with an international customer and supplier base, AUMOVIO is highly sensitive to restrictions on international trade. Rising protectionist tendencies in any of its key markets, including the introduction of (increased) tariffs and further economic barriers (e.g., import licensing, embargos or quotas limiting the quantity of imports), resulting retaliatory trade policies, minimum local content requirements, i.e. technical standards to be met by products as an import requirement, in key markets, the withdrawal of target markets from free trade agreements and other similar developments, may disrupt AUMOVIO's business with suppliers and customers, for example by disrupting supply chains, increasing the costs of supplies to AUMOVIO and increasing the price of AUMOVIO's products in key markets, thereby making them less competitive and attractive to customers. Protectionist measures can also affect consumer confidence generally, thereby curtailing demand for vehicles and hence also for AUMOVIO's products. They may also lead to volatility in financial markets which could restrict AUMOVIO's access to equity and debt funding to support its business.

The government of the United States of America (the ***U.S.***) has implemented a series of tariffs affecting the automotive industry (including a 25% tariff on imported vehicles and automobile parts) with significant implications for both vehicle and component imports. In addition, the U.S. government has imposed a 10% base tariff on all countries and an individualized "reciprocal" higher tariff on the countries with which the U.S. has deficits in the trade of goods. Effective August 7, 2025 and as at the date of the Prospectus, imports from the EU are subject to a minimum tariff of 15%. The tariff rate for EU imports is

either (i) maintained at any previously applicable rate above 15%, i.e., no additional reciprocal tariffs, or (ii) increased to 15% if the prior tariff was below 15%, i.e. previous tariff plus up to 15% reciprocal tariff amounting to a minimum tariff of 15%. The trade agreement is expected to provide for a single, all-inclusive US tariff ceiling of 15% for certain EU-origin items facing good-specific US tariffs (e.g., vehicles and automotive parts). EU imports facing 25% or 50% tariffs under US steel, aluminium, and copper tariffs are not currently expected to face a reduced tariff rate under the trade agreement.

The protectionist measures of the U.S. government have led and may lead to further countermeasures from other countries, creating the prospect of a global "trade war". The imposition of substantial tariffs and counter-tariffs by the U.S., China and other countries would likely materially adversely affect global trade. In particular, as a reaction to the U.S. tariffs on Chinese exports to the U.S., in April 2025, China introduced export licenses restricting exports of seven rare earth elements (samarium, gadolinium, terbium, dysprosium, lutetium, scandium, and yttrium) and thus restricting exports of magnets containing these rare earths, the supply of which is crucial for the automotive industry and also for certain products manufactured by AUMOVIO. China is the dominant rare earth producer with a global share of mine production of 67% in 2024 (source: ING – China's export restrictions). Accordingly, the Chinese export restrictions have led and may lead to further shortages of rare earths, thereby adversely affecting AUMOVIO's ability to manufacture and market relevant products.

Tariffs may also change customers' behavior due to higher prices for AUMOVIO's products that are subject to tariffs upon being imported into a given country compared to products that are not affected by tariffs, and may negatively affect AUMOVIO's business, sales and market growth in jurisdictions, where AUMOVIO is or becomes subject to tariff regimes, e.g., in North America and China as key markets for AUMOVIO. In addition, increased tariffs may lead to market shifts if suppliers attempt to compensate less profitable sales into high-tariff markets by increased sales into countries that impose lower or no tariffs. Any such reallocation of sales may cause intensified competition and production overcapacity in low- or no-tariff markets in which AUMOVIO operates. The current tariff developments have had and may continue to have a negative impact on the global trade environment and economy on which AUMOVIO's business relies on as well as demand and production in the automotive industry and the products of the Group.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.1.3 AUMOVIO is exposed to risks associated with technological developments and related market trends, including trends towards digitalization.

The markets for AUMOVIO's products are characterized by rapidly changing technology, evolving technical and regulatory standards and changes in customer preferences. Customers demand increasingly complex and innovative solutions. The success of AUMOVIO depends on its ability to anticipate market trends and technological changes and to develop and commercialize new and improved products in a timely manner. The development and commercialization of new technologies and the introduction of new products will often make existing ones obsolete, unmarketable or even inadmissible. In particular, the market for vehicles is shifting to electric mobility, automated and autonomous driving and software-defined vehicles (***SDVs***) and faces a major change in electronic architectures, a shift from hardware- to software-defined technologies and a corresponding separation of hardware and software. The shift towards digitalization to SDVs might lead to a concentration of functionalities in a fewer number of components, leading to a lower demand for some components and the reduction of order volumes related to certain products of AUMOVIO. OEMs have and may continue to invest more in updates to existing vehicle model series than in new platforms for new vehicle series. This may reduce overall demand for hardware components and support the change from hardware to software products. Developments into advanced technologies as well as the fast digitalization of the automotive industry require increasing research and development (***R&D***) investments, particularly in the area of software development (see also risk factor "1.2.2 *AUMOVIO's business is exposed to risks in connection with its R&D activities and is dependent on the realization of the anticipated returns on investments made to address the current technological transformation of the automotive industry.*").

These rapid changes of automotive technology may limit AUMOVIO's ability to fulfil customer demands and/or may result in higher R&D costs and investments than currently expected. The technology-induced transformation of the automotive industry will likely lead to significant changes to established market structures. There can be no assurance that AUMOVIO will be able to adapt its product offering to the ongoing changes in a timely manner or at all. In addition, AUMOVIO might be unable to predict product trends in a timely manner due to fast changing market demands and less visibility for specific

platform and/or customer demands. If AUMOVIO fails to develop appropriate strategies to respond to market trends, growth opportunities could be lost and AUMOVIO could lose existing customers.

In addition, new technologies are causing market shares to shift between automotive suppliers as new automobile manufacturers enter the market. Many of these new OEMs are developing and producing vehicle components, including electronic components, increasingly or even fully in-house or at least source these from suppliers specialized on "build-to-print" electronics manufacturing. This mainly affects AUMOVIO's business area Architecture and Network Solutions (***ANS***) in regard to high performance computers and zone controllers as well as the built-to-print services. If AUMOVIO is unable to build strong customer relationships with newly emerging automobile manufacturers, it will be significantly more challenging to defend its market share. Consequently, the market share of automobile manufacturers utilizing a below-average AUMOVIO content per vehicle could increase. If AUMOVIO is not successful in systematically identifying and establishing promising new customer relationships, this could have an adverse impact on demand for its products and market share.

AUMOVIO's product offering comprises components which are subsequently integrated into the finished products marketed by customers or which are sold to other suppliers in the value chain as intermediary who integrate the provided products as components in further developed assemblies and supply them to customers. As a result, demand for AUMOVIO's products depends on their inclusion as components in the product offerings of third parties, which in turn are constantly subject to updates and changes resulting from innovations (e.g., autonomous driving and connectivity) and regulations. Customers increasingly require system solutions instead of individual components and seek to offer their own customers similar solutions. Such system solutions may require fewer components or a smaller proportion of the value of such solutions may be based on products manufactured in-house as AUMOVIO increasingly sources components from third parties to combine them into system solutions. As a result, certain products from AUMOVIO, in particular those from ANS, may no longer be able to obtain the benefits from running a vertically integrated business and the margins AUMOVIO can derive from system solutions may be lower as a growing share of the value creation will be attributable to its own suppliers. In addition, if the overall budgets for automobiles or other finished products manufactured by the customers does not increase, the introduction of advanced technologies and additional features will reduce the share of the budget the customers are willing to spend on the existing product offering.

Technological innovation is also affecting demand for AUMOVIO's own manufacturing operations. The trend toward digitalization is continuing to lead to higher frequency and shorter time to market for new products. This leads to a growing use of automatization, connectivity and real-time monitoring in AUMOVIO's manufacturing processes to further accelerate such processes. As a result, these processes become more complex and therefore more costly and susceptible to interruptions and failures. At the same time, adapting manufacturing operations requires substantial investments, and there can be no assurance that such investments will ultimately pay off. If AUMOVIO fails to successfully adapt manufacturing operations, its existing products and technologies may become obsolete or be replaced by products and technologies of competitors that are perceived as more advanced solutions. As a result, AUMOVIO's competitive position may suffer, which could adversely affect its sales and profitability.

If any of the risks described above materialize, this would have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.1.4 AUMOVIO's markets are characterized by intense competition.

AUMOVIO's markets are highly competitive and have been characterized by changes in market structure and penetration, increased price competition as well as the development and introduction of new products, product designs and technologies by significant existing and new competitors. In particular, the use of software, networking and artificial intelligence (***AI***) in the mobility market has seen the entrance of numerous new competitors from other industries seeking to leverage attractive growth opportunities. AUMOVIO competes primarily on the basis of cost, quality, timeliness of delivery and design as well as the ability to provide engineering support and service on a global basis. Should AUMOVIO be less successful than its competitors in securing the quality of its products and the reliability of its supply in the future, then AUMOVIO could fail to increase its business with existing customers and to expand its customer base and existing and prospective customers could decide to procure products from its competitors.

AUMOVIO competes with other international suppliers and, to a lesser extent, regional suppliers. Especially in new technology fields (e.g., software and software-based functions) AUMOVIO increasingly competes with software technology companies. The vertical integration of software technology companies and system-on-chip (***SoC***) companies, such as the joint venture between Volkswagen Group

China and Guangzhou Xiaopeng Motors Technology Co., Ltd. (XPeng) for the joint development of two mid-size Volkswagen brand vehicles for the Chinese market, in parallel with the direct collaborations between SoC companies and OEMs (e.g., Valeo SE and Qualcomm Technologies, Inc. for connected displays, clusters, driver assistance and sensor technology in India) enabling OEMs to develop their own software solutions, introduces new categories of competitors and increases the overall competition in the automotive supply industry. This development of insourcing by OEMs might lead to reduced addressable markets for AUMOVIO and less options to increase market shares for certain products. AUMOVIO might not be able to address pressures on sales prices by measures to increase its productivity, e.g., with production improvements at its manufacturing sites or cost containment measures, which may result in reduced sales and lower margins (see also risk factor "1.2.9 *AUMOVIO may not be able to realize cost savings in connection with existing and potential future restructuring measures.*").

Furthermore, establishing a strong position in Asia, in particular in China, is key for AUMOVIO's global growth strategy. While the automotive supply market in Asia is already highly competitive, additional competitors may seek to enter Asia, and may act aggressively to establish their market share, increasing competition further. Conversely, the competitor landscape, particularly in Europe and the U.S., is being expanded by new Asian competitors seeking to gain significant market shares by pursuing an aggressive pricing policy and offering conditions to customers that could be more favorable than those of AUMOVIO.

Additional competitive pressures arise as OEMs are increasing standardization through the use of vehicle platforms. AUMOVIO's success therefore increasingly depends on winning supply business for platform projects, in particular as it is expected that OEMs will seldomly replace supply partners for individual platforms. If competitors are more successful in their platform business, this will therefore strengthen such competitors' position in the long-term.

If competitors to AUMOVIO consolidate, this might further increase cost pressure on the Group in order to be able to defend its market share.

If any of these competitive risks were to materialize, this would likely lead to downward pressure on realizable sales prices and lower margins if AUMOVIO cannot offset reduced prices by cost reduction measures, thereby materially adversely affecting AUMOVIO's business, sales, financial condition and results of operations.

1.1.5 AUMOVIO's customers have significant bargaining power with respect to price, sales volumes and capacity commitments.

AUMOVIO's customers, in particular OEMs, have significant negotiating leverage over their suppliers with respect to price, sales, capacity commitments and other commercial terms, because the automotive supply industry is highly competitive, serves a limited number of OEMs, and at times has had periods of excess capacity. The automotive supply industry is also characterized by high capital expenditures and a significant fixed cost base, forcing suppliers to ensure high utilization rates of production capacity. Customers seek price reductions in both the initial quote process, if and to the extent such a quote process takes place, and during the term, or upon expiration, of an existing supply contract. Customer contracts may contain a right to terminate for convenience, under consideration of applicable contract terms. Accordingly, AUMOVIO is subject to continuous pricing pressure from customers, in particular OEMs, to keep prices at competitive levels irrespective of increased production or development costs or even reduce the price of its products and expects such pricing pressure to continue in the future as customers continue to pursue cost-cutting initiatives. Most customers, for example, have annual price-reduction initiatives and objectives with their suppliers. Contracts with customers may also provide for productivity targets in the form of automatic price reductions each year. If AUMOVIO is not successful in constantly improving its production process in order to reduce costs, is unable to compensate automatic price reductions by finding repricing potentials for other products and/or with other customers or is unable to re-price contracts to compensate increased production or development costs, customers' pricing demands may adversely affect its profit margins or even result in losses.

Many customers also reserve the right to approve the suppliers' AUMOVIO uses. AUMOVIO's ability to source input products from additional or alternate suppliers on short notice may be limited if the relevant customer needs time to approve the additional or alternate supplier. If customer-approved suppliers fail to perform as expected or the relationships with them were terminated, this could lead to cancellations of orders from customers or even damages and could harm AUMOVIO's long-term relationships with customers, who may choose to select another supplier.

The aforementioned risks are particularly relevant for AUMOVIO where competitors can provide the same capacity at comparable prices for the products offered, e.g., as a consequence of the changing tariff environment in certain markets (see also risk factor "1.1.2 *AUMOVIO's business operations are exposed to the risk of protectionist measures to international trade.*"), and the risks may further increase should the trend towards consolidation of OEMs and component suppliers in the automotive industry continue and lead to additional large-scale consolidations such as the acquisition of Vitesco Technologies Group AG by Schaeffler AG.

There can be no assurance that the pricing pressures can be fully offset by reductions in AUMOVIO's operating costs or improved operating efficiencies in order to maintain current margins or that its competitors will not be in a better position to react to such pricing pressures. If AUMOVIO is unable to maintain competitive prices for its products, AUMOVIO may not be able to retain existing business or win new business. These pricing pressures from customers could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.1.6 The demand for AUMOVIO's products is subject to fluctuations and depends primarily on demand for the products of its customers.

AUMOVIO has no control over the factors that determine the timing and amount of the sales to its customers, e.g., a loss of market share by these customers, termination of supply agreements or the failure to renegotiate new agreements or new terms, loss of contracts, reduced or delayed customer requirements, bankruptcy or insolvency of a customer, plant shutdowns, strikes or other work stoppages, and changed regulatory requirements. These factors could cause a loss of all or a substantial portion of sales to any customer. Such factors can also result in a devaluation of inventories and impairments at AUMOVIO in case customers do not demand AUMOVIO's products or in case materials and commodities, including semi-finished products purchased by AUMOVIO remain unutilized since they cannot be further processed due to a lack of demand for AUMOVIO's products. Consequently, AUMOVIO cannot be certain to what extent customers will continue to manufacture goods that incorporate AUMOVIO's products.

In particular, the commercial vehicle industry is subject to strong cyclical fluctuations between investment phases and phases in which demand declines. Demand cycles are significantly influenced by the economic environment in the manufacturing and industrial sectors and thus the general macroeconomic environment. The ongoing uncertainty regarding the global economy, the volatile interest rate environment, the high level of inflation and geopolitical conflicts have led to a growing imbalance between the supply of and demand for commercial vehicles and to a reluctance on the part of commercial vehicle manufacturers to modernize or expand commercial vehicle fleets. Declining, delayed or entirely absent investments in the commercial vehicle industry, or increased volatility in the demand cycle reduce the demand for vehicle components and system solutions for commercial vehicles, which in turn might negatively impact AUMOVIO's business, sales, financial condition and results of operations.

1.2 Risks related to AUMOVIO's business operations

1.2.1 AUMOVIO is exposed to risks connected to its global business operations and its investments in emerging markets in particular.

AUMOVIO develops, manufactures and sells a significant portion of its products in the regions and local markets where AUMOVIO generates its sales from such products. Due to largely saturated markets in Europe, North America, Japan and South Korea for some of its products, AUMOVIO's strategy is to generate a higher volume of sales from customers in Asia and to focus on expanding its presence in emerging markets like China, India and ASEAN member state countries. If AUMOVIO invests in emerging markets that do not develop as anticipated, or if such markets deteriorate due to economic, social, political or other reasons AUMOVIO could fail to expand its sales as planned, lose its competitive position in these emerging markets and all or part of the relevant investments may be lost.

In addition, operations in emerging markets are often associated with higher risks compared to operating in developed countries, such as:

- rapid and unpredictable changes in local economic and political conditions
- insufficient public infrastructure, including absence of a reliable legal and regulatory environment
- a lack of qualified management and adequately trained personnel

- currency exchange controls, exchange rate fluctuations and currency devaluations
- governmental restrictions on foreign investments or transfers of funds
- protectionist trade measures, such as anti-dumping measures, duties, tariffs or embargoes
- social unrest, violence, crime and terrorism
- lack of availability of key supplies such as energy, gas and water
- divergent labor regulations and cultural expectations regarding employment
- labor disputes and strikes

Above and beyond the specific risks of expansion in emerging markets, AUMOVIO's global footprint will continue to generally require the establishment of new manufacturing facilities and offices, hiring of new personnel and management of businesses in widely disparate countries with a variety of economic, legal and social systems. As a result, AUMOVIO's international operations in such markets are subject to various risks, including:

- the difficulty in staffing and managing widespread operations and in attracting and retaining qualified local management and employees, while continuing to adjust AUMOVIO's work force
- dependence on local suppliers, often with an unproven track record of being able to meet AUMOVIO's requirements
- exposure to complex and dynamic tariff legislation
- the need to comply with various legal and regulatory regimes, including compliance with a variety of U.S., European and other laws affecting the activities of European companies abroad, such as the U.S. Foreign Corrupt Practices Act of 1977 and sanctions and export control provisions (including the U.S. Export Administration Regulations) in several jurisdictions, including the European Union, the United Kingdom (***UK***), the U.S. and China
- the need to comply with a variety of distinct tax regimes, including complex transfer pricing requirements regarding dealings between members of AUMOVIO resident in different countries
- exposure to currency control regulations which may limit the conversion and/or transfer of or into local currency or regulate exchange rates at which conversion may occur
- state interventions into local economies to support local competitors through the allocation of financial resources and preferential treatment

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.2 AUMOVIO's business is exposed to risks in connection with its R&D activities and is dependent on the realization of the anticipated returns on investments made to address the current technological transformation of the automotive industry.

The automotive industry is experiencing a fundamental transformation, characterized by the accelerating technological trend towards more digitalization and networking of vehicles. AUMOVIO has identified Europe, China and North America as key geographic areas for the electric, intelligent, connected, sustainable, safe and autonomous mobility. In expectation that these geographic areas and products with high digital content experience growth, AUMOVIO has made and plans to continue to make substantial investments in its manufacturing sites, technical centers, and R&D activities. Should the technological transformation of the automotive industry develop more slowly than expected or should the automotive industry focus on traditional products and solutions to a greater extent than currently expected, all or parts of the investments made by AUMOVIO will not render the anticipated returns which may also require the write-down of assets.

The continued development of new and improved products and technologies is of particular importance for AUMOVIO to maintain and enhance its competitive position. AUMOVIO employs approximately 31,000 R&D employees at 48 main R&D locations, e.g., in Germany, U.S., Brazil, China, India, Mexico, and Japan. AUMOVIO's development efforts require substantial investments and Automotive Group's research and development expenses (net) amounted to 12.0% of its sales in Fiscal Year 2024, 11.5% of its sales in the fiscal year ended December 31, 2023 (***Fiscal Year 2023***) and 12.0% of its sales in the fiscal year ended December 31, 2022 (***Fiscal Year 2022***). AUMOVIO intends to continue to make significant investments in its R&D efforts. However, AUMOVIO may be unable to develop new products and solutions in line with new technological developments and related market trends due to a non-competitive R&D set-up. A non-competitive R&D structure could result from AUMOVIO's inability to attract and/or retain

qualified employees (see risk factor "1.2.10 *AUMOVIO depends on its ability to attract and retain qualified personnel.*") or from a R&D organization that may be inefficient compared to competitors (e.g., due to the greater fragmentation of R&D sites). If AUMOVIO does not have the innovative abilities or invest sufficiently to innovate and develop its current and future products and services, address the needs of its customers, and anticipate and respond to major changes in technology and the vehicle industry within a timely manner, AUMOVIO may struggle to maintain its competitive market position. Also, should the changes in the vehicle market that AUMOVIO is anticipating develop slower than expected, investments in the development of new products may be lower than expected or materialize later. There can be no assurance that AUMOVIO's allocation or R&D expenses corresponds to future market demand for newly developed and improved products. If demand for such newly developed or improved products turns out to be lower than anticipated, AUMOVIO's R&D investments will not render the originally anticipated returns.

The research and development process itself is also subject to uncertainties and AUMOVIO may not be able to successfully develop the new products and technologies currently envisioned. R&D efforts may take several years to materialize in marketable products, in particular for major development projects, and costs of such projects may turn out to be substantially higher than originally anticipated. Even if AUMOVIO develops an innovative product or technology, there can be no assurance that there will be sufficient demand for it at the time of market introduction. If AUMOVIO starts the development of new products and technologies that ultimately fail to be accepted in the marketplace or fail to become commercially viable, all or part of its investment in the development of these technologies and products may be lost.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.3 AUMOVIO is dependent on supplies from a limited number of key suppliers for certain of its products.

AUMOVIO requires substantial amounts of production materials, including electronics, mechanics and electro-mechanics, plastic components, as well as the supply of non-production materials, such as buildings, production equipment, spare parts, and energy as well as services relating to construction, engineering, freight and transportation, packaging, maintenance of facilities, human resources, travel, and consulting. AUMOVIO is subject to the risk that any or all of these materials or services may face decreases in available supply, rise significantly in cost or become unavailable.

Although AUMOVIO aims to source materials and services from a number of different suppliers, AUMOVIO relies on a limited number of suppliers for some materials and services and is therefore dependent on their ability and willingness to supply AUMOVIO. In some cases, AUMOVIO is forced to single-source certain materials, since multi-sourcing is not feasible technically or on economically viable terms. AUMOVIO purchased in 2024 less than two-thirds of its production materials from a single source, which includes for example microcontrollers with a specific architecture or customer determined material such as network access devices (NAD).

Furthermore, AUMOVIO may experience supply shortages due to delays, strikes, cancellations, insufficient quantities or inadequate quality provided by suppliers. In the automotive industry, including at AUMOVIO, such risks can have an immediate effect due to just-in-time and just-in-sequence supply logistics minimizing inventory by delivering goods to the manufacturer in the order required for production. This may cause delays in the delivery of products to customers. If any one of AUMOVIO's key suppliers becomes unable to meet its delivery requirements for any reason (for example, due to insolvency, force majeure events, the Russia-Ukraine War or similar conflicts, subcontractor default or refusal to perform following a change in control), AUMOVIO might be unable to source materials from alternative suppliers on short notice, in the required volume, or at all. Alternatively, AUMOVIO might be required to pay higher prices for these materials, which would reduce AUMOVIO's operating margin. In addition, many OEM customers have approval rights with respect to the suppliers and/or components used by AUMOVIO and require AUMOVIO's suppliers to meet certain standards with respect to low emissions as part of the manufacturing process, limiting AUMOVIO's ability to source input products from certain suppliers upon short notice.

If AUMOVIO is unable to provide its products to its customers in the agreed time, quantity or quality, this could also lead to order cancellations or even claims for damages against the Group. In order to avoid disruptions to its operations, AUMOVIO may have to financially support its suppliers.

The realization of any of these risks could negatively impact AUMOVIO's business, sales, financial condition and results of operations.

1.2.4 AUMOVIO is exposed to the risk of interruptions and other malfunctions in its IT infrastructure, services and systems.

AUMOVIO's reliance on IT infrastructure, services and systems and the necessity of their permanent availability impose high demands on the information technology used. AUMOVIO's IT systems support all its functions, all geographic locations, production and R&D. AUMOVIO relies on centralized, standardized IT systems to support its business, in particular for its manufacturing, business and engineering processes, where a majority of machines requires a functioning controlling software or is fully automated. AUMOVIO is dependent on external contractors who may not be able to support the relevant systems. Any interruptions or other malfunctions of its IT systems (e.g., due to power outages or incorrect use) could lead to interruptions of AUMOVIO's manufacturing or engineering processes, loss of data, product deficiencies or otherwise adversely affect AUMOVIO's operations.

AUMOVIO's IT systems generate and store significant volumes of internal and confidential business information, including personally identifiable information of customers, employees, partners and suppliers. AUMOVIO's systems and networks are potentially vulnerable to damage, interruption and security threats. An extended outage of an important infrastructure service (e.g., data center, user authentication service, telecommunications network) utilized by AUMOVIO's IT systems, security breaches (e.g., unauthorized remote access), cyber-attacks, incorrect usage of hardware or software by employees or external contractors, or any similar event could lead to deliberate improper access of the Group's sites or systems, an extended and unanticipated interruption of its systems or networks and affect its production and other operations.

An extended outage in an internal or external data center or telecommunications network utilized by AUMOVIO's IT systems, any malfunction, fault or security breach in its IT systems and data, including possible cyber-attacks, malware, so-called Trojan horses, blackmail software or ransomware, denial of service attacks, disruptions, misdirection of services, or unauthorized access by outsiders, for instance by former employees, hackers, computer viruses or social engineering, or any similar event could lead to an extended unanticipated interruption of AUMOVIO's IT systems or networks with immediate negative effects, e.g., stopping or delaying R&D processes, manufacturing operations, logistics operations, customer deliveries, service center operations, ransom requests, or loss of data or cash. AUMOVIO's IT systems were affected by a ransomware attack on Continental AG in August 2022, resulting in over 40 terabyte (TB) of data being exfiltrated. The attack was facilitated by an employee's violation of IT policies, installing a Trojan on a company laptop. Although no fines or sanctions were imposed by authorities, some affected individuals have asserted civil claims in connection with this ransomware attack. AUMOVIO may have to expend substantial resources on the prevention and handling of any such security breach and its consequences, including penalty charges arising from contracts with customers. There is no assurance that AUMOVIO will be able to continue to implement and establish a reliable IT infrastructure. Several contracts with AUMOVIO's IT vendors do not include specific requirements in relation to systems or software updates to address cybersecurity risks which may lead to vulnerabilities.

In addition, the increasing digitalization of AUMOVIO's products means that cyber risks could result in warranty and liability risks. The usage of latest digital technologies, such as digital assistants for process automation and the increasing usage of AI in any kind of operational and administrative processes may potentially cause operational damages, data breaches or reputational damage with subsequent claims from various stakeholders, i.a., individuals (e.g., drivers using AUMOVIO's products), corporations or authorities depending on applicable regulatory frameworks or future regulatory initiatives (e.g., Regulation (EU) 2024/1689 (***EU Artificial Intelligence Act***)) (see risk factor "1.4.7 *As the regulatory framework for machine learning technology and artificial intelligence evolves, parts of AUMOVIO's business will be subject to additional regulation*."). Such risks may also arise from the increasing use of third-party cloud services and software as a service, for which there is no assurance that the shared company data is stored and processed adequately and not accessible to unauthorized third parties.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.5 AUMOVIO faces risks from the quote processes of its customers, in particular for large and mid-sized OEM projects.

OEM sales are typically based on an iterative multi-step quote process. In the case of larger and more complex projects, participation in a quote process and the development efforts (e.g., the development of

functional prototypes or work samples before nomination) in connection with the different phases of the process involve significant costs and are time-consuming. If AUMOVIO is ultimately not selected by the relevant OEM and therefore not awarded with a supply contract, these expenses and efforts will be redundant, particularly if the tender is large or will not be put forth again for a number of years. Based on awarded contracts and AUMOVIO's assumptions regarding product volumes under an awarded contract and realizable product prices over the lifetime of a contract, AUMOVIO estimates the lifetime sales to be expected under a contract, but does not have the benefit of guaranteed order volumes or prices. OEMs typically retain the contractual ability to change or cancel order volumes at short notice.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.6 AUMOVIO is exposed to risks in connection with the limited predictability of demand for its products.

The contracts of AUMOVIO with its customers generally specify certain volumes and/or capacity commitments of AUMOVIO. While AUMOVIO therefore usually commits to provide the respective quantities of products, the customers themselves generally do not commit to purchase minimum quantities of products from AUMOVIO over a time period. Customers usually only commit to the purchase of certain product volumes when submitting specific purchase orders for the quantities needed from time to time. As a consequence, AUMOVIO is facing the challenge of having to ensure sufficient production capacity (including sufficient personnel, materials and tools) to meet supply demands of customers at short notice, while lacking any guarantee that customers will actually submit purchase orders.

Planning of capacity is even more difficult for AUMOVIO as non-binding forecasts provided by customers have in the past sometimes turned out to be inaccurate. The disconnect between capacity commitments of AUMOVIO on the one hand and customers' fluctuating call-offs on the other hand entails financial risks for AUMOVIO, in particular in view of the high fixed costs of production capacity.

There can be no assurance that potential future sales from awarded contracts that contribute to order intake will be converted into actual sales at any point in the future. Order intake is calculated as the sum of estimated project lifetime sales acquired within the respective fiscal year. AUMOVIO's order intake represents an estimate by AUMOVIO, at a specific point in time, of potential future sales attributable to firm contracts with, or firm orders from, its customers.

For example, instability in the global economy, negative conditions in the global credit markets, volatility in the industries that AUMOVIO's products serve, changes in legislative policy, changes in preferences of end consumers, adverse changes in the financial condition of customers, adverse changes in the availability of (raw) materials and supplies, warranty claims or unremedied contract breaches could lead to contract amendments, termination or cancellations of orders that have contributed to AUMOVIO's order intake or request for deferred deliveries of orders.

In addition, the actual receipt of firm orders under existing supply contracts relating to AUMOVIO's series production business is not guaranteed. Customers typically provide AUMOVIO with a delivery forecast for a period that can comprise the next three to twelve months and request capacity increases with usually three to six months' notice. However, customers generally retain the ability to change or cancel order volumes upon short notice, with or without a limitation of the percentage of the volume that can be increased or reduced, as the case may be. In such an event, AUMOVIO may not be able to adjust its manufacturing capacities and may be unable to recover related costs from the customer. If order volumes are reduced upon short notice, AUMOVIO may be unable to sell products already produced in anticipation of orders, and will thus not be able to recover the resulting production costs. Additionally, AUMOVIO may face claims from its suppliers, e.g., cancellation costs due to the short notice cancellation or follow-up costs due to release and storage of the no longer needed supply materials. In turn, if the order volumes exceed expected volumes, AUMOVIO may be unable to produce the additional volumes sufficiently fast, obtain approval from customers to produce in different lines or locations (in the case of an increase of orders) or obtain the necessary additional material from its supplier, which may result in late deliveries and/or increased expenses. AUMOVIO may not be able to source all required materials as suppliers may not commit to the delivery of specific volumes at a specific time or for multiple reasons (including force majeure-events) do not honor existing commitments.

Inability to correctly forecast demand for AUMOVIO's products could either lead to underutilization of its facilities or insufficient capacity to meet customer demand. AUMOVIO risks underutilization of its facilities if the markets in which it operates decline or if it experiences a significant customer volume shortfall for other reasons, which could result in idle capacity, write-offs of inventories and losses on

products due to falling average sales prices. Conversely, AUMOVIO bears the risk of insufficient capacity to meet customer demand if the markets in which it operates grow faster than anticipated and thus may lose market share. Also, attempts to react to inaccurate forecasts by increasing or reducing capacity at short notice may cause AUMOVIO to incur additional costs (e.g., severance payments or overtime surcharges).

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.7 AUMOVIO's sales depend on a limited number of customers.

AUMOVIO's five largest customers (in alphabetical order: BMW Group, Ford Motor Company, Mercedes-Benz Group, Stellantis Group und Volkswagen Group) generated approximately 50% to the annual consolidated sales in the Fiscal Years 2022 to 2024. If one or more of AUMOVIO's key customers ceases to do business with it or significantly reduces orders, for example in the event of actual or alleged product defects (see risk factor "1.4.1 *Products that do not meet customer specifications or that contain, or are perceived to contain, defects or errors could impose significant costs on AUMOVIO, damage AUMOVIO's reputation and result in a loss of sales.*") this would significantly reduce volumes, sales and earnings as AUMOVIO will be unable to reduce costs base contemporaneously with decreasing sales. Also, the original investments made by AUMOVIO to provide such services or products, and outstanding claims against such customers, could be lost.

In addition, AUMOVIO may suffer losses in the event that one or more of its major customers should be unwilling or become unable to fulfill its or their contractual obligations or should become insolvent (counterparty default). If the creditworthiness of major customers were to decline, AUMOVIO would face an increased default risk with respect to its trade receivables. AUMOVIO only carries insurance on its receivables in individual cases and at levels considered economically reasonable by AUMOVIO. If certain customers are unable to make payments for products that have already been delivered, AUMOVIO may not be able to recover those receivables. In addition, if any customer becomes insolvent, the original investments made by AUMOVIO to provide products to this customer could be wholly or partially lost.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.8 AUMOVIO's business is exposed to risks in connection with the availability and fluctuations of the prices of materials, energy and other supplies.

Material expenses corresponded to 57.1% of the Automotive Group's sales for Fiscal Year 2024. In its manufacturing processes, AUMOVIO is heavily dependent on the availability and cost of numerous materials and commodities, in particular, steel, copper, aluminum and plastic resin, which account for a significant portion of AUMOVIO's cost base, as well as rare earths crucial for the manufacturing of certain of its products. The availability of rare earths is affected by the current trade tensions between U.S. and China (see risk factor "1.1.2 *AUMOVIO's business operations are exposed to the risk of protectionist measures to international trade.*"). In addition, AUMOVIO is particularly dependent upon the availability and costs of semiconductors, which have experienced shortages and volatile price levels since 2021 (see also risk factor "1.1.1 *As a global supplier to the automotive sector, demand for AUMOVIO's products and services depends upon the performance of the global economy and the production of vehicles in particular.*"). Supply shortages and/or increased prices for such commodities and raw materials may adversely affect AUMOVIO's profitability, in particular if AUMOVIO is unable to pass on such price increases to its customers. Raw material prices may be materially affected by, among other factors, the imposition of tariffs such as on aluminum extrusions from China or the U.S. tariffs on vehicles and vehicle components (see risk factor "1.1.2 *AUMOVIO's business operations are exposed to the risk of protectionist measures to international trade.*"). In addition, through the EU Carbon Border Adjustment Mechanism (CBAM) reporting requirements have been introduced for imports of certain commodities and raw materials that AUMOVIO uses in its products (such as steel, copper and aluminum) and the EU will, starting in 2026, impose levies on imports of these goods into the EU. Other jurisdictions are considering similar levies.

In addition to fixing purchase prices for certain required materials and commodities, such as steel, for six- to twelve-months-periods by entering into forward purchase contracts, AUMOVIO also entered into short-, medium-, and long-term price and supply agreements to mitigate the risk of rising energy prices arising on energy purchases for its own use. However, there can be no assurance that forward purchase agreements for materials and commodities and energy price and supply agreements will continue to be available on commercially reasonable terms.

In addition, the early termination of any such price hedging arrangements by AUMOVIO in the event that AUMOVIO no longer requires the relevant materials, commodities or energy may trigger significant termination fees, all of which may make the use of such hedging instruments economically unattractive, thereby exposing AUMOVIO to the risks of fluctuations in materials, commodities and energy prices. In addition, there can be no assurance that any such hedging arrangements will be adequate to cover additional costs caused by future increases in materials, commodities and energy prices. Although hedging arrangements can offer protection against price fluctuations for a limited period of time, they do not lessen the long-term effects of structural worldwide materials, commodities and energy price increases. Changes in the fair values of hedging instruments AUMOVIO uses to mitigate the risk of rising materials, commodities and energy prices, depend on future market prices for such supplies and can have a significant negative impact on AUMOVIO's operating results.

Most of the commodities and materials AUMOVIO uses are shipped to its production facilities. Between 2020 and 2022, ocean freight costs nearly doubled as a percentage of sales, while land freight costs increased in all major regions due to a combination of factors, including driver shortages, increases in oil prices and COVID-19 pandemic-related regulations. AUMOVIO has experienced increased freight costs and a greater demand for premium freights particularly due to disruptions in long-distance supply chains based on geopolitical events, e.g., the Red Sea crisis (see also risk factor "1.1.1 *As a global supplier to the automotive sector, demand for AUMOVIO's products and services depends upon the performance of the global economy and the production of vehicles in particular.*"). In the Fiscal Year 2024, selling and logistics costs of the Automotive Group comprised 3.3% of sales.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.9 AUMOVIO may not be able to realize cost savings in connection with existing and potential future restructuring measures.

AUMOVIO's profitability and competitiveness depends on its ability to effectively manage operating costs, including fixed cost, such as for R&D, manufacturing, selling, logistics and administrative expenses. A substantial part of these costs are personnel expenses and costs for external services. AUMOVIO constantly seeks to enhance its cost efficiency through cost reduction and restructuring measures, including headcount reductions (see also risk factor "1.2.11 *AUMOVIO's business could be adversely impacted by strikes and other labor disputes.*"). This includes measures to reduce administrative expenses and to streamline AUMOVIO's R&D network. Current restructuring measures, including further automation of manufacturing processes, the flexibilization of work models and closure of several manufacturing sites (e.g., in Germany, the U.S., Spain, Portugal, and India), aim to improve AUMOVIO's results of operations and cash flows.

AUMOVIO may also be required to take further restructuring measures in the future. These may result in substantial restructuring expenses and cash outflows that are higher than expected, and the implementation of such measures may take longer than originally expected or ultimately fail, e.g., due to labour law restrictions. Failure to implement any restructuring measures could for example result in R&D or production overcapacities. Even if AUMOVIO succeeds in implementing restructuring measures, they may not yield the targeted results. If AUMOVIO is unable to successfully implement restructuring and cost-saving measures or if these do not result in the planned savings, this could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.10 AUMOVIO depends on its ability to attract and retain qualified personnel.

As at June 30, 2025, AUMOVIO had over 86,000 employees worldwide, many of whom have significant expert experience. Due to intense competition, AUMOVIO may lose such employees to competitors, which may negatively impact its ability to successfully implement strategies and conduct its day-to-day business, in particular in R&D, and considerable expertise could be lost and access thereto gained by competitors. There can be no assurance that AUMOVIO will be able to find a sufficient number of suitable new employees (either by training existing personnel or through hiring externally) to replace exiting employees. The loss of qualified employees could have a material adverse effect on AUMOVIO's competitive position and prospects. At the same time, the constant changes affecting the industries in which AUMOVIO operates (see risk factor "1.1.3 *AUMOVIO is exposed to risks associated with technological developments and related market trends, including trends towards digitalization.*") require AUMOVIO to hire additional employees with new qualifications, which are particularly in high demand (e.g., IT skills) or train existing employees, which can be time- and cost-consuming. In addition, due to existing and potential future restructuring measures AUMOVIO might be unable to retain key employees

who may consider competitors who are situated closer to their place of residence. As a result, AUMOVIO may not be able to hire sufficiently qualified employees or train existing employees in a timely manner, which may reduce its ability to react to new developments and trends and thereby adversely affect its competitive position.

If the number of employees required to run AUMOVIO's business efficiently turns out to be higher than planned, or AUMOVIO is experiencing high numbers of absences, including due to high sickness rates, or if AUMOVIO fails to fill vacancies, AUMOVIO faces the risk that tasks are no longer performed on time or at all. Customers could be dissatisfied due to longer waiting times which could result in a loss of customers leading to decreased sales and damage to AUMOVIO's reputation. Any failure to attract and retain qualified employees and skilled, motivated personnel could lead to higher personnel expenses, impair AUMOVIO's productivity, its growth and ability to manage its operations efficiently, and may therefore have a material adverse effect on its business, sales, financial condition and results of operations.

1.2.11 AUMOVIO's business could be adversely impacted by strikes and other labor disputes.

A significant number of AUMOVIO's employees is unionized. Their compensation and the related personnel expenses are therefore dependent on collective bargaining agreements. While AUMOVIO believes that it has good relationships with its workforce, works councils and unions, there is no assurance that when existing collective bargaining agreements expire, new agreements will be concluded on terms that are satisfactory to AUMOVIO.

AUMOVIO depends on continuing constructive relationships with its employees and employee representatives. If these relationships deteriorate, AUMOVIO could experience strikes, further unionization efforts or other types of conflicts with employee representatives or employees. In particular in countries where collective bargaining agreements have to be renegotiated from time to time, there is an increased risk of strikes during the negotiation phase.

For example, AUMOVIO is currently implementing headcount reductions in Germany. This includes headcount reductions in the R&D areas at several sites in Germany until the end of 2026. In addition, among others, there is a headcount reduction due to the closure of the Wetzlar site in 2025 and, in connection with the Spin-off, the gradual relocation of the production of ESS bellows from Hanover-Vahrenwald to Jicin, Czech Republic, is expected to be completed by the end of 2026. The above-mentioned restructuring measures might increase the probability of strikes and labour disputes. Strikes associated with AUMOVIO's operations could affect production and R&D activities over a longer period of time and damage its reputation with customers or its public reputation. In other countries the planned measures to reduce the headcount have already been largely implemented, meaning that there is currently no increased risk of strikes.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.12 AUMOVIO is exposed to the risks of rising labor costs and of non-tariff individual labor agreements being challenged.

Personnel expenses represent a significant portion of AUMOVIO's cost structure. Future increases of statutory minimum wages, standard wages under collective bargaining agreements and general wage levels may increase AUMOVIO's labor costs.

AUMOVIO runs production and R&D facilities in a number of countries with a narrow and highly competitive labor market, resulting in an increase of wages, salaries and fluctuations of the workforce. Wages and salaries in these countries could continue to increase, for example, as a result of continuing expansion of industrial sites of other companies in the vicinity of AUMOVIO's sites competing for workforce. If AUMOVIO is not able to increase the efficiency and productivity of the Group's employees in line with the rate of the wage and salary increases or to introduce alternative production solutions such as automatization through collaborative robot systems, AUMOVIO's margins could be reduced by such increased costs.

Due to rapid technological developments in the market and in particular the shift towards digitalization, AUMOVIO had to adjust its workforce and wage level in the past and will likely be required to make similar adjustments in the future. The challenges involved with the shift of human resources and new requirements for employee know-how will continue to be a significant challenge in the following years and includes the necessity for suitable trainings and education programs in order to re- and up-skill the workforce according to market needs, specifically in digitalization and software. There can be no

assurance that AUMOVIO will be successful in retaining executives and employees in key positions at current costs, in reskilling its current workforce to adapt to new market developments or in attracting a sufficient number of new employees with corresponding qualifications at the current wage level.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.13 AUMOVIO's insurance coverage may be insufficient and it may be unable to completely insure certain risks or obtain sufficient insurance coverage in the future.

AUMOVIO has taken out insurance coverage for certain risks, including property damage and business interruption insurance, general and product liability insurance, directors and officers (*D&O*) liability insurance, transport insurance, group accident insurance and automobile insurance. AUMOVIO also considers to take out insurance regarding automotive recalls and cyber insurance but there is no assurance that these may be available or available at terms and conditions that are economically viable. AUMOVIO's insurance policies may be not sufficient to adequately cover all material risks it faces. Some risks cannot be insured or specific issues are excluded, and for certain risks and in certain locations, insurance may not be available or may be available only at costs that are not economically viable. There can be no assurance that AUMOVIO will be able to continue to obtain sufficient levels of insurance on terms and conditions that are economically viable. Furthermore, there is a risk that insurance premiums will increase, or insurance coverage will not be available in some lines of insurance due to the changing insurance market conditions in the recent past due to high profile cases.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.14 AUMOVIO may fail to maintain reliable and cost-effective production operations.

AUMOVIO's profitability is influenced by its ability to manufacture its products in a cost-effective manner. Cost-effective production depends on factors outside AUMOVIO's influence (e.g., unexpected equipment failure) and factors that can be influenced by AUMOVIO (e.g., operational efficiency). Forecasting future production, operating performance and cost is inherently uncertain, and actual performance may deviate from plans and budgets. As a result, AUMOVIO may fail to set and deliver appropriate production and operating cost targets and achieve its desired operational excellence. If AUMOVIO fails to achieve its targets, this may also lead to additional costs for product platforms.

Despite significant planned operating and capital expenditure, there can be no assurance that AUMOVIO's manufacturing assets will continue to operate without malfunctioning and not suffer material damage, due to, for example, wear and tear, severe weather conditions, natural disasters or industrial accidents. If AUMOVIO's manufacturing assets do not operate at or above expected efficiencies, AUMOVIO may be required to invest substantial expenditure beyond the amounts budgeted. Any material damage to AUMOVIO's manufacturing equipment or significant capital expenditure on its manufacturing equipment for improvement or maintenance may lead to inefficient production operations. AUMOVIO may fail to deliver planned production levels and to maintain competitive operating costs.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.15 AUMOVIO may be unable to successfully integrate or achieve expected benefits from acquisitions, joint ventures or divestments.

As part of AUMOVIO's strategy, AUMOVIO may also seek inorganic growth opportunities through acquisitions and joint ventures to generate synergies and to operate in or enter certain markets, in particular, emerging markets, to diversify the Group's regional presence as well as to supplement its product portfolio. AUMOVIO may pursue selected acquisitions in the future, and in doing so AUMOVIO may need to expend substantial amounts of cash, incur debt or assume loss-making operations. Future acquisitions and joint ventures also involve a number of other risks, including:

- difficulties in integrating the financial, technological and management standards, processes, procedures and controls of the acquired business with those of AUMOVIO's existing operations as well as unexpected losses of key employees of the acquired operations
- challenges in managing the increased scope, geographic diversity and complexity of operations
- the possible loss of customers and/or suppliers of the target business

- control issues in relation to acquisitions through joint ventures and other arrangements where AUMOVIO does not exercise sole control

AUMOVIO may not be able to realize the anticipated cost savings, synergies, future earnings or other benefits that AUMOVIO intends to achieve from acquisitions or joint ventures. AUMOVIO might not be able to carry out certain merger and acquisition (***M&A***) projects due to covenants of financing agreements, which restrict or prevent certain of its M&A activities, including in the €2.5 billion syndicated revolving credit facility (see also risk factor "1.6.3 *The Company's ability to pay dividends depends, among other things, on its results of operations, dividend restrictions in financial covenants, financial investment needs, the availability of distributable profit and overall financial position.*"). AUMOVIO could also take on additional risks as a result of acquisitions or joint ventures.

Risks may also result from divestments, in particular, in regard to potential pre- or post-closing reductions of purchase prices, the recognition of losses in connection with the deconsolidation of the divested business, or due to possible liabilities arising from representations, warranties or covenants, for example, regarding taxes, pensions or real estate valuations, and difficulties in carving out the respective activities to be sold.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.2.16 AUMOVIO may face risks relating to climate change that could have an adverse impact on its business.

The consequences of global warming include more weather extremes such as floods, storms, and droughts. Besides these physical risks which may lead to more severe impacts on AUMOVIO's entire value chain, especially its supply chain and manufacturing sites in the long run, transitional risks may arise. Those transitional risks may result from, e.g., carbon price increases, affecting amongst others the purchase of energy, raw materials and logistic costs, or a decreased demand for fossil fuel-based technologies, e.g., due to stricter regulations on exhaust gas and energy consumption values of vehicles. Globally, greenhouse gas (***GHG***) emissions have increasingly become the subject of substantial international, national, regional, state and local regulation. Additional GHG regulations in any of the markets in which AUMOVIO operates could require AUMOVIO to modify existing or obtain new permits, implement additional processes and pollution control technology, curtail operations or increase its operating costs. In addition, OEMs may request from AUMOVIO lower or even CO2-neutral energy consumption levels or they may seek price reductions to account for their increased costs resulting from GHG regulations or to account for their own emissions targets. Further, growing pressure to reduce GHG emissions in the mobility sector could reduce vehicle sales, thereby reducing demand for AUMOVIO's products and ultimately its sales. Thus, any additional regulation of GHG emissions, including through cap-and-trade systems, technology mandates, emissions tariffs and taxes, reporting requirements or other programs, could adversely affect AUMOVIO's business, sales, financial condition and results of operations.

1.2.17 The construction and maintenance of AUMOVIO's facilities entails certain risks.

The construction and maintenance of the Group's facilities is complex. Interruptions or delays in construction and maintenance due to failed or late deliveries by suppliers, problems with connecting to utilities networks, construction faults, problems linked to the operation of equipment, adverse weather conditions, unexpected delays in obtaining or sourcing permits and authorizations, or longer-than-expected periods for technical adjustments may delay new, expanded or upgraded facilities to become operational as planned. Even if technical and safety standards for the construction, operation and maintenance of the Group's facilities and major equipment are observed, operational disruptions and delays cannot be ruled out and can occur as a result of unanticipated failures or for reasons outside AUMOVIO's control. Damage and loss caused by fire, accidents, natural disasters, severe weather or other disruptions of AUMOVIO's production process at its facilities or within the supply chain can be severe. Risks arising from business interruption and loss of production might not be insured at all and existing insurance coverage could prove insufficient in individual cases. Furthermore, such events could injure or kill individuals or damage or destroy third-party property or the environment. The additional costs that may arise in the maintenance of facilities may have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.3 Financial risks

1.3.1 AUMOVIO's actual profits and business prospects could differ materially from its current profit forecast and outlook.

The profit forecast included in this Prospectus (the ***Profit Forecast***) is based on a number of assumptions, some of which are beyond AUMOVIO's control, including with respect to unforeseen events, the legal and regulatory framework, the political and economic environment, the market development and competitive environment, supply chain constraints, disruptions and availability of components, prices of (raw) materials, energy and other commodities, foreign currency exchange rates and availability of a workforce necessary for its operations. AUMOVIO's management has based the Profit Forecast also on various assumptions that may be influenced by AUMOVIO, such as with respect to its sales, cost of sales, R&D expenses, selling and administrative expenses, other income and other expenses, warranties, guarantees and campaigns, M&A activities and special items. All these assumptions are inherently subject to significant business, operational, economic and other risks. Accordingly, the facts assumed may change or may not materialize at all. AUMOVIO's management may also have omitted to make certain important assumptions. Should one or more of the assumptions underlying the Profit Forecast prove to be incorrect or should the management's assumptions prove to be incomplete, AUMOVIO's actual results of operations for the fiscal year ending on December 31, 2025 (***Fiscal Year 2025***), could differ materially from those projected in the Profit Forecast and business outlook.

Should this occur, AUMOVIO may have to publish such information by way of an ad-hoc notification, which could adversely impact the price of the Shares and reputation, and make it more difficult for AUMOVIO to access capital markets in the future, any of which could have a material adverse effect on its business, sales, financial condition and results of operations. Accordingly, investors should not place undue reliance on the Profit Forecast and business outlook included in this Prospectus.

1.3.2 AUMOVIO is exposed to risks in connection with interest rate changes, exchange rate fluctuations and associated hedging transactions.

AUMOVIO is exposed to risks associated with changes in interest rates as certain of its credit facilities bear interest at a floating rate basis. Therefore, subject to interest rate hedging conducted by the Group, an increase or decrease in interest rates would affect its current interest expenses and its future refinancing costs. These risks are monitored and evaluated as part of the Group's risk management activities.

AUMOVIO conducts its business in a number of currencies, in particular euros, U.S. dollars (USD), Chinese yuan (CNY), South Korean won (KRW), Mexican peso (MXN), Brazilian real (BRL), Hungarian forint (HUF) and Romanian leu (RON). AUMOVIO is therefore exposed to changes in foreign exchange rates. Currency exchange fluctuations could cause losses if assets denominated in currencies other than its functional currency, the euro, depreciate against the euro and/or if the currencies in which non-euro liabilities are denominated appreciate against the euro. Such developments could also increase the prices of raw materials since AUMOVIO purchases a considerable part of its materials and commodities in foreign currencies. In addition, exchange rate fluctuations may adversely affect AUMOVIO's sales and competitive position if its competitors manufacture their products in countries with a depreciating currency. As a result, fluctuations in exchange rates and, in particular, a significant appreciation of the euro against other major currencies could adversely affect AUMOVIO's sales and cash flows from operations.

A number of the Group's subsidiary companies report their results in currencies other than the euro. The income and expenses of the Group's foreign subsidiaries are translated into euro at the average exchange rate for the period while assets and liabilities are translated at the closing rate as of the last day of the relevant reporting period. As part of this conversion process, AUMOVIO may be forced to record accounting losses.

At the same time, transactions involving the delivery of products and services to third parties can result in cash inflows and outflows which are denominated in currencies other than the functional currency of the respective Group entity. Relevant exchange rate exposures exist in Mexican peso and Romanian leu, in which AUMOVIO incurs more costs than it generates sales. A potential strengthening of these currencies could adversely affect AUMOVIO's results and cash flows from operations. In addition, fluctuations in foreign exchange rates could intensify or reduce fluctuations in the prices of production and non-production materials, since AUMOVIO purchases a part of its production and non-production materials in currencies other than the relevant functional currency of the relevant group entity. Furthermore, a significant exposure arises in the Chinese yuan, in which AUMOVIO has significantly more

cash inflows than outflows. Therefore, a potentially weakening of the Chinese yuan could adversely affect AUMOVIO's results and cash flows from operations.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.3.3 AUMOVIO has substantial pension and other similar employee benefits-related obligations and is subject to risks related to the development of these obligations and to funding requirements of its pension and other post-employment benefit plans.

AUMOVIO operates various pension plans, including defined benefit pension plans which are mostly concentrated in Germany, the U.S. and the UK, and has other similar obligations regarding long-term employee benefits mainly in the Group's subsidiaries. As at December 31, 2024, the net liability for the defined benefit plans recognized in the consolidated statement of financial position of the Automotive Group was €1,413 million. Certain assets held by the Group, such as assets held under contractual trust arrangements (CTA), qualify as plan assets and can be offset against the corresponding pension liabilities in the balance sheets. The funding ratio (i.e., the ratio between pension obligations and the fair value of plan assets) depends on the development of both parameters. Due to the large number of variables that determine the development of the obligations and pension funding requirements, which are difficult to predict, as well as any legislative action, future cash funding requirements for the Group's pension plans and other long-term post-employment benefit plans (not only for active plan participants but also for (deferred) pensioners) could be higher than the amounts estimated as at December 31, 2024. The highest sensitivity is related to changes in discount rates. If the market value of plan assets falls or external pension providers are unable to fulfil the respective pension commitment, e.g., due to an extended low interest rate-phase, the Group may also have to increase its pension provisions or to make additional contributions to fund the external pension providers. For example, interest rates, securities prices and fluctuations in currency may adversely affect the value of the plan assets. Discount rate and share price risks have an effect on pension liabilities and the associated pension plan assets, as decreasing discount rates result in increasing pension liabilities. Further, lower interest income from new investments may have negative impact on funding status (combined with positive effects on the market value of existing investments in interest bearing securities). In addition to interest bearing investments, the plan assets especially include equity instruments such as shares and equity funds which are subject to the market fluctuations on the capital markets. The Spin-off may also affect the future development of the value of the plan assets, e.g., if the recent investment strategy for the assets may not be continued to "as is" but worse conditions in the period following such Spin-off.

1.3.4 A breach of covenants, the occurrence of a change of control or other provisions in existing and future debt obligations of AUMOVIO could lead to an acceleration of payment obligations under these debt instruments.

The Group is subject to risks related to existing and future financing agreements and other future debt obligations. AUMOVIO's principal external financing arrangements will consist of a €2.5 billion syndicated revolving credit facility, which will become effective after the Spin-off has taken effect. The terms of the syndicated revolving credit facility contain restrictive covenants, including financial covenants regarding a maximum leverage ratio, minimum liquidity and minimum adjusted EBIT, and restrictions on dividend payments, as well as creditors' termination rights in the event of a change of control. In the event of a breach of certain contractual obligations, e.g., the non-fulfillment of a repayment obligation or if AUMOVIO fails to comply with any covenants or other obligations or if a change of control occurs, and the Group is unable to obtain a waiver from the respective creditors, a default could result under the relevant debt instrument, which then could be declared to be immediately due and payable and/or would automatically become immediately due and payable.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.3.5 Risks arise for AUMOVIO's business from liquidity and refinancing needs.

Whenever additional financing needs arise after the Spin-off, AUMOVIO will be dependent on access to sufficient financing sources, e.g., lines of credit from banks and/or access to the capital markets to satisfy current and future financial needs. The Company does not have an authorized capital or a contingent capital permitting external equity financing without the prior approval of the shareholders' meeting. It is therefore not able to raise equity capital through offerings of additional equity securities or debt securities convertible into shares, unless any such capital is authorized by the Company's shareholders'

meeting, requiring a resolution by at least three quarters of the share capital represented at the time a vote is taken.

Since the automotive supplier industry is characterized by high capital expenditures due to rapid technological change, AUMOVIO faces high capital requirements for investments in R&D, or future acquisitions, investments and economically required restructuring measures may lead to significant costs in the future.

The financing structure of AUMOVIO as of the Spin-off is based on assumptions for the economic development in general, market expectations in the automotive industry, forecasts on current mobility trends as well as the Group's sales planning and order intake. If actual results do not reach the expected level, a decrease in sales may not be recovered by cost reductions resulting in additional financing and liquidity needs.

AUMOVIO's ability to raise external financing depends on its operating and financial performance. In particular, AUMOVIO may fail to obtain debt financing due to low or perceived low creditworthiness, a lack of or low credit ratings, or its inability to effectively negotiate with existing or potential lenders. When AUMOVIO ceases to be part of Continental Group, it is likely that its creditworthiness changes, which may also lead to challenges in obtaining financing at commercially reasonable terms. The ability of AUMOVIO to obtain debt financing, derivative or hedging lines from financial institutions at commercially reasonable terms depends on several factors, some of which are beyond its control, such as general economic conditions, adverse conditions affecting the vehicle market, the availability of credit from financial institutions, market interest rates and global and EU monetary policy and financial markets regulation. Low or less attractive external credit ratings compared to AUMOVIO's competitors may also negatively affect its ability to obtain additional needed financing as certain institutional investors are required by law or by their own operating procedures to borrow financial resources or purchase only securities of companies that have a certain minimum credit rating. AUMOVIO's liquidity could also suffer if its suppliers introduce more stringent terms of payment or if customers were to extend their agreed payment terms or if customers do not continue to participate in the financing of R&D costs of AUMOVIO. If AUMOVIO is able to obtain such financing, it is likely that it will need to pay higher rates of interest than would have been the case under higher credit ratings. Furthermore, the covenants and other conditions attached to such financing may be more onerous. It has, however, not yet been decided whether or when AUMOVIO SE will apply for an external credit rating. Depending on its future cash flows and the availability of equity capital or debt at appropriate terms, there is the risk that AUMOVIO cannot sufficiently finance its business.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.3.6 AUMOVIO is exposed to default risks in connection with cash and cash equivalents, derivative instruments and interest bearing investments.

AUMOVIO is exposed to default risks for cash and cash equivalents, derivative instruments and interest-bearing investments. For deposits and counterparties transactions AUMOVIO generally uses banks that it has classified on the basis of defined criteria such as credit ratings or the premiums for insuring against their respective credit default risk. Although the creditworthiness of the banks with which investments and/or deposits are made, loans are granted or derivative instruments are traded is continuously monitored, it cannot be ruled out that such banks cannot meet their contractual obligations which could have a material adverse effect on AUMOVIO's financial condition and sales.

1.4 Legal, regulatory and taxation risks

1.4.1 Products that do not meet customer specifications or that contain, or are perceived to contain, defects or errors could impose significant costs on AUMOVIO, damage AUMOVIO's reputation and result in a loss of sales.

As a manufacturer, AUMOVIO is subject to product liability risks including claims, lawsuits and other proceedings alleging violations of due care, violations of warranty obligations, product defects, design weaknesses, manufacturing failures, deviation from specification or quality issues at suppliers and claims arising from breaches of contract, recall actions or fines imposed by governmental or regulatory authorities. In the course of AUMOVIO's transformation towards SDVs, the Group enters a novel market with innovative technology. This might lead to an increase of unknown and unanticipated issues in relation to new products and could result in the Group experiencing an increase in warranty claims, lawsuits and proceedings in relation to new products. Any such lawsuits, proceedings and other claims

could result in increased costs for AUMOVIO. Defective products could result in loss of sales, loss of customers, and loss of market acceptance, in particular due to the fact that many of AUMOVIO's products are important components which could have an impact on the overall safety, durability and performance of customers' end product. In addition, where vehicle manufacturers are themselves exposed to product liability lawsuits, claims and/or vehicle recall claims due to products delivered by AUMOVIO, they may seek a contribution from AUMOVIO for any such liabilities and claims. Moreover, those manufacturers may attempt to modify or amend contractual terms and conditions concerning warranty and recall participation in the future. AUMOVIO's insurance coverage could prove insufficient, AUMOVIO's global warranty reserve may be insufficient to cover all warranty claims and AUMOVIO may not have sufficient stocks to cover all recalls in a timely manner. Any allegations of a defect in one of AUMOVIO's products could also have a material adverse effect on AUMOVIO's reputation and market perception.

In February 2024, Bayerische Motoren Werke AG and its subsidiaries (***BMW Group***) have issued a world-wide recall of vehicles that use the integrated braking system called MK C2 (***MK C2***) which was developed together with BMW Group and supplied by AUMOVIO. MK C2 brake control systems delivered to BMW Group between 2022 and August 2024 experienced increased failure rates. In a small percentage of the braking systems, a disruption of the signal transmission path occurs, which can lead to affected braking systems resorting to the built-in fallback level. AUMOVIO has developed hardware and software solutions, in particular a diagnostic software that can detect such impairments in the component of the MK C2 before they occur. BMW Group raised a claim that AUMOVIO is liable for all costs in connection with the recall and related measures. The claim was rejected by AUMOVIO. In August 2024, BMW Group extended the recall to additional vehicles. Subsequently, BMW Group also extended its claim and increased the amount it demands from AUMOVIO. BMW Group has provided a prognosis of cost development, which it is updating constantly. Based on MK C2s that have already been replaced, the detailed analysis of data retrieved from vehicles in service, and AUMOVIO's state of knowledge as at the date of the Prospectus, AUMOVIO assumes that only a small proportion of MK C2 braking systems requires replacement. AUMOVIO believes it may only be liable for warranty claims in relation to vehicles that actually require replacement of the braking system, but not for the entire costs of the recall as alleged by BMW Group. Therefore, AUMOVIO believes that most of BMW Group's claim is not justified, particularly in relation to the costs and damages allegedly suffered by BMW Group as a result of the recall. AUMOVIO has formed respective provisions. However, the costs alleged by BMW Group also include (amongst others) costs associated with the handling of the warranty case and the recall of vehicles with unimpaired MK C2 braking systems; and thus are significantly higher than these provisions. AUMOVIO's assumptions could prove to be incorrect and the actual number of MK C2 braking systems that are affected, or with regard to which AUMOVIO will be obligated to cover the replacement costs, could be higher than expected. Therefore, it cannot be ruled out that AUMOVIO will be required to pay an amount higher than provisions currently recognized. If the provisions are insufficient, this could result in substantial additional expenses for AUMOVIO. In addition, this could lead to further reputational damage for AUMOVIO, affecting customer trust and investor confidence. BMW Group has initiated legal proceeding in this regard. AUMOVIO vigorously contests and defends the lawsuit. Nonetheless, AUMOVIO and BMW Group are in discussions about the issue.

Furthermore, as a general rule, AUMOVIO manufactures many products pursuant to customer specifications and quality requirements. If the products AUMOVIO manufactures and delivers to customers do not meet the requirements stipulated by the customers at the agreed date of delivery, they may seek damages on the basis of breach of contract. Allegations of AUMOVIO's failure to perform with respect to quality requirements could negatively affect the market acceptance of AUMOVIO's other products and its market reputation in various market segments.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.2 AUMOVIO may infringe on the intellectual property rights of third parties and could therefore be forced to change its product offering or be exposed to additional costs.

AUMOVIO's competitors, suppliers and customers also file a large number of patent, utility model, trademark or other intellectual property rights applications in order to protect their technologies and brands. It is not always possible to determine with certainty whether there are effective and enforceable third-party intellectual property rights to certain processes, methods or products. Therefore, third parties could assert infringement claims against AUMOVIO, including unjustified claims.

For example, AUMOVIO supplies telecommunication modules that transmit vehicle data, enable voice and internet functionality, and are compatible with cellular communication standards such as 3G, 4G or 5G. In this respect, AUMOVIO may be subject to reimbursement claims by customers.

In the event of an asserted infringement claim of third-party intellectual property rights, AUMOVIO is subjected to the risk and cost of defending infringement claims. If third-party infringement claims are successfully asserted, AUMOVIO could also be forced to cease manufacturing, using or marketing the respective technologies or products in certain countries or to make changes to manufacturing processes or products. In addition, AUMOVIO could be liable to pay compensation for infringement or could be forced to purchase licenses and to pay license fees to continue using technology or trademarks of third parties. These asserted claims may require AUMOVIO to initiate or defend protracted and costly litigation. AUMOVIO is also subject to the risk of being drawn into disputes regarding asserted infringements of intellectual property rights by customers.

As at the date of the Prospectus, two customers have asserted significant reimbursement claims against AUMOVIO for costs incurred by obtaining licenses for using telecommunications standards. These claims are still in the pre-litigation phase. Moreover, several other competitors and customers have asserted, and may in the future assert, similar patent infringement claims against AUMOVIO. As at the date of the Prospectus, the overall potential financial exposure of AUMOVIO cannot be reliably quantified, since the potential claimants have not yet committed to a specific amount that they might claim per unit. AUMOVIO has formed provisions to cover the risks of potential damages and claims in this regard. However, it cannot be ruled out that AUMOVIO will be required to pay an amount in excess of the provisions it currently has recognized. In case the provisions are insufficient, this could result in significant unbudgeted expenses for AUMOVIO.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.3 AUMOVIO may be subject to fines, claims for damages and other legal consequences in relation to alleged or actual antitrust or anti-competitive behavior.

AUMOVIO is subject to applicable competition and antitrust laws, rules and regulations, and may be exposed to investigations and proceedings by national and supranational competition and antitrust authorities for alleged infringements of competition or antitrust laws. AUMOVIO has been subject to investigations and/or proceedings in relation to alleged or actual antitrust and anti-competitive behavior, e.g., regarding a complaint for the unlawful exchange of information in relation to specific brake components by Continental Teves AG & Co. oHG (with CAT GmbH as its legal successor) and other Group entities. If any competent antitrust authority concludes that AUMOVIO participated in anti-competitive practices, it may seek to impose a fine. Furthermore, prosecutors may initiate criminal proceedings against AUMOVIO or its employees. In addition, AUMOVIO may be exposed to substantial follow-on civil damage claims from both direct and indirect purchasers of affected products. Moreover, customers are increasingly requiring that provisions entitling the respective customer to liquidated damages (*pauschalisierter Schadensersatz*) in the event of antitrust violations are being included in sourcing contracts. As a result, if such clauses were agreed and enforceable and if AUMOVIO was to be found in the future to have engaged in any antitrust violations AUMOVIO may be contractually required to pay substantial liquidated damages, which could make follow-on civil damage claims even more likely. In addition, depending on the particular facts and circumstances, it cannot be ruled out that AUMOVIO becomes subject to certain limitations on future acquisitions imposed by regulators due to its market shares in specific businesses.

In the context of its compliance routine, AUMOVIO conducted an internal investigation of its business in one jurisdiction which has revealed behaviour that antitrust authorities would very likely qualify as anti-competitive. AUMOVIO has taken measures to discontinue the relevant behaviour. However, there is a significant risk that antitrust authorities, if they become aware of the relevant behaviour, would start enforcement action that could lead to the imposition of fines, and that third parties, in particular customers, may claim damages. In such case, AUMOVIO may also lose revenues from customers who may allege to have been harmed by the relevant behaviour. The amount of any potential fines and follow-on claims in connection with the relevant behaviour is highly uncertain, but could be substantial.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.4 AUMOVIO's tax burden could increase due to changes in tax laws and regulations or their application or interpretation or as a result of current or future tax audits or investigations.

AUMOVIO's tax burden is dependent on certain aspects of the tax laws across several different jurisdictions and their application and interpretation. Changes in tax laws, their application or interpretation or changes in the amount of taxes imposed on companies could increase AUMOVIO's future tax burden. Additional payments could be assessed in relation to future or previous tax assessment periods as a result of current or future tax audits or other review actions by the relevant financial or tax authorities. These changes could particularly impact AUMOVIO's tax receivables and tax liabilities as well as deferred tax assets and deferred tax liabilities.

In addition, the uncertain legal environment in certain regions in which AUMOVIO operates could limit the ability to enforce AUMOVIO's rights under tax laws. Furthermore, AUMOVIO conducts business in countries subject to complex tax rules, which may be interpreted in various jurisdictions in different ways (see also risk factor "1.2.1 *AUMOVIO is exposed to risks connected to its global business operations and its investments in emerging markets in particular.*").

The Company and its subsidiaries are subject to regular tax audits by the competent tax authorities. As a result of ongoing or future tax audits or other reviews and investigations by the tax authorities or of current or future tax disputes, material additional taxes on AUMOVIO or its subsidiaries that exceed the provisions which have been accounted for or taxes for which AUMOVIO or the respective subsidiary initially considered a provision not to be required could be imposed. In addition, tax claims against the respective competent tax authorities accounted for as receivables or tax credits in AUMOVIO's financial statements might not be realized. Although AUMOVIO believes its tax estimates and reserves are reasonable, the final determination of the outcome of any such tax audits, reviews, investigations or disputes could differ from its tax provisions and accruals and such final determination could result in additional tax liabilities and related interest payments, as well as in penalties and regulatory, administrative or other sanctions.

Examples of material tax audits related to AUMOVIO subsidiaries, which have occurred since 2022 or are currently ongoing, are the following:

- The Italian tax police has conducted a tax audit for the years from 2016 through 2023 and considered Continental AG to have maintained multiple agency permanent establishments that were not registered and have paid no taxes in Italy. For all these years, settlements have been agreed with the competent tax office (Savona) according to which a number of foreign (non-Italian) AUMOVIO subsidiaries have maintained agency permanent establishments in Italy. The settlements lead to additional Italian taxes plus interest and penalties in a low to middle two digit million euro range which must be borne by Continental AG under the Group Separation Agreement (*Konzerntrennungsvertrag*) between AUMOVIO SE, CAT GmbH and Continental AG. AUMOVIO will bear any tax from 2025 onwards. AUMOVIO plans to adapt the way the distribution business is conducted in Italy to comply with tax requirements.
- In Brazil, a low two digit million euro compensation claim of the local AUMOVIO subsidiary for excise duties similar to VAT (e.g., ICMS, PIS, COFINS) is expected to be reviewed by the local tax authorities.
- In 2022 and 2023, the Mexican courts rendered judgments with regard to the VAT treatment of the netting of receivables and payables in a third-party case. For two Mexican AUMOVIO subsidiaries, which also applied such netting in the past, the tax risk (should their tax auditor take up the case) is expected to be in a high one digit/ low two digit million euro range.
- In Mexico, a tax audit for the year 2019 at the Automotive Group has started in January 2024. The tax authorities have challenged, among others, the deduction of certain expenses deducted in the tax calculation of the Mexican entity and argue that application R&D services received by the Mexican entity would trigger withholding tax. The maximum tax impact for all aspects covered by this tax audit for 2019 could be in a high double-digit million euro range. Such challenges by the Mexican tax authorities may also be raised for other tax years not yet closed and final and/or subsequent years.
- In Romania, tax audits are ongoing for the Romanian AUMOVIO subsidiaries which currently focus on VAT and the non-deductibility of certain intercompany R&D expenses among others. The maximum tax impact is estimated to be in a low to middle double-digit million euro range for the years under audit (2015 to 2021). Such challenges by the Romanian tax authorities may also be raised for other tax years not yet closed and final and/or subsequent years.

- Some AUMOVIO subsidiaries have been and are still benefitting from preferential tax treatment, such as the preferential tax status of certain of AUMOVIO's Chinese subsidiaries which, under Chinese tax law, are classified as "high and new technology enterprise" (***HNTE***) and thus are eligible for a lower income tax rate. The HNTE certificate was renewed in 2023 for some AUMOVIO subsidiaries. However, if the filed documentation does not fully meet the tax authorities' requirements, a preferential tax treatment may be denied with retroactive effect or will no longer be granted in the future. This could result in significant additional tax payments.

German AUMOVIO companies are subject to regular tax audits on an ongoing basis. However, for the years until 2024, any tax effects resulting from such German tax audits are borne by Continental AG due to the existing German tax group, and not by the respective AUMOVIO subsidiary; however, in case such tax effects lead to certain positive tax counter-effects (*steuerliche Gegeneffekte*) for AUMOVIO in periods from 2025 onwards, AUMOVIO would owe a certain compensation amount to Continental AG under the Group Separation Agreement (see risk factor 1.5.2 "*AUMOVIO is exposed to tax risks in connection with the Spin-off*").

Generally, in case a tax risk materialization is qualified as more likely than not, and where any additional tax would have to be borne by an AUMOVIO company (i.e. not regarding German AUMOVIO companies which have been in a tax group with Continental AG), the respective AUMOVIO companies have built provisions in their accounts to provide for the respective tax from the underlying tax risk. However, the Company cannot exclude that the actual tax payment could exceed the respective provision.

Certain AUMOVIO subsidiaries might have considerable tax losses and tax loss carry forwards which are available to offset future taxable income, some of which might have been capitalized as deferred tax assets. The utilization of tax losses and tax loss carry forwards may, however, be restricted under applicable tax laws, for instance, if they cannot be carried forward indefinitely or if they forfeit upon occurrence of a certain event (e.g., a direct or indirect transfer of shares or a change of control). If and to the extent that the utilization of tax losses or tax loss carry forwards were denied by the tax authorities, this would generally increase AUMOVIO's tax burden and may require a write-off of any deferred tax assets.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations (see also risk factor "1.4.9 *AUMOVIO might be affected by transfer pricing rules and this may increase its tax burden.*").

1.4.5 AUMOVIO is subject to multiple regulations, technical standards and governmental policies, and its business, results of operations, cash flows and financial position could be affected by the regulatory frameworks.

The industry in which AUMOVIO operates is subject to extensive governmental regulations worldwide and is highly affected by changes in regulatory requirements. The cost of compliance with these regulations is significant and new or more comprehensive or stringent legislation could result in significant additional expenses for AUMOVIO in the future.

The Group is subject to extensive laws and regulations governing, e.g., product safety and product technology, environmental protection, chemicals and hazardous substances (handled on the sites and used in products), occupational health and safety (e.g., with regard to high noise exposure in workshops), emissions employment standards, and other matters, including social, ethical or governance-related matters.

Changes in regulatory requirements, including more stringent, or a relaxation or revision of, targets or limits, may affect AUMOVIO and its markets in various ways and could result in changes in overall production volumes. AUMOVIO's products cover several highly regulated fields such as vehicle safety systems (e.g., brakes, airbags), autonomous driving and vehicle software, including relevance of cybersecurity. Laws in these areas, among others, are subject to constant changes which highly affect AUMOVIO's business. Examples of recent relevant changes are the Euro 7 brake dust restrictions (see Section 11.2.5.2 *General Vehicle Safety including Brakes, Airbags, Tire Pressure Monitoring*) and increasing cybersecurity requirements, for example arising from UNECE Regulation 155 for AUMOVIO's customers who pass on the requirements to AUMOVIO (see 11.2.5.4 *Cybersecurity and Software Management*). Furthermore, AUMOVIO faces increasing requirements regarding matters of ESG (see risk factor "1.4.15 *Failure to meet expectations of regulators and stakeholders on ESG matters or to comply with ESG standards or achieve ESG goals or targets could adversely affect AUMOVIO's business, results of operations, or financial condition.*") and compliance with several trade tariff frameworks (see risk factor

"1.1.2 *AUMOVIO's business operations are exposed to the risk of protectionist measures to international trade.*").

Furthermore, AUMOVIO as a licensee of Standard Essential Patents (***SEP***) faces risks arising out of the current uncertain regulatory landscape for the use of such SEP, which leads to economic planning uncertainty. This concerns potentially all products of AUMOVIO that use a technical standard (such as standards for cellular connectivity, e.g., 5G, Wi-fi connectivity or video standards, such as H.264 or H.265). Many of these standards are covered by a large number of patents in jurisdictions around the world (in the case of certain standards up to ten-thousands of patents) that allegedly are essential, and thus, potentially have to be licensed for the use of the respective standard in any product. Identifying the relevant patents is very difficult and the questions who can license these patents and on which terms exactly do patent holders have to license these patents are highly contested in various jurisdictions. In consequence, SEP licenses, at least for certain standardized technologies in the automotive sector, may (continue to) be unavailable on fair and non-discriminatory terms or on terms that cannot be calculated.

Complying with these varied and often diverging and changing regulations across the countries where the Group is active, requires extensive efforts. Inadequate compliance, in particular with health and safety regulations and standards, can lead to serious accidents or work-related illnesses and, thus, substantial damages claims as well as a loss in reputation, in particular as certain customers have a high corporate awareness for health and safety concerns and competent authorities become more stringent in adopting administrative measures to ensure compliance. Inadequate compliance with product regulations can lead to severe consequences such as recalls, administrative fines, associated customer litigation and loss in reputation.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.6 AUMOVIO may be subject to fines, claims for damages and other legal consequences in relation to alleged or actual breach of applicable data protection legislation or information security policies.

AUMOVIO receives, collects, uses, stores, retains and further processes personal data. It is therefore subject to a variety of local, state, national and international laws, directives and regulations that apply to the processing of personal data, in the different jurisdictions in which the Group operates, including the Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (***GDPR***), the California Consumer Privacy Act, the Brazilian General Personal Data Protection Law, and the Personal Information Protection Law of China. AUMOVIO is required to implement mechanisms to ensure compliance with data protection rules such as having in place documentation regarding its processing activities, providing certain information to data subjects, complying with exercised data subject rights and ensuring an appropriate level of security for the personal data processed. Moreover, complying with these various laws could require AUMOVIO to observe more obligations in its contracts, restrict its ability to collect, use and disclose personal data, or in some cases, impact the Group's ability to operate in certain jurisdictions. Non-compliance with applicable data protection regulations may lead to substantial penalties, including fines for non-compliance (under the GDPR, these fines may be up to 4% of annual worldwide turnover or €20 million, whichever is greater). Non-compliance may also result in claims for damages from data subjects.

European, U.S. federal and state, Chinese, and other foreign laws and regulations relating to data protection and privacy which might be applicable to the Group are often relatively young, constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain and may be interpreted and applied inconsistently from country to country and inconsistently with its current policies and practices. AUMOVIO's internal controls to ensure compliance with European, U.S. federal state, Chinese, and other foreign laws and regulations relating to data protection and privacy may, and have in the past occasionally proven, to be insufficient to prevent or detect unlawful conduct. AUMOVIO's failure to comply with applicable laws and regulations, or to protect against personal data breaches or misuse of personal data, could result in investigations by supervisory authorities and enforcement action against it. Such enforcement has in the past included minor fines and, going forward, could include additional and substantive fines, bans on processing, public censure, claims for damages by employees, customers and other affected individuals, damage to AUMOVIO's reputation and loss of goodwill (both in relation to existing and prospective customers). Depending on the infringement and the individual circumstances, in rare occasions breaches of such data protection legislation may lead to the criminal law sanctions for company officials.

1.4.7 As the regulatory framework for machine learning technology and artificial intelligence evolves, parts of AUMOVIO's business will be subject to additional regulation.

For certain of its business activities, AUMOVIO is already using AI and strives to further increase use cases to streamline work processes and become more efficient. For example, AUMOVIO's central operations and technology unit (AOT) uses AI tools for standardization processes (e.g., for a simplified quality analysis of its development specification sheets). AUMOVIO's business areas develop and manufacture products and solutions which also increasingly rely on AI, machine learning and automated decision making, such as advanced driver assistance systems (ADAS) and automated driving (AD) technologies and AI assistance for vehicle user experience or security functionality. The regulatory framework for this technology is rapidly evolving and applies not only to AI-based products, but also to the internal use of AI systems in AUMOVIO's processes, such as R&D, quality control and operations. While AUMOVIO is monitoring those regulations in key markets, AUMOVIO may not always be able to anticipate how to respond to these laws or regulations.

In the EU, the EU Artificial Intelligence Act has entered into force and establishes a comprehensive, risk-based governance framework for AI in the EU market. While the EU Artificial Intelligence Act came into effect on August 1, 2024, the majority of the substantive requirements will be only enforceable from August 2, 2026, with initial requirements having been applicable since February 2, 2025, including a prohibition of specific AI practices that represent an unacceptable risk. The EU Artificial Intelligence Act applies to companies that develop, use and/or provide AI in the EU and – depending on the AI use case – includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, accuracy, general purpose AI and foundation models, and fines for breach of up to 7% of worldwide annual turnover.

In the U.S., many federal, state and foreign government bodies and agencies have introduced or are currently considering additional laws and regulations governing the use of such technologies. There is also an increase in litigation in the U.S. relating to the development, security and use of AI. In the U.S., there has been uncertainty regarding the regulations that will apply to the development and use of AI technologies. U.S. legislation related to AI technologies has also been introduced at the federal level and is advancing at the state level. For example, California enacted 17 new laws in 2024 that regulate use of AI technologies and provide consumers with additional protections around companies' use of AI technologies, such as requiring companies to disclose certain uses of generative AI.

In 2022 and 2023, China implemented a number of regulations to govern generative AI, algorithmic recommendation and deep synthesis technologies. Additional new laws regulating AI were enacted in August 2024.

Failure to comply with such new laws or regulations could subject AUMOVIO to civil or regulatory liability. Further, the cost of complying with such laws or regulations could be significant and would increase operating expenses, which could adversely affect the Group's business, sales, financial condition and results of operations.

1.4.8 Violations of export control laws, existing embargos or other sanctions may adversely affect the Group's business.

AUMOVIO must comply with a broad range of legal and regulatory requirements relating to export control laws, embargoes and sanctions. Certain countries in which the Group operates, including China, are subject to economic sanctions, restrictions and export control laws imposed by the United Nations Security Council, the EU, the U.S. and/or the UK. The Group has stopped business activities with countries such as Russia, Belarus, Cuba, Iran, North Korea and Syria. Following the suspension of deliveries and the cessation of operations shortly after February 24, 2022, the Group sold its Russian business in August 2023, after obtaining the necessary regulatory approvals. Furthermore, the import or export of goods can be subject to authorizations or prohibitions.

AUMOVIO develops and manufactures products and technology, including radar sensors, electronical control units, cameras and software, which are and may be used for non-civil purposes, e.g., for target drones for ground-to-air defense systems. Applicable export control and sanctions laws may limit or prohibit the export of such products where specific countries, entities, individuals or end-users are the destination of such shipments or other transfers. One of the Group's products (software regarding the Blackout-Mode for displays) is subject to national military goods controls.

Despite its awareness, oversight and CMS, it is difficult for AUMOVIO to predict the interpretation, implementation, enforcement and development of governmental policies of the EU, U.S., China or other countries in which the Group operates with respect to economic sanctions and export controls. While

AUMOVIO continuously reviews existing policies and procedures to ensure compliance with applicable laws and regulations, these policies and procedures may not be followed at all times and AUMOVIO's internal controls may not always effectively detect and prevent violations by its governing bodies, employees, consultants, agents or partners.

Laws, regulations or licensing policies on economic sanctions or export controls could change in a way that could require the Group to reduce, or to cease altogether, its business in and/or with these countries. Given the challenging political situation in some parts of the world and in particular the tensions between the U.S. and China in light of the tariff conflict and related counter measures (see risk factor "1.1.2 *AUMOVIO's business operations are exposed to the risk of protectionist measures to international trade.*"), there is a risk that legal sanctions will be broadened or that new sanctions will be imposed and/or additional countries may become subject to such additional regimes or governmental policies. As a result, the Group may be required to suspend or discontinue its business activities in those jurisdictions. The materialization of any of the risks described above could have a material adverse effect on the Group's business, sales, financial condition and results of operations.

1.4.9 AUMOVIO might be affected by transfer pricing rules and this may increase its tax burden.

AUMOVIO is exposed to tax risks, in particular regarding transfer pricing rules that apply in several jurisdictions and in relation to cross border business relationships. Pursuant to such rules, related enterprises are obligated to conduct any inter-company transactions on conditions which would also apply among unrelated third parties (so-called "arm's length principle") and to provide sufficient documentation thereof, subject to the rules applicable to them in the relevant jurisdiction. Even though the Group has established a transfer pricing model aimed at being compliant with domestic and international transfer pricing rules, there is no assurance that the tax authorities may not challenge AUMOVIO's compliance with applicable transfer pricing rules as it has happened in the past in some cases. Non-compliance with the applicable transfer pricing rules may lead to increased taxes in the relevant jurisdiction and double-taxation of parts of the charged transfer prices in the two or more countries. Although a mutual agreement procedure or bilateral advanced pricing agreement between the relevant tax authorities or certain unilateral measures can potentially be concluded, there is no assurance that such settlements may reduce the tax burden for AUMOVIO. Examples of cases in which the tax authorities have challenged or are currently challenging AUMOVIO's applied transfer pricing model are:

- The Hungarian tax authorities are challenging the losses of a local manufacturing subsidiary and require AUMOVIO to apply a cost-plus remuneration. The change would lead to a significant increase of taxable profits in Hungary for the years under audit (2018 to 2020), and it may also affect the following years. The resulting tax risk is (due to tax losses available so far and the relatively low local tax rate) expected to be a high single digit/ low double-digit million euro amount for the years until 2025;
- In Spain, the tax audit is questioning the loss situation of Continental Automotive Spain (***CAS***) as a part of a transfer pricing review. As a result, tax losses from previous years (which would otherwise be available for CAS after the spin-off) shall not be recognized and thus CAS would have to pay a compensation payment for the cash tax to the Spanish Continental tax group head; this tax risk is expected to be in a middle one digit million euro range. In addition, the transfer pricing review would result in the loss of tax loss carryforwards available for CAS after the spin-off in a very high two digit to very low three digit million euro range, while the resulting actual cash-tax will depend on the future profitability of the respective Spanish AUMOVIO entities;
- The local Indian subsidiary is subject to a tax audit in which, i.a., the deduction of R&D expenses and of royalty payments is challenged by the tax authorities, with an expected tax risk in the middle to high one digit million euro range per year;
- The Chinese tax authorities challenged the payments for R&D charges and shared services of a local subsidiary for the fiscal year ended December 31, 2020 to the fiscal year ended December 31, 2023 with an expected tax risk in a low two digit million euro range; and
- The German tax authorities challenged the transfer prices related to activities of the German R&D Pools. For the fiscal year ended December 31, 2020 to the fiscal year ended December 31, 2022 a tax risk per year in the range of a low two digit million euro range is expected based on an agreement with the tax auditor which may also apply in subsequent years (together with additional transfer pricing corrections the German tax risk in the subsequent years could lie in total in a low to middle two digit euro range per year). However, for the years until 2024, any tax

effects resulting from such German profit increases are borne by Continental AG due to the existing German tax group; however, in case such tax effects lead to certain positive tax counter-effects (*steuerliche Gegeneffekte*) for AUMOVIO in periods from 2025 onwards, AUMOVIO would owe a certain compensation amount to Continental AG under the Group Separation Agreement (see risk factor "1.5.2 *AUMOVIO is exposed to tax risks in connection with the Spin-off.*"). From 2025 onwards, any such tax effects are borne by the respective AUMOVIO companies.

Generally, in case a tax risk materialization is qualified as more likely than not, and where any additional tax would have to be borne by an AUMOVIO company (i.e. not regarding German AUMOVIO companies which have been in a tax group with Continental AG), the respective AUMOVIO companies have built provisions in their accounts to provide for the respective tax from the underlying tax risk. However, the Company cannot exclude that the actual tax payment could exceed the respective provision.

The risks in connection with transfer pricing rules are expected to remain relevant for AUMOVIO.The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations (see also risk factor "*1.4.4 AUMOVIO's tax burden could increase due to changes in tax laws and regulations or their application or interpretation or as a result of current or future tax audits or investigations.*").

1.4.10 AUMOVIO's risk management and compliance controls and procedures may fail to prevent or detect corruption, fraud, money laundering or other criminal or otherwise unauthorized behavior.

Prior to the Spin-off taking effect, the business conducted by AUMOVIO was integrated into the global compliance management system (***CMS***) of the Continental Group. In preparation for the Spin-off, AUMOVIO has implemented its own worldwide CMS aiming at (i) preventing and detecting anti-competitive behavior, bribery and corruption, money-laundering, fraud and other criminal or otherwise unauthorized behavior by its employees and business partners acting as intermediaries, (ii) securing compliance with trade sanctions and technical requirements relating to AUMOVIO's products, and (iii) harnessing the operations of AUMOVIO against any cyber-attacks, preventing data leaks and securing compliance with applicable data protection laws and regulations.

Furthermore, given the global scope of AUMOVIO's operations and, in particular, the fact that corruption, fraud and similar criminal conduct are widespread in certain countries in which it operates, such controls may prove, and have in the past occasionally proven, to be insufficient to prevent or detect unlawful conduct. Despite whistleblowing systems, training, oversight and compliance programs, AUMOVIO cannot assure that its internal control policies and procedures will always protect it from deliberate, reckless or inadvertent acts of its directors, employees or agents that contravene its policies or violate applicable laws. Certain employees or intermediaries (such as consultants or agents) as well as suppliers have in the past occasionally engaged, and may in the future engage, in illegal practices or corruption to win business or to conspire in order to circumvent AUMOVIO's compliance controls. Similarly, AUMOVIO's risk management function may fail to identify, mitigate or manage relevant risk exposures. The continued expansion, including in Asia and into developing countries, could increase the exposure to such violations in the future.

In particular, the U.S. Foreign Corrupt Practices Act and other anti-corruption laws (such as the UK Bribery Act 2010 and the anti-bribery and corruption provisions of the German Criminal Code) generally prohibit companies and their intermediaries from making improper payments to public officials or counterparties in commercial relationships for the purpose of obtaining or retaining business. AUMOVIO operates facilities and has persons employed by Group entities throughout the U.S. and other parts of the world. Therefore, these regulations apply to AUMOVIO.

If AUMOVIO's employees, intermediaries or suppliers engage in corruption, fraud, money laundering, anti-competitive or other criminal or unauthorized behavior, such misconduct could be subject to administrative, civil or criminal fines or other sanctions, such as debarment from public orders, loss of business licenses or permits or other restrictions. Potential wrongdoings by its employees, intermediaries or suppliers could also damage AUMOVIO's reputation and have an adverse impact on its ability to compete for business.

1.4.11 AUMOVIO could be held liable for damage to natural resources, such as soil, water or groundwater contamination, or for risks related to hazardous materials.

Many of the sites which AUMOVIO operates have been used for industrial purposes for many years, leading to risks of contamination and resulting in site restoration obligations. Under certain environmental laws, AUMOVIO could be held responsible, regardless of fault and without any caps on

liability, for the remediation of any hazardous substance contamination at its past, present and future facilities and could also be held liable for damage to natural resources, such as soil, water and/or groundwater contamination, and any consequences arising out of human exposure to such substances or other environmental damage. AUMOVIO could also be held responsible for the remediation of areas adjacent to the Group's sites if these areas were contaminated due to AUMOVIO's activities. As a result, AUMOVIO may be required to align on monitoring and/or remediation concepts with competent authorities, to pay for investigation and testing costs, clean-up costs, costs for protective measures, monitoring costs and in specific circumstances, for aftercare costs for any contaminated property it owns or uses as operator or has owned or used in the past. For instance, soil, water and/or groundwater impact has been discovered at some of the sites operated by AUMOVIO in the past and at present, including Bergneustadt, Frankfurt am Main, Gifhorn and Wetzlar (all Germany), Gretz (France) and Várzea Paulista (Brazil). AUMOVIO is undertaking remediation work at these sites in close coordination with and as approved by the competent authorities and in compliance with local laws.

The cost of environmental claims and related measures relating to AUMOVIO's sites, products and operations, including the handling or disposal of waste and environmental remediation, if required, is difficult to accurately predict and could be significant, including related governmental fines or other sanctions and third-party claims for decontamination, property damages or personal injury. In addition, with respect to plants and sites that AUMOVIO has acquired in the past, it may have failed to properly identify and assess potential risks in this regard. In such a case, AUMOVIO might not succeed in claiming damages or indemnification against the relevant seller. If any contamination were to become a subject of public discussion, there is a risk that AUMOVIO's reputation or relations with customers could be adversely affected.

Furthermore, at some of the sites at which AUMOVIO operates, hazardous materials may have been used in the past. The health and safety of persons (such as former employees) may have been affected and could still be affected and AUMOVIO could therefore be exposed to related damage claims in the future. AUMOVIO faces similar risks with respect to former sites which have already been sold. Even if AUMOVIO has contractually excluded or limited its liability in connection with the sale of such properties, AUMOVIO could be held responsible for currently unknown contamination on properties which AUMOVIO previously owned or used.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.12 AUMOVIO is involved in legal, administrative and arbitration proceedings and may be obligated to pay substantial damages or incur additional costs.

Entities of AUMOVIO are involved in a number of legal, administrative and arbitration proceedings and could become subject to additional legal, administrative and arbitration proceedings arising in the ordinary course of its business operations in the future. These proceedings or potential proceedings could involve substantial claims for damages or other payments, particularly in the U.S. Based on judgments or settlement agreements, AUMOVIO could be obligated to pay substantial damages. AUMOVIO's litigation costs could also be significant. When AUMOVIO determines that a significant risk of a future claim against it exists, it records provisions in an amount equal to AUMOVIO's estimated defense costs and/or liability.

AUMOVIO and/or its subsidiaries are defendants in several litigation cases in relation to car accidents, mainly in the U.S. In these cases, it is either the affected party to the accident that is suing AUMOVIO, or it is AUMOVIO's customer who is arguing a recourse claim. AUMOVIO is vigorously contesting and defending these claims on contractual, factual, technical, liability and/or causation grounds, although efforts will be made to explore out-of-court settlements before trial. AUMOVIO has formed provisions to cover against the risks resulting from these claims. However, it cannot be ruled out that AUMOVIO will be required to pay an amount in excess of the provisions which could result in significant unbudgeted expenses for AUMOVIO.

In respect of pending legal, administrative and arbitration proceedings, AUMOVIO has recorded provisions to cover for associated risks. However, there can be no assurance that AUMOVIO's provisions or contingent liabilities recognized in respect of current or future litigation will be sufficient to cover AUMOVIO's actual litigation costs and claims that may be awarded to plaintiffs by courts or arbitral tribunals, nor is it possible to estimate whether, when and to what extent further lawsuits will be filed.

The realization of any of the aforementioned litigation risks could have a material adverse effect on AUMOVIO's business, financial condition and results of operations. For example, these proceedings

could lead to other adverse actions, such as authorities issuing orders against AUMOVIO or its entities, compliance of which could require significant expenses.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.13 If AUMOVIO fails to maintain an effective system of internal controls over financial reporting, it may not be able to detect fraud or report its financial results accurately or timely.

An effective internal control environment is necessary for AUMOVIO to produce reliable financial reports and is an important part of AUMOVIO's effort to prevent financial fraud. Prior to the Spin-off taking effect, AUMOVIO is integrated in Continental Group's internal control environment. After the Spin-off has taken effect, the Group is prepared to periodically evaluate the effectiveness of the design and operation of its internal controls over financial reporting. Based on these evaluations, AUMOVIO may conclude that enhancements, modifications, or changes to internal controls are necessary or desirable. As a result of becoming a listed company, AUMOVIO may also be required to make additional changes to its system of internal controls in order to comply with the additional requirements that will be applicable to it, and there can be no assurance that it will be able to respond to these additional requirements without difficulties or inefficiencies that could cause it to incur additional costs and/or expose it to regulatory or civil litigation or penalties.

While management evaluates the effectiveness of AUMOVIO's internal controls on a regular basis, these controls may not always be effective. There are inherent limitations on the effectiveness of internal controls, including fraud, collusion, management override, and failure in human judgment. In addition, control procedures are designed to reduce rather than eliminate business risks.

If AUMOVIO fails to maintain an effective system of internal controls, it may be unable to produce reliable financial reports or prevent fraud. In addition, AUMOVIO may be subject to sanctions or investigation by regulatory authorities. Any such actions could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of AUMOVIO's financial statements.

1.4.14 AUMOVIO will be subject to sustainability reporting and supply chain due diligence requirements which will require changes in its operational processes.

Large EU companies and groups including AUMOVIO must publicly report sustainability-related information in line with the Directive (EU) 2022/2464 of the European Parliament and of the Council as regards corporate sustainability reporting (CSRD), and related legislation. Further obligations regarding sustainability reporting can arise from Regulation (EU) 2020/852 (Taxonomy Regulation). Since the regulations for the disclosure of sustainability information are new, complex and, in addition, there may be obstacles in collecting objective and reliable sustainability-related data, AUMOVIO is exposed to risk that the disclosures would be recognized as insufficient, inaccurate, misleading or containing "greenwashing". Failures to disclose sustainability-related information, or accusations of "greenwashing", could materially and adversely affect its reputation and credibility, business, financial condition, acceptance of financial reports and results of operations. Non-compliance with legal requirements and regulations governing sustainability reporting can result in legal sanctions, fines, or penalties depending on the jurisdiction.

AUMOVIO must comply with the German Act on Corporate Due Diligence Obligations in Supply Chains (*Lieferkettensorgfaltspflichtengesetz* – ***LkSG***). The LkSG requires, i.a., an annual risk assessment for AUMOVIO's operations as well as for suppliers, taking respective preventive measures and remedial actions and the commitment to respecting human rights and environmental protection through a publicly available policy. In addition, the LkSG sets out audit and reporting obligations with the competent authority. On the EU level, similar and potentially stricter obligations will apply in stages from 2028 under the Corporate Sustainability Due Diligence Directive (EU) 2024/1760 (***CSDDD***) and its national implementations. CSDDD will also affect existing legislation such as LkSG. Failure to comply with the supply chain due diligence provisions could result in legal sanctions, fines, or penalties depending on the jurisdiction, and materially and adversely affect AUMOVIO's reputation and credibility, business, financial condition, acceptance of business/financial reports and results of operations.

The need to comply with these sustainability requirements may require changes in AUMOVIO's operational processes, which could disrupt its current workflows and service delivery. Ensuring compliance with sustainability requirements will entail substantial investment in resources and training. Failure to meet the requirements could lead to reputational damage, affecting customer trust and

investor confidence. Implementation of sustainability requirements may necessitate strategic changes, particularly in terms of integrating sustainability into AUMOVIO's business model even more.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.15 Failure to meet expectations of regulators and stakeholders on ESG matters or to comply with ESG standards or achieve ESG goals or targets could adversely affect AUMOVIO's business, results of operations, or financial condition.

There has been an increased focus from regulators and stakeholders on ESG matters, including greenhouse gas (GHG) emissions and climate-related risks, diversity, equity, and inclusion, responsible sourcing and supply chain, human rights and social responsibility, risk management, and corporate governance and oversight. This has resulted in expanding and increasingly complex mandatory and voluntary reporting, due diligence, and disclosure on ESG topics. These developments and other rapidly changing laws, regulations, policies and related interpretations, as well as increased enforcement actions by various governmental and regulatory agencies, may create challenges for AUMOVIO's business, including its compliance and ethics programs, may alter the environment in which AUMOVIO does business and may increase the ongoing costs of compliance.

In order to implement its sustainability strategy, AUMOVIO is focusing on specific sustainability focus areas and is pursuing the implementation of its sustainability strategy through various initiatives which AUMOVIO may refine or even expand further in the future. This may also involve the setting of specific ESG targets along the four focus areas. Its failure or perceived failure to achieve its ESG targets, maintain ESG practices, or comply with emerging ESG regulations that meet evolving regulatory or stakeholder expectations could harm AUMOVIO's reputation, adversely impact its ability to attract and retain customers and talent, and expose it to increased scrutiny from the investment community and enforcement authorities. There are also risks of so-called green claims regarding greenwashing allegations for example by NGOs or competitors. AUMOVIO's reputation also may be harmed by the perceptions that its stakeholders have about its action or inaction on ESG-related issues. Damage to its reputation may reduce demand for its services and thus have an adverse effect on its future financial results, as well as require additional resources to rebuild reputation and could also negatively impact its business and results of operations.

More recently, certain stakeholders and regulators have questioned the appropriateness of or objected to sustainability initiatives and have expressed or, as the case may be, pursued negative views, legislation and investment expectations with respect to sustainability initiatives, including the enactment or proposal of "anti-ESG" legislation or policies. This increased "anti-ESG" sentiment, including with regard to aspects of diversity, equity, and inclusion, has been gaining momentum especially in the U.S., with several states and congress having proposed or enacted "anti-ESG" policies, legislation, initiatives, or issued related legal opinions. As a result of "anti-ESG" sentiment among certain stakeholders, including governmental authorities, regulators, shareholders and customers, AUMOVIO may face increased criticism and associated reputational harm and the demand for its products, sales and its ability to pursue its sustainability ambitions could be negatively affected. As a listed company in Germany, AUMOVIO is obligated to adhere to EU and German laws, including ESG legislation, which could result in AUMOVIO facing conflicting regulations in the EU/Germany and other jurisdictions. Non-compliance with applicable laws could result in penalties, claims, compensation requirements or fines which creates uncertainty as well as legal and financial risks.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.16 AUMOVIO could be unsuccessful in adequately protecting and/or enforcing its intellectual property.

AUMOVIO's products and services are highly dependent upon its technological know-how, the reputation of its brand, and the scope and limitations of its proprietary rights therein.

As at June 30, 2025, AUMOVIO owns approximately 12,800 granted patents and registered utility models and is in application proceedings for approximately further 8,300 patents that are of considerable importance to its business. The process of seeking and obtaining patent protection can be lengthy and expensive and in some cases, AUMOVIO considers the benefits of obtaining a patent to not outweigh the costs for the application proceedings and decides to not apply for a patent. Furthermore, patents may not be granted on currently pending or future applications or may not be of sufficient scope or strength

to provide AUMOVIO with meaningful protection or a commercial advantage and are subject to expiry. AUMOVIO typically requires its employees and independent contractors that work in engineering to assign to it all intellectual property and work product they create (employee inventions) in connection with their employment or engagement. If these inventions are not properly assigned, this could result in that AUMOVIO does not have access to the respective intellectual property or could be forced to agree to royalties or other payments. A major part of AUMOVIO's know-how and industrial secrets is not patented and cannot be protected through registered intellectual property rights. Consequently, this poses a risk that competitors will copy AUMOVIO's know-how without incurring any R&D expenses of their own. The same applies to the extent that know-how and industrial secrets are patentable but AUMOVIO decides not to file for patent protection for strategic (including cost) reasons. In addition, while there is a presumption that patents are valid, the granting of a patent does not necessarily guarantee its validity in third party invalidation attempts or that a possible patent infringement can be effectively enforced to the degree necessary or desired.

As at June 30, 2025, AUMOVIO owns approximately 4,100 registered trademarks and trademark applications and approximately 220 registered designs. There is a risk that pending or future trademark applications will not be accepted by trademark offices or will be objected by third parties (in whole or in respect of certain countries or certain goods or services), e.g., due to prior rights of third parties in that name, and therefore not result in successful trademark registrations. In particular, filings of trademark applications for the core element of AUMOVIO's name ("AUMOVIO"), including German trademark applications, EU trademark applications and International Trademark Registrations covering numerous countries world-wide, have been submitted to trademark offices since January 24, 2025. Currently, the trademark applications for the "AUMOVIO" name are still pending. Searches conducted before deciding for the name "AUMOVIO" have revealed a number of third-party rights that may pose a risk to the protection of the name in certain countries should third parties file opposition or otherwise take action against the trademark applications of "AUMOVIO". If AUMOVIO cannot successfully defend against third-party oppositions or other actions, or the disputes cannot be settled through contractual arrangements, AUMOVIO may have to accept certain restrictions of protection and use of its company name in the affected countries.

There is a risk that third parties will take legal action to have AUMOVIO's intellectual property rights declared null and void (e.g., based on prior art, prior rights or third parties allegation that AUMOVIO's intellectual property rights do not fulfil the requirements for registration, or – in respect of trademarks having reached the end of the non-use grace period – allegation of non-use). AUMOVIO could be involved in lengthy and costly litigation or proceedings before intellectual property offices or patent courts.

Should registered intellectual property rights expire, become voidable (e.g., in the case of trademarks as a result of not using a registered trademark for all or certain products or services covered by the registration for a certain period of time) or be subject to geographical restrictions, this could allow competitors to use the relevant intellectual property in order to facilitate entry into the market or strengthen their position. AUMOVIO has further been the target of product piracy in the past and expects that third parties will continue to produce and distribute counterfeit products using AUMOVIO's technologies and brands in the future. Counterfeit products are usually sold at significantly reduced prices and/or with shorter lead times, which puts pressure on AUMOVIO to lower prices for its original products and may lead to a loss of market share to producers of counterfeit products, particularly in emerging markets. The lower quality standards of counterfeit products illegally sold under AUMOVIO's brands may damage its reputation if customers unknowingly purchase such products and experience product failures or poor performance.

In addition, AUMOVIO has entered into a number of license, cross-license, collaboration and development agreements with customers, competitors and other third parties under which it is granted access and rights to intellectual property and know-how of such third parties. It is possible that license agreements could be terminated under certain circumstances, leaving AUMOVIO with reduced access to intellectual property rights to commercialize its own technologies. Furthermore, the licensed intellectual property rights may be invalid.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.17 AUMOVIO depends on permits, licenses, approvals, certifications and related exemptions and exceptions.

Certain of AUMOVIO's activities depend on permits, licenses, approvals, certifications, registrations, exemptions and/or exceptions in different jurisdictions in order to operate its business. For example, AUMOVIO is exposed to permitting risks associated with approvals when building and operating production facilities. Furthermore, AUMOVIO requires certain certifications (e.g., ISO (International Organization for Standardization)) for its plants, which must be regularly renewed. Customers increasingly require that AUMOVIO obtains additional certifications in order to consider engaging it as a supplier. Furthermore, several of AUMOVIO's products require approval, certification or similar authorizations before being placed on the market by AUMOVIO or, after further processing, customers. Many of these products are highly regulated, e.g., in relation to autonomous driving or safety systems (see risk factor "1.4.5 *AUMOVIO is subject to multiple regulations, technical standards and governmental policies, and its business, results of operations, cash flows and financial position could be affected by the regulatory frameworks.*"). In some cases, AUMOVIO itself holds such approvals and certifications, in other cases AUMOVIO's customers hold such approvals and place AUMOVIO under a contractual obligation to comply with the underlying product regulations. The required application, validation and/or certification processes are often complex, time-consuming, lengthy and costly, and may be influenced by factors that are beyond AUMOVIO's control. Relevant regulatory authorities may not grant permits, licenses, approvals, certifications, registrations, exemptions and exceptions as quickly as anticipated, which may result in project delays or unused capacities.

There can also be no assurance that AUMOVIO will be able to obtain or renew permits, licenses, approvals, certifications, exemptions and exceptions upon their expiration within the required timeframe or at all. Moreover, there can be no assurance that any exemption or exception AUMOVIO currently relies on for its business operations will continue to exist in the future. In addition, permits, licenses, approvals, certifications, registrations, exemptions and exceptions currently held may be challenged in court by third parties or local authorities, which may lead to their revocation or operating restrictions. Granted permits, licenses, approvals, exemptions and/or exceptions may also be subject to amendments and/or additional conditions being imposed on AUMOVIO.

AUMOVIO aims that in the course of the Spin-off all required permits have been transferred or have been reapplied for. However, given the size of the Spin-off in several jurisdictions, individual permits may not have been transferred by the date of this Prospectus.

The introduction of any new and/or more stringent laws, regulations, permits, licenses, approvals, certifications, registrations, exemptions and exceptions requirements relevant to AUMOVIO's business operations may incur significant additional investments and maintenance costs or may preclude AUMOVIO from continuing with its existing operations or some areas of its business activities or may limit or preclude AUMOVIO from expanding its business. A violation of applicable regulations could lead to the imposition of penalties, fines, damages, restrictions on or revocations of the permits and licenses, restrictions on or prohibitions of business. In cases where customers hold the relevant approvals, certifications or similar authorizations and have contractually obligated AUMOVIO to comply with the underlying regulations in order to enable customer to obtain the approval, certifications or similar authorizations, failure to comply with the underlying regulations can also lead to claims for damages from customers (see risk factor "1.4.5 *AUMOVIO is subject to multiple regulations, technical standards and governmental policies, and its business, results of operations, cash flows and financial position could be affected by the regulatory frameworks.*").

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.4.18 AUMOVIO may have to repay investment grants and other subsidies, or previously awarded investment grants or other subsidies may not be disbursed in full or in part.

A part of AUMOVIO's investment requirements for developing and expanding its production capacity is covered by public aid, such as subsidies, grants, loans at favorable conditions or tax reductions, incentives or exemptions. The decisions on granting public aid received by AUMOVIO contain various conditions such as investment obligations, the creation and maintenance of jobs, maintaining operations or specific R&D activities. If these conditions are not fulfilled during the commitment period, which generally exceeds the specified investment period, this could result in a repayment claim by the relevant authorities for the public aid received by AUMOVIO.

In addition, AUMOVIO also receives subsidies for specific R&D activities. If AUMOVIO does not comply with the subsidy conditions, which typically require that certain R&D activities have to be undertaken, this could result in a repayment claim by the relevant authorities.

Furthermore, investment grants or other subsidies already awarded may not be disbursed in full or in part, e.g., because the competent authority has not been allocated the required funds or because AUMOVIO has not complied with investment obligations.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.5 Risks related to the Spin-off

1.5.1 The withdrawal from Continental Group may lead to the loss of synergies in shared services and infrastructure scale as well as higher purchasing costs.

In the past, AUMOVIO was to a certain extent using shared services provided by the Continental Group and benefitted from cost savings due to higher scale. Examples of those shared services are IT services, financing and accounting, insurance, pension plans, recruiting, purchasing functions, legal and audit services. In addition, the Automotive Group was using to a certain extent shared infrastructure, e.g., servers, buildings, manufacturing sites and/or R&D sites. Also, the Group has historically been able to take advantage of Continental Group's size and organization in procuring supplies. Following the separation from Continental Group, AUMOVIO is a smaller and less diversified group than the Continental Group. As a separate, stand-alone group, AUMOVIO may be unable to obtain goods, technology and services at prices and on terms as favorable as those available prior to the separation from Continental Group. In addition, incorporation of own shared services or infrastructure internally, externally or via service agreements may be more expensive.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.5.2 AUMOVIO is exposed to tax risks in connection with the Spin-off.

AUMOVIO SE, CAT GmbH and Continental AG have signed a Group Separation Agreement (*Konzerntrennungsvertrag*) which allocates potential tax risks resulting from the Spin-off and in relation to periods prior to the Spin-off taking effect between AUMOVIO and the Continental Group.

As a general principle, any taxes assessed against or triggered by AUMOVIO for periods until and including 2024 (for example as a result of future tax audits for such periods) shall be borne by AUMOVIO. The German AUMOVIO subsidiaries were, however, part of a German tax group (*Organschaft*) with Continental AG as tax group head, and it was agreed that any corporate income and trade taxes resulting from profits of such German AUMOVIO subsidiaries for these periods will be borne by Continental AG and not by the respective AUMOVIO subsidiary. If and to the extent such profits lead to certain positive tax counter-effects (*steuerliche Gegeneffekte*) for AUMOVIO in periods from 2025 onwards, AUMOVIO would owe a certain compensation amount to Continental AG under the Group Separation Agreement. In case the tax for periods until 2024 is borne by Continental AG, for example due to the existing German tax group or certain non-German tax groups, there is no assurance that subsidiaries of AUMOVIO will not be held secondary liable by the tax authorities in case Continental AG or Continental AG's subsidiaries would itself default with its legal obligation and not pay the tax in the first place.

The Group Separation Agreement provides for certain obligations for AUMOVIO, e.g., in relation to cooperation and practical handling in tax proceedings for periods up to 2024, in cases where the taxable profits of Continental AG depend on actions by AUMOVIO, e.g., on future actions of AUMOVIO which may violate existing tax holding periods for Continental AG or on future actions by AUMOVIO which may lead to an invalidity of the German tax group. AUMOVIO could be held liable by Continental AG for any damages caused by a breach of its obligations under the Group Separation Agreement.

The Spin-off will trigger German real estate transfer tax which AUMOVIO will bear under the Group Separation Agreement in an agreed proportion. The tax to be borne by AUMOVIO is expected to be in a range of approximately €40 million. However, there is no assurance that the tax authorities may not come to a higher valuation for the real estate, which may lead to a higher taxation for AUMOVIO.

Furthermore, the Spin-off could give rise to a forfeiture of tax loss carryforwards of German AUMOVIO subsidiaries. However, only one German AUMOVIO subsidiary has such tax loss carryforwards (in a low to middle two digit million euro range at the relevant time). The forfeiture could also apply to tax losses of all German AUMOVIO companies in 2025. In both cases, the forfeiture would not apply to the extent

such losses do not exceed any taxable hidden reserves in Germany of the respective AUMOVIO subsidiaries. It is currently not foreseeable if and to which extent any tax loss carry forwards or current year tax losses will finally be impacted by these forfeiture rules. To the extent such forfeiture finally applies, this could increase the tax burden of AUMOVIO.

A tax loss forfeiture could also apply for certain foreign AUMOVIO subsidiaries as a consequence of the Spin-off (including the issuance of new shares in the Company in the Spin-off). If a forfeiture would apply, this could increase the tax burden of AUMOVIO.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.5.3 AUMOVIO will receive certain general services from Continental Group and external service providers and will rely on them to provide those services.

The Automotive Group has historically relied on financial, administrative and other resources, assets, IT systems and other infrastructure of Continental Group to operate its business (including in the area of financing and accounting, insurance, pension plans, recruiting, purchasing functions, legal services, tax services, audit services and R&D). In connection with the separation from Continental Group, AUMOVIO is in the process of creating its own financial, administrative and other support systems and functions or contracting with third parties to replace functions and services previously provided by Continental Group.

With regard to some services and resources which cannot be replaced until the Spin-off becomes effective, among others, CAT GmbH has entered into three transitional general services agreements, one with Continental AG, one with ContiTech Deutschland GmbH and one with ContiTech Vibration Control GmbH, providing a sectorized contractual relationship with Continental Group's remaining sectors Tires and ContiTech including its original equipment solutions unit (***OESL***). Under these agreements, Continental AG, ContiTech Deutschland GmbH, ContiTech Vibration Control GmbH and certain of their subsidiaries will provide certain transitional services to AUMOVIO for a limited period after the Spin-off has taken effect. For other services, AUMOVIO relies on third party providers, for example in the area of HR. These service providers, however, may not comply with applicable regulatory and internal standards or provide their services not in line with AUMOVIO's expectations. The onboarding process of such third parties may cause disruptions to AUMOVIO's business operations. Overall, these services may not be sufficient to meet AUMOVIO's needs, and, once the agreements with Continental AG or ContiTech Deutschland GmbH expire, AUMOVIO might be forced to build up its own capabilities or purchase services from external providers which entails the risk that AUMOVIO could incur additional costs.

In addition, the financial statements included in this Prospectus for periods prior to the Spin-off taking effect may not fully reflect the additional costs of the Group operating independently. AUMOVIO may increase administrative expenses as a stand-alone company, including expenses for services that will continue to be provided by the Continental Group pursuant to service agreements at prices intended to correspond to those obtainable from third parties as well as for hiring of new personnel to set up the functions needed to operate as a stand-alone company and which may be provided by the Continental Group. As a substantially smaller group, AUMOVIO may also lose the benefit of some economies of scale that Continental Group was able to achieve with respect to administrative operations. It is possible that these increased costs will be materially higher than anticipated.

AUMOVIO has entered a purchasing cooperation with Continental Group and Schaeffler Group for non-production-related goods and services, and plans to enter into an additional purchasing cooperation with Schaeffler Group for production-related goods and services. The participation of AUMOVIO in any purchasing cooperation-related activities is entirely voluntary, needs to follow an explicit consent, and underlies continuous antitrust evaluations. However, such cooperation may not yield the benefits that the Group anticipates or can be left by each party. In the future, AUMOVIO will also no longer benefit from funding previously provided by the Continental Group or from external financing supported by collateral provided by Continental Group (e.g., guarantees). Without further support activities of Continental Group and dependent on the credit standing of AUMOVIO, future financing and providing guarantees as security for contractual obligations towards third parties will become more difficult and more expensive as an independent company.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.5.4 AUMOVIO will only have limited access to the intellectual property rights of Continental Group.

AUMOVIO will have access to certain defined granted patents and patents with pending applications and related know-how controlled by the Continental Group and its subsidiaries on the basis of cross- or back-license agreements. These license agreements will be restricted to products and technologies already existing in the market or being in development at the time of the Spin-off taking effect and will extend to evolutionary developments of these products and technologies made after the Spin-off has taken effect (with broader usage rights for specific technologies, e.g., for the "electronic Tire Information System" (eTIS) technology or weed control technology).

In addition, AUMOVIO will be allowed to make limited use of the "Continental" trademarks and logos after the Spin-off has taken effect during certain sell-off and re-branding periods, in particular to enable fulfillment of existing contractual or other legal obligations towards OEM customers (including as required to ensure long-term availability of branded spare parts in OES business) for up to a maximum of 30 years after the Spin-off has taken effect, as well as to facilitate the re-branding in the independent aftermarket business (with re-branding periods ranging from five to 15 years, depending on the types of products), as well as to use the "Continental" trademarks for the end-customer products wipers and batteries for an initial term of ten years after the Spin-off has taken effect with an option of prolongation. Each use case is subject to the terms and conditions of a trademark license agreement.

If AUMOVIO requires any other use of intellectual property rights or know-how of Continental Group after the Spin-off has taken effect (e.g., for new products), AUMOVIO may have to negotiate licenses (and respective terms and conditions) with Continental Group on a case-by-case basis which may result in additional license costs, restricted access to technologies or the need to develop workarounds. The grant of additional licenses could be subject to charges or could also be denied by the Continental Group.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.5.5 If the Spin-off does not qualify as a tax-free reorganization for U.S. federal income tax purposes, U.S. Holders will be treated as receiving their Shares or AUMOVIO ADRs in a taxable distribution.

Continental AG has received an opinion from KPMG LLP (the ***Tax Opinion***) regarding the applicability of Sections 355, 361, and 7874 U.S. Internal Revenue Code of 1986, as amended (the ***IR Code***), to the Spin-off to the effect that, for U.S. federal income tax purposes, the steps required to implement the Spin-off and the distribution of the Shares in the Spin-off (i) should qualify as tax-free reorganization within the meaning of Section 368(a)(1)(D) IR Code and as a tax-free distribution under Section 355(a) IR Code and (ii) should not result in the Company being treated as a "surrogate foreign corporation" within the meaning of Section 7874(a)(2)(B) IR Code or a "domestic corporation" pursuant to Section 7874(b) IR Code. The Tax Opinion is based on representations of facts made by Continental AG and certain assumptions that Continental AG has permitted KPMG LLP to make in rendering the Tax Opinion and is subject to certain conditions and limitations contained therein. Based on this Tax Opinion, each of the Company and Continental AG believes and, to the extent required to take a position for U.S. federal income tax purposes, expects to take the position that the Spin-off and the distribution of the Shares (i) should qualify as tax-free reorganizations within the meaning of Section 368(a)(1)(D) IR Code and as a tax-free distribution under Section 355(a) IR Code and (ii) should not result in the Company being treated as a "surrogate foreign corporation" within the meaning of Section 7874(a)(2)(B) IR Code or a "domestic corporation" pursuant to Section 7874(b) IR Code. However, no ruling will be sought from the U.S. Internal Revenue Service (the ***IRS***) with respect to the qualification of the Spin-off as a tax-free reorganization for U.S. federal income tax purposes, or with respect to the application of Section 7874 IR Code and there can be no assurance that the IRS will not challenge such positions or, if challenged, that a court will uphold such positions. Accordingly, notwithstanding Continental AG's expectation and intended treatment, the IRS could assert that the Spin-off fails to qualify for tax-free treatment and/or is subject to Section 7874 IR Code. If the Spin-off fails to qualify for tax-free treatment, U.S. Holders (as defined in Section 18 "*Certain U.S. Federal Income Tax Considerations*") receiving Shares or the AUMOVIO ADRs in the Spin-off generally would be subject to tax as if they had received a taxable distribution equal to the fair market value of the Shares or the AUMOVIO ADRs distributed to them.

1.5.6 As a legal consequence of the Spin-off, the Company is exposed to existing claims against Continental AG and depends on Continental AG's ability to provide indemnification and the Group might have to provide security to its creditors.

In accordance with the provisions of the German Transformation Act (*Umwandlungsgesetz*), the Company is jointly and severally liable for liabilities of Continental AG which came into existence before the Spin-off becomes effective, if (i) such liabilities become due before the expiry of five years after the Spin-off and (ii) resulting claims against the Company are determined judicially or established in another manner specified in Section 133 German Transformation Act (*Umwandlungsgesetz*). Continental AG and the Company have agreed in the Spin-off and Transfer Agreement (*Abspaltungs- und Übernahmevertrag*) that the Company shall be indemnified by Continental AG in case claims relating to existing liabilities of Continental AG, which are not transferred to the Company in accordance with the Spin-off and Transfer Agreement, are submitted against the Company. If existing creditors of Continental AG submit such existing claims against the Company and Continental AG is not in the financial position to meet its indemnification obligation, this could have material adverse effects on the Group's business, financial position and results of operations. In addition, under the German Transformation Act (*Umwandlungsgesetz*), creditors of the Company may, within six months after publication of registration of the Spin-off in the commercial register of the Company, ask the Company to provide security to the extent such creditors cannot obtain satisfaction of their claims and can demonstrate probable cause that the fulfillment of their claims will be jeopardized by the Spin-off.

The materialization of any of the risks described above could have a material adverse effect on AUMOVIO's business, sales, financial condition and results of operations.

1.6 Risks related to the Shareholders, to the Shares of the Company and to the commencement of trading of the Shares

1.6.1 Substantial sales of Shares in the Company may occur in connection with the Spin-off or in the future, which could depress the market price of the Shares.

As a result of the Spin-off, current shareholders of Continental AG will automatically receive Shares of the Company pursuant to Section 123 para. 2 no. 1 German Transformation Act (*Umwandlungsgesetz*), as allocated to them in accordance with the allocation ratio. Such Shares are expected to be credited to Continental AG shareholders' securities accounts on the first day of trading of the Shares of the Company, which is expected to take place on September 18, 2025. As their shareholding in the Company following the listing of the Shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (the ***Listing***) will not be the result of an active investment decision, but rather of the automatic acquisition of the Shares of the Company, such shareholders may not be interested in an investment in the Company on a stand-alone basis and, as a result, it is likely that a number of shareholders will sell Shares following the Listing, which could lead to a decline of the share price of the Company. Reasons for such a fall in the share price could be that shareholders sell the Shares because they do not wish to invest in the activities which have been spun off, which might especially be true for institutional investors such as investment funds, because applicable rules and guidelines regulating their investments and shareholdings may not allow for a stake in the Company as a stand-alone listed company, and new investors do not buy the Shares to the same extent, one reason being that no experience has yet been gained with the Company on a stand-alone basis. In particular, unlike the shares of Continental AG, the Shares of the Company are likely not to be listed in the DAX. This means that all existing investors who are limited to invest in stocks of DAX companies as a result of their investment guidelines or other reasons would have to sell the Shares. There are no lock-up agreements of shareholders, other than the lock-up of six months agreed by IHO Beteiligungs GmbH and IHO Verwaltungs GmbH. The IHO Shareholders, whose interests may not be aligned with those of other shareholders of the Company, may dispose of its Shares in the Company following the expiration of the lock-up period. If this happens, or if one or more of the Company's other shareholders effect a sale or sales of a substantial number of the Shares at any time following the Listing, or if the market believes that such sales might take place, this could have a material adverse effect on the share price of the Shares and could impair the Company's ability to raise capital through the sale of additional equity securities. Therefore, it is not unlikely that considerable selling pressure will develop immediately after the Shares are admitted to trading.

1.6.2 The IHO Shareholders will be able to control the Company after the Spin-off has taken effect, and the interests of the IHO Shareholders may conflict with the interests of other shareholders or those of the Company.

Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann, Herzogenaurach, via indirect shareholdings in IHO Verwaltungs GmbH, Herzogenaurach and IHO Beteiligungs GmbH, Herzogenaurach (together the ***IHO Shareholders***) hold 46% of Continental AG's shares and voting rights prior to the Spin-off taking effect and will therefore hold 46% of the Shares after the Spin-off has taken effect. With this shareholding, the IHO Shareholders could block decisions proposed by the Company to its shareholders, in particular those requiring a three-quarter majority. Such decisions include, but are not limited to, corporate actions (such as capital increases) and certain restructuring measures. Moreover, this shareholding may provide the IHO Shareholders with a majority of the votes present at the Company's general shareholders' meetings (assuming that not more than 90% of the Company's share capital will be present at such general shareholders' meetings). Therefore, the IHO Shareholders may be in a position to have resolutions passed which only require a simple majority. This enables the IHO Shareholders to exert considerable influence in the Company's general shareholders' meetings and, therefore, also on decisions submitted for the vote of the general shareholders' meeting (including resolutions electing the shareholder appointed members of the Company's supervisory board (the ***Supervisory Board***) or resolutions to determine the allocation of profit and hence the Company's dividend policy). As the IHO Shareholders can determine the future composition of the shareholder-appointed members of the Supervisory Board they may also, indirectly, influence the future composition of the Company's executive board. The IHO Shareholders could thus decide on certain resolutions that require the majority of votes cast or implement measures that are in their own interest and/or not supported by or in the best interest of other shareholders or of the Company. Based on the Agreement on Basic Principles (*Grundlagenvereinbarung*) between Continental AG, AUMOVIO SE and IHO Beteiligungs GmbH, AUMOVIO SE has agreed that based on IHO Beteiligungs GmbH's future shareholding, IHO Beteiligungs GmbH shall be involved in the nomination process of the shareholder representatives on the Supervisory Board by consultation, has a right of proposal of four candidates to the Supervisory Board's nominating committee, and a right of proposal of the Supervisory Board's chairperson. AUMOVIO SE and IHO Beteiligungs GmbH expect, subject to election by the Supervisory Board, that a Supervisory Board member proposed by IHO Beteiligungs GmbH will take over the chair of the nominating committee of the Supervisory Board.

Depending on the representation of the other shareholders in the Company's shareholders' meeting, the IHO Shareholders might also adopt certain resolutions on other significant matters which under German company law require the approval of at least three-quarters of the share capital represented at the time a vote is taken. Such resolutions are for example creating authorized or conditional capital, changing the corporate purpose (*Unternehmensgegenstand*), mergers, spin-offs or conversions to a different form of legal entity. The interests of the IHO Shareholders and its further participations (such as the holdings in Schaeffler AG and in Continental AG) could conflict with the interests of the other shareholders or the Company's strategy, policies and objectives. The IHO Shareholders may increase their stake in the future without the requirement to make a mandatory takeover offer to all other shareholders. Furthermore, also as a consequence of this potential influence, the Company will be deemed a dependent company of the IHO Shareholders according to Section 17 German Stock Corporation Act (*Aktiengesetz*).

The IHO Shareholders' mere potential to exert influence and especially actual voting at the Company's shareholders' meeting or the exertion of influence in a way that conflicts with the interests of the Company's other shareholders may have a significant adverse impact on the price of the Shares. Furthermore, any capital increase requires the cooperation of the IHO Shareholders, which may limit the Company's ability to raise further capital or allow the Company to do so only on unfavorable terms. Even if the IHO Shareholders agree to a future capital increase, if they do not participate in such capital increase, it could be more difficult for the Company to raise new capital in that capital increase.

1.6.3 The Company's ability to pay dividends depends, among other things, on its results of operations, dividend restrictions in financial covenants, financial investment needs, the availability of distributable profit and overall financial position.

The Company's general shareholders' meeting will decide on matters relating to the payment of future dividends. These decisions will be based on the particular situation of the Company at the time. The Company's ability to pay dividends depends upon, among other things, its results of operations, financing and investment requirements, as well as the availability of distributable profit. Prior balance

sheet losses have to be made up and certain reserves must be established by law and must be deducted when calculating the distributable profit. In addition, the Company's existing revolving facilities agreement dated March 13, 2025 provides that a possible dividend distribution will depend on whether the Company generates a positive cash flow. Future debt financing arrangements or other agreement may also impose restrictions on the Company's business and on its ability to pay dividends under certain circumstances. Any of these factors, individually or in combination, could restrict the Company's ability to pay dividends. Given that the Shares are, and any dividends to be paid in respect of them will be, denominated in euro, an investment in the Shares by an investor whose principal currency is not the euro in addition exposes the investor to foreign currency exchange rate risk.

1.6.4 The market price and trading volume of the Shares may fluctuate significantly, in which case investors could lose some or all of their investment.

Following the Listing and any future offerings, the trading volume and share price of the Shares may fluctuate significantly. The Company's share price will be affected primarily by the supply and demand for its Shares and could fluctuate significantly in response to numerous factors, many of which are beyond the Company's control. These factors include, among others, fluctuations in actual or projected results of operations, changes in projected earnings or failure to meet securities analysts' earnings expectations, the absence of analyst coverage on the Shares, changes in trading volumes in the Shares, changes in macroeconomic conditions, including fluctuations in foreign currencies, the activities of competitors and suppliers, changes in the market valuations of similar companies, changes in investor and analyst perception of the Company or its industry, changes in the statutory framework in which the Company operates and other factors. The materialization of any of the risks described above could cause the price of the Shares to fall, in which case investors could lose some or all of their investment.

1.6.5 The Shares of the Company have not been publicly traded, and there can be no assurance that a liquid trading market for the Shares will develop.

Prior to the Listing, there has been no public trading in the Shares of the Company and they have never been offered to the public. There is no assurance that an active, liquid trading market for the Shares will develop or be sustained following the Listing and the share liquidity may not be as high as if the Shares had been offered publicly. After the Spin-off has taken effect, the combined value of the Shares and the shares of Continental AG may also not equal or exceed the value of Continental AG shares prior to the Spin-off taking effect. Furthermore, low liquidity of the Shares may also entail high volatility regarding share price.

Investors may not be able to sell their Shares quickly or at the market price if there is no active trading in the Shares. If an active market for the Shares does not develop after the Listing, the liquidity and market price of the Shares may be adversely affected.

1.6.6 Future capitalization measures could adversely affect the market price of the shares of the Company. In addition, any issuance of new shares could lead to substantial dilution.

The Company may require additional capital in the future to finance its business operations and growth. Hence, the Company may seek to raise capital through offerings of debt securities (possibly including convertible debt securities) or additional equity securities. Although the Company has currently no authorized or contingent capital, this might change and an issuance of additional equity securities or securities with a right to convert into equity, such as convertible bonds or option bonds could adversely affect the market price of the Shares and would dilute the economic and voting interests of existing shareholders, if made without granting subscription rights to existing shareholders. Even if existing shareholders were granted subscription rights, investors in certain jurisdictions (particularly in the U.S.) may not be able to acquire and/or exercise any subscription rights due to local laws.

In addition, the acquisition of other companies or investments in companies in exchange for newly issued Shares of the Company could lead to a dilution of the economic and voting interests of existing shareholders. The Company may fail to comply with the additional requirements that will be applicable to it as a public company.

Following the admission to trading of the Shares, the Company will for the first time be directly subject to the legal requirements of German companies listed on a regulated stock market. There can be no assurance that the Company will be capable of responding to these additional requirements, to implement the necessary procedures to account for the status as listed company, including the creation and staffing of its own functions to ensure compliance with the aforementioned requirements, without

difficulties and inefficiencies could cause it to incur significant additional costs and/or could expose it to regulatory or civil litigation or penalties.

As a publicly traded company, the Company will incur additional legal, accounting and other expenses that the Company did not incur as a business area of Continental Group. This increase will be due to the increased legal and financial compliance costs, accounting support services, filing annual and quarterly reports, increased audit fees, investor relations, directors' fees, legal fees and stock exchange listing fees, which the Company expects to incur after the consummation of the Spin-off.

1.6.7 Membership of the same persons on several boards may result in conflicts of interest between the Company, Continental AG and Schaeffler AG or other companies affiliated with any of them.

Supervisory Board members Georg F. W. Schaeffler, Klaus Rosenfeld and Robin John Stalker are also members of the supervisory or executive board, as the case may be, of Continental AG and/or Schaeffler AG and certain of their affiliated companies (***Dual Mandates***).

It cannot be excluded that there may be a conflict of interest in engaging in and structuring business relations between the Company, Continental AG and Schaeffler AG or companies affiliated with any of them. The German Stock Corporation Act (*Aktiengesetz*) and the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) contain provisions aimed at protecting companies from the negative effects of potential conflicts of interest in the case of personnel overlap. Members of the boards of a German stock corporation (*Aktiengesellschaft*) or a European Stock Corporation (*Societas Europaea (SE)*) organized under European and German law such as AUMOVIO SE have a legal duty to act solely in the interests of their respective companies. In the case of Dual Mandates, this duty can mean that board members are not permitted to vote on certain decisions in one or both of the companies. Persons holding Dual Mandates are not allowed to make any decisions that are not in the company's interests. Despite these regulations, the Company cannot exclude the possibility that in some cases conflicts of interest may arise which are resolved to the detriment of AUMOVIO SE. In particular, it cannot be excluded that the persons holding Dual Mandates will be acting in the interests of these other companies.

1.6.8 Tax risks regarding AUMOVIO ADRs.

The specific tax treatment of American Depositary Receipts (each an ***ADR*** and, collectively, ***ADRs***) in Germany is based on domestic German tax laws, including, but not limited to, circulars issued by German tax authorities (*BMF-Schreiben*), which, e.g., are not binding on the German courts, and the Convention between Germany and the U.S. for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and on Capital and Certain Other Taxes of 1989, as amended by the Protocol as at June 4, 2008 (the U.S.-Germany Treaty). The pertinent laws are subject to change, possibly with retroactive effect. Moreover, the tax authorities may modify their interpretation of acts of parliament and the current treatment of ADRs may change.

If, e.g., the ADRs representing shares in AUMOVIO SE (***AUMOVIO ADRs***) were determined not to fall within the scope of application of the circulars issued by the German tax authorities or a German tax court took a different view from these circulars, and profit distributions made with respect to AUMOVIO ADRs were not treated as a dividend for German tax purposes, a holder of AUMOVIO ADRs might not be entitled to a refund of any taxes withheld on the dividends under German tax law. On the other hand, if AUMOVIO ADRs are deemed within the scope of application of the circulars, profit distributions are treated as a dividend for German tax purposes and subject to German withholding tax. With regards to such a withholding tax charge, a holder of AUMOVIO ADRs may be unable to benefit from the double tax treaty relief and may be unable to claim a full or partial credit or refund of such withholding tax. Moreover, the net payment made to a holder of AUMOVIO ADRs may qualify, under the tax law applicable to such holder of AUMOVIO ADRs, as taxable income that is in turn subject to withholding, which could mean that such payment is effectively taxed twice.

Furthermore, according to a circular issued by the German tax authorities, ADRs are not treated as capital participation (*Kapitalbeteiligung*) within the meaning of Section 2 para. 8 Investment Tax Act (*Investmentsteuergesetz*). Such interpretation by the tax authorities may have adverse effects, e.g., on the taxation of investors which have invested in an investment fund holding ADRs.

2. GENERAL INFORMATION

2.1 Responsibility for the Contents of the Prospectus

Each of AUMOVIO SE, with its registered seat in Frankfurt am Main, Germany, and its registered business address at Guerickestraße 7, 60488 Frankfurt am Main, Germany, a European Stock Corporation (*Societas Europaea (SE)*) organized under European and German law and registered with the commercial register (*Handelsregister*) of Frankfurt am Main, under the number HRB 138483, telephone +49 –69 76034390 (the ***Company***, and together with its subsidiaries after the Spin-off (as defined in Section "2.2 *Subject Matter of the Prospectus*") has taken effect, the ***Group*** or ***AUMOVIO***), Goldman Sachs Bank Europe SE, Marienturm, Taunusanlage 9-10, 60329 Frankfurt am Main, Germany, Legal Entity Identifier (***LEI***): 8IBZUGJ7JPLH368JE346 (***Goldman Sachs***), J.P. Morgan SE, Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany, LEI: 549300ZK53CNGEEI6A29 (***J.P. Morgan***, and Goldman Sachs and J.P. Morgan together the ***Lead Financial Advisors***) and Bank of America Europe DAC, Frankfurt am Main Branch, Taunusanlage 9-10, 60329 Frankfurt am Main, Germany, LEI: EQYXK86SF381Q21S3020 (***BofA***) (Goldman Sachs, J.P. Morgan and BofA, the ***Financial Advisors***) and Banco Bilbao Vizcaya Argentaria, S.A., Plaza de San Nicolás 4, 48005 Bilbao, Spain, LEI: K8MS7FD7N5Z2WQ51AZ71, BANK OF CHINA LIMITED Zweigniederlassung Frankfurt am Main Frankfurt Branch, Bockenheimer Landstr. 24, 60323 Frankfurt am Main, Germany, LEI: 54930053HGCFWVHYZX42, COMMERZBANK Aktiengesellschaft, Kaiserstraße 16 (Kaiserplatz), 60311 Frankfurt am Main, Germany, LEI: 851WYGNLUQLFZBSYGB56, CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK, 12, place des États-Unis, CS 70052, 92547 Montrouge Cedex, France, LEI: 1VUV7VQFKUOQSJ21A208, DBS Bank Ltd., 12 Marina Boulevard, Marina Bay Financial Center Tower 3, Singapore 018982, Singapore, LEI: ATUEL7OJR5057F2PV266, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, Platz der Republik, 60325 Frankfurt am Main, Germany, LEI: 529900HNOAA1KXQJUQ27, ING Bank N.V., Bijlmerdreef 106, 1102 CT, Amsterdam, The Netherlands, LEI: 3TK20IVIUJ8J3ZU0QE75, Landesbank Baden-Württemberg, Am Hauptbahnhof 2, 70173 Stuttgart, Germany, LEI: B81CK4ESI35472RHJ606, Landesbank Hessen-Thüringen Girozentrale, MAIN TOWER, Neue Mainzer Straße 52-58, 60311 Frankfurt am Main, Germany, LEI: DIZES5CFO5K3I5R58746, Mizuho Bank Europe N.V., Atrium Amsterdam, 3rd Floor Strawinskylaan 3053, 1077 ZX Amsterdam, The Netherlands, LEI: 724500ZSA7ZOZHUXBS53 and UniCredit Bank GmbH, Arabellastraße 12, 81925 Munich, Germany, LEI: 2ZCNRR8UK83OBTEK2170 (the ***Co-Advisors***, and together with the Financial Advisors, the ***Banks***) assumes responsibility for the contents of this prospectus (the ***Prospectus***) pursuant to Section 8 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*), and declares, to the best of its knowledge, that the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import.

This Prospectus has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – ***BaFin***), Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Germany (telephone +49 228 4108 0; website: www.bafin.de), as competent authority under Regulation (EU) 2017/1129. BaFin only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129 and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

The Company's LEI is: 391200IGI9RQ7VTOK384.

The Company's website is www.aumovio.com. Information contained on the Company's website is not incorporated by reference in this Prospectus and is not part of this Prospectus.

If any claims are asserted before a court of law based on the information contained in this Prospectus, the investor appearing as plaintiff may have to bear the costs of translating this Prospectus prior to the commencement of the court proceedings pursuant to the national legislation of the member states of the European Economic Area (the ***EEA***).

The information contained in this Prospectus will not be supplemented subsequent to the date hereof, except for any significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus which may affect the assessment of the Shares (as defined below) and which arises or is noted between the time when this Prospectus is approved and trading in the Shares on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and, simultaneously, on the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard) has commenced. Such new factor, material mistake or material inaccuracy

relating to the information included in this Prospectus will be disclosed in a supplement to this Prospectus pursuant to Article 23 Prospectus Regulation without undue delay. The obligation to supplement the Prospectus pursuant to Article 23 Prospectus Regulation will no longer apply following the expiration of the validity of this Prospectus when trading of the Shares (as defined below) on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) begins, currently expected to occur on September 18, 2025.

2.2 Subject Matter of the Prospectus

The Prospectus relates to the admission to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard) of the Company's entire share capital (the ***Listing***), consisting of 100,050,991 registered no-par value shares (*auf den Namen lautende Stückaktien*) in the Company (the ***Shares***), each Share with a notional interest in the share capital of the Company of €2.50. The Shares are equal to the entire share capital upon effectiveness of the capital increase in connection with the Spin-off (as defined below). By way of a spin-off by absorption (*Abspaltung zur Aufnahme*) Continental Aktiengesellschaft (***Continental AG***, together with its consolidated subsidiaries, the ***Continental Group***) will transfer all shares in Continental Automotive Technologies GmbH (***CAT GmbH***, and together with its direct and indirect subsidiaries and participations, ***Automotive Group***) as well as the domination and profit and loss transfer agreement between Continental AG and CAT GmbH to the Company (the ***Spin-off***). After the Spin-off has taken effect, the shareholders of Continental AG will receive 100,002,991 Shares (equal to approximately 99.95% of AUMOVIO SE's share capital after the Spin-off) in the same proportion as their shareholding in Continental AG. Continental AG will retain 48,000 Shares (equal to approximately 0.05% of AUMOVIO SE's share capital after the Spin-off) which will not be transferred to the shareholders of Continental AG. For further details on the Spin-off of the Company please see Section "3. *The Spin-off*".

References in this Prospectus to the "Company" refer to AUMOVIO SE, references to the "Group" or "AUMOVIO" refer to the Company and its consolidated subsidiaries as it will exist upon the completion of the Spin-off (please see Section "3. *The Spin-off*").

2.3 Validity of this Prospectus

The validity of this Prospectus will expire with the beginning of the trading of the Shares on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), which is expected to occur on September 18, 2025. Accordingly, the validity of the Prospectus is expected to expire at the end of the day on September 18, 2025, and no obligation to supplement this Prospectus in the event of significant new factors, material mistakes or material inaccuracies will apply when this Prospectus is no longer valid.

2.4 Forward-Looking Statements

This Prospectus contains forward-looking statements. A forward-looking statement is any statement that does not relate to historical facts or events or to facts or events as at the date of this Prospectus. This applies, in particular, to statements in this Prospectus containing information on AUMOVIO's future earnings capacity, plans and expectations regarding AUMOVIO's business growth and profitability, and the general economic conditions to which AUMOVIO is exposed. In some cases, forward-looking statements can be identified by the use of forward-looking terminology or subjective assessments, which may include words such as "anticipate", "believe", "contemplate", "continue", "could", "expect", "intend", "plan", "potential", "predict", "project", "should", "target" and "would" or the negative of these words or other similar terms or expressions.

The forward-looking statements in this Prospectus are based on estimates and assessments made to the best of the Company's present knowledge. Any references to a medium-term guidance or long-term ambition should not be read as indicating that AUMOVIO is targeting any metrics for any particular financial year. Any forward-looking statements are based on assumptions, uncertainties and other factors, the occurrence or non-occurrence of which could cause AUMOVIO's actual results, including the financial condition and profitability of the Group, to differ materially from or fail to meet the expectations expressed or implied in the forward-looking statements. These expressions can be found in several sections in this Prospectus, particularly in the sections of this Prospectus describing risk factors, markets and competition, AUMOVIO's business and recent developments and outlook, and wherever

information is contained in this Prospectus regarding the Company's intentions, beliefs, or current expectations relating to AUMOVIO's future financial condition and results of operations, plans, liquidity, business outlook, growth, strategy and profitability, as well as the economic and regulatory environment to which AUMOVIO is subject. See Sections "7. *Management's Discussion and Analysis of Financial Condition and results of Operations*", "9. *Markets and Competition*", "10. *Business*", "11. *Regulatory and Legal Environment*" and "21. *Recent Developments and Outlook*".

In light of these uncertainties and assumptions, it is also possible that the future events mentioned in this Prospectus will not occur. In addition, the forward-looking estimates and forecasts reproduced in this Prospectus from third-party reports could prove to be inaccurate (for more information on the third-party sources used in this Prospectus, see Section "2.5 *Third Party and Market Information*").

For a description of risks relating to AUMOVIO and the Shares, please see Section "1. *Risk Factors*".

Moreover, it should be noted that neither the Company nor any of the Banks (as defined in Section "3.10 *Interest of participating parties in the Spin-off*") assumes any obligation, except as required by law, to update any forward-looking statement or to conform any such statement to actual events or developments. AUMOVIO may not actually achieve the plans, intentions or expectations disclosed in the forward-looking statements, and one should not place undue reliance on these forward-looking statements. These forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments.

2.5 Third Party and Market Information

This Prospectus contains statistics, data and other information relating to markets, market sizes, market shares, market positions, market trends and other industry data pertaining to the Company's business and markets. Prospective investors are advised to consider market-related statistics, data and other information with caution. For example, market studies are often based on information or assumptions that may not be accurate or appropriate, and their methodology is inherently predictive and speculative.

2.5.1 Company Analysis

To the extent not otherwise indicated, the information contained in this Prospectus on the market environment, market developments, growth rates, market trends and competition in the markets in which the Group operates are based on the Company's assessments and estimates. These assessments and estimates are, in turn, based in part on various sources, including, among others, requests for projects from customers and potential customers, industry publications, studies conducted by third parties as well as available information on the Group's competitors and customers. The Company has compiled its estimates for the relevant markets and competitive data in part on the basis of available historical data, and in part on the basis of internal assessments and forecasts, using assumptions and methodologies which the Company believes to be reasonable, as well as various sources that the Company believes to be reliable. In light of the absence, to a large extent, of publicly available market data for the specific market segments that the Group addresses, information on certain areas of its addressable markets for specific products (including the respective market definitions as well as the data on market sizes, projected growth rates and competitive position) is largely based on the businesses the Group operates and the main products it offers for which the Company believes a market can be reasonably assessed. The Company's own estimates and internal market assessments used in the Prospectus have not been checked or verified externally. The Company nevertheless assumes that its own market observations are reasonable. However, they should be viewed with caution and may differ from estimates made by competitors of the Group or from (future) studies conducted by market research institutes or other independent sources (which may also use a different market definition, product-based split and/or methodology).

The Company assumes responsibility as set forth under Section "2.1 *Responsibility for the Contents of the Prospectus*" for all estimates of market and other data and information that form part of its own assessments and estimates.

2.5.2 Third-party Sources

The third-party sources listed below were used in the preparation of this Prospectus. The relevant information has been accurately reproduced and, as far as the Company is aware and able to ascertain, no facts have been omitted which would render the reproduced information provided inaccurate or misleading. Neither the Company nor the Banks have independently verified the figures, market data or other information on which third parties have based their studies.

The following third-party sources were used in preparation of this Prospectus:

- ACEA – Economic and Market Report: Global and EU auto industry – Full year 2024 (available via: https://www.acea.auto/publication/economic-and-market-report-global-and-eu-auto-industry-full-year-2024/) (cited as "ACEA Report")
- Berylls Strategy Advisors, Top 100 Suppliers, July 2025 (available via: https://www.berylls.com/top100/) (cited as "Berylls Top 100 Suppliers 2024")
- ING Bank N.V. – Article: China's export restrictions on rare earths causes alarm for automotive industry (available via: https://think.ing.com/articles/chinas-crackdown-on-rare-earth-causes-alarm-automotive-industry/) (cited as "ING – China's export restrictions")
- McKinsey & Company - Truck as a service: The next step en route to zero-emission fleets (available via: https://www.mckinsey.com/industries/automotive-and-assembly/our-insights/truck-as-a-service-the-next-step-en-route-to-zero-emission-fleets#/) (cited as "McKinsey: Truck as a Service")
- S&P Global Mobility, Global Light Vehicle Production Forecast, May 2023 (cited as "S&P Global May 2023")
- S&P Global Mobility, Global Light Vehicle Production Forecast, April 2024 (cited as "S&P Global April 2024")
- S&P Global Mobility, Global Light Vehicle Production Forecast, July 2025 (cited as "S&P Global July 2025")
- S&P Global Mobility, Commercial Vehicle Production Forecast, July 2025 (cited as "S&P Global Commercial Vehicle July 2025")
- Techno Systems Research Co., Ltd., Automotive Sensing Systems Market Analysis 2022-2023, April 2023 (cited: "Techno Systems Research").

The third-party sources S&P Global May 2023, S&P Global April 2024, S&P Global July 2025, and S&P Global Commercial Vehicle July 2025 (together, the ***S&P Materials***) are the copyrighted property of S&P Global Inc. and its subsidiaries (***S&P***) and represent data, research, opinions or viewpoints published by S&P, and are not representations of fact. The S&P Materials speak as of their original publication date and not as of the date of the Prospectus. The information and opinions expressed in the S&P Materials are subject to change without notice and S&P has no duty or responsibility to update the S&P Materials. Moreover, while the S&P Materials cited in the Prospectus are from sources considered reliable, the accuracy and completeness therof are not warranted, nor are the opinions and analyses which are based upon it.

In addition, certain market, economic and industry data, in particular statistics, data and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and markets, have been derived and extrapolated from a commissioned study from Berylls Strategy Advisors GmbH (together with its affiliates, ***Berylls***) dated February 2025 (the ***Industry Study***), as well as the Company's analysis and estimates, which are in turn based upon multiple sources such as internal surveys, customer feedback as well as third party sources, including the Industry Study.

The Industry Study, data and information referenced herein from the Industry Study (the ***Berylls Materials***) are the copyrighted property of Berylls and represent data, research, opinions or viewpoints published by Berylls, and are not representations of fact. The Berylls Materials speak as at the original publication date thereof and not as at the date of the Prospectus. The information and opinions expressed in the Berylls Materials are based, in part, on projections and forecasts which by their nature are speculative and may prove to be wrong; the information and opinion expressed in the Berylls Materials are subject to change without notice and Berylls has no duty or responsibility to update the Berylls Materials. Moreover, while the Berylls Materials reproduced herein are from sources considered reliable, the accuracy and completeness thereof are not warranted, nor are the opinions and analyses which are based upon it. Berylls Materials were prepared by Berylls for the sole benefit and use of AUMOVIO. No representation, warranty, express or implied is given by or on behalf of Berylls or its directors, officers, employees or agents or any other persons as to, and no reliance should be placed on, the accuracy or completeness of such information, which may be subject to change and correction without notice. The statements, findings, conclusions, views and opinions contained and expressed in this Prospectus are not necessarily those of Berylls. No responsibility, obligation or liability whatsoever, whether arising in tort, contract or otherwise, is accepted or will be accepted by Berylls or its affiliates or their respective directors, officers

or employees or any other person for any loss, cost or damage howsoever arising, directly or indirectly, from any use of such information.

Third-party information contained on any website mentioned in this Prospectus is not incorporated by reference in this Prospectus and is not part of this Prospectus.

2.6 Currency presentation and presentation of figures

In this prospectus, "euro", "EUR" and "€" refer to the single European currency adopted by certain participating member states (***EU Member States***) of the European Union (the ***EU***), including Germany (the ***Eurozone***).

Where financial data in this Prospectus is labeled "audited", this means that it has been taken from the Annual Consolidated Financial Statements (as defined in Section "2.7 *Presentation of Financial Information*"). The label "unaudited" is used in this Prospectus to indicate financial data that has been taken from the Interim Consolidated Financial Statements (as defined in Section "2.7 *Presentation of Financial Information*") or taken or derived from the Company's accounting records or internal reporting systems, e.g., its controlling system. All of the financial data presented in this Prospectus are shown in millions of euros (EUR or € million), except as otherwise stated.

Individual figures (including percentages) stated in this Prospectus have been rounded using the common commercial method (*kaufmännische Rundung*). The sum totals or interim totals contained in the tables may possibly differ from the non-rounded figures contained elsewhere in this Prospectus due to this rounding. Furthermore, figures that have been rounded may possibly not exactly add up to the interim totals or sum totals contained in the tables or stated elsewhere in this Prospectus. In some instances, such rounded figures and percentages may not add up to 100% or to the totals or subtotals contained in the Prospectus. Financial data presented with a negative sign ("-") in front denotes the negative of such figure presented. With respect to financial data set out in this Prospectus, a dash ("-") signifies that the relevant figure is not applicable, while a zero ("0") signifies that the relevant figure is available but is or has been rounded to zero.

2.7 Presentation of Financial Information

This Prospectus includes the audited consolidated financial statements of the Automotive Group for the fiscal years ended December 31, 2022 (***Fiscal Year 2022***), 2023 (***Fiscal Year 2023***) and 2024 (***Fiscal Year 2024***) prepared on the basis of IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (***IFRS***) (the ***Annual Consolidated Financial Statements***), (ii) the unaudited condensed consolidated interim financial statements of the Automotive Group for the six-month period ended June 30, 2025 (***Half Year 2025***) including the comparative figures for the six month period ended June 30, 2024 (***Half Year 2024***), prepared in accordance with IFRS for interim financial reporting (IAS 34) (the ***Interim Consolidated Financial Statements***, and together with the Annual Consolidated Financial Statements, the ***Consolidated Financial Statements***) and (iii) the audited unconsolidated financial statements of the Company (formerly named: Continental Automotive Holding SE, before: Blitz 24-891 SE) for the short fiscal year from August 6, 2024 to December 31, 2024, prepared in accordance with generally accepted accounting principles in accordance with the German Commercial Code (*Handelsgesetzbuch*) (***German GAAP***) (***Unconsolidated Financial Statements***, and together with the Consolidated Financial Statements, the ***Financial Statements***).

The Automotive Group provides a complete historical representation of the business spun off to the Company. After the Spin-off has taken effect, AUMOVIO will consist of AUMOVIO SE as parent company and the Automotive Group. For further information, in particular as to the preparation of the Consolidated Financial Statements and the scope of consolidation, see Section "7.2 *Preparation of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements*" and note 40 of the Annual Consolidated Financial Statements, as included in the Section "20. *Financial information*" of this Prospectus on page F-128.

The companies included in Annual Consolidated Financial Statements are the companies of the Automotive Group, i.e., CAT GmbH together with its direct and indirect subsidiaries. Not included is AUMOVIO SE. Consolidated financial statements of AUMOVIO as at December 31, 2024 or prior periods do not exist because the Company does not hold any participations prior to the Spin-off taking effect and in particular does not constitute a group for the purposes of '*IFRS 10 – Consolidated Financial Statements*' with the Automotive Group. The Company has no own material assets and, with the exception of limited administrative measures in preparation for the Spin-off, does not perform any material business prior to the Spin-off taking effect.

2.8 Non-IFRS Measures (Alternative Performance Measures)

This Prospectus contains certain non-IFRS financial measures (***APMs***), including adjusted operating result (adjusted EBIT) (***Adjusted EBIT***), Adjusted EBIT margin (***Adjusted EBIT Margin***), adjusted cash flow before financing activities (***Adjusted Free Cash Flow***), adjusted sales (***Adjusted Sales***), book-to-bill ratio (***Book-to-Bill Ratio***), capital expenditure (***Capital Expenditure***), EBIT, earnings before interest, tax, depreciation and amortization (***EBITDA***), equity ratio (***Equity Ratio***), cash flow before financing activities (***Free Cash Flow***), gross margin (***Gross Margin***), research and development expenses (net) (***Research and Development Expenses (Net)***), return on capital employed (***ROCE***), and working capital (***Working Capital***), that are not defined or required by, or presented in accordance with, IFRS, German GAAP or any other generally accepted accounting principles (***GAAP***). These APMs are measures of the Group's historical or future performance, financial position or cash flows that contain adjustments that exclude or include amounts that are included or excluded, as the case may be, from the most directly comparable measure calculated and presented in accordance with IFRS in the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements. The APMs are alternative performance measures as defined in the guidelines issued by the European Securities and Markets Authority (***ESMA***) on October 5, 2015 on alternative performance measures. AUMOVIO and the Automotive Group present APMs in addition to IFRS financial measures, like operating profit, because they are used by management in monitoring, evaluating and managing its business and management believes these measures provide investors with an enhanced understanding of AUMOVIO's and the Automotive Group's underlying financial performance and related trends.

The definitions of the APMs used by the Company may differ from definitions used for similarly titled measures used by Group's competitors, peers and other companies. AUMOVIO's and the Automotive Group's APMs may therefore not be comparable to other APMs used by such other companies. Even though AUMOVIO's and the Automotive Group's APMs are used by management to assess ongoing operating performance and liquidity and these types of measures are commonly used by investors, they have important limitations as analytical tools, and investors should not consider them in isolation or as substitutes for analysis of AUMOVIO's results as reported under IFRS. APMs are not measurements of the Group's or the Company's performance or liquidity under IFRS or German GAAP and should not be considered as alternatives to results for the period or any other performance measures derived in accordance with IFRS, German GAAP or any other GAAP or as alternatives to cash flow from operating, investing or financing activities presented in accordance with IFRS, German GAAP or any other GAAP. For a reconciliation of each APM to nearest measure derived in accordance with IFRS, see Section "7.5 *Key Performance Indicators and Alternative Performance Measures*".

The table below sets for the definition of each of the Company's APMs and the relevance of its use:

APM	Definition	Relevance of its use
Adjusted EBIT	Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).	The Company discloses adjusted financial figures because it believes that a more insightful assessment of the Group's performance can be obtained by making certain adjustments to its reported results. The adjustment eliminates one-off effects and can be used to compare operational profitability between periods. Therefore, the Company believes that Adjusted EBIT, Adjusted EBIT Margin, Adjusted Free Cash Flow and Adjusted Sales are of relevance for the evaluation of the Group's performance and business activities over time. The Company discloses Adjusted EBIT, Adjusted Free Cash Flow and Adjusted Sales as APMs, as it believes they are meaningful measures to evaluate the
Adjusted EBIT Margin	Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.	
Adjusted Free Cash Flow	Adjusted Free Cash Flow is calculated as the sum of cash flow from operating activities and investing activities, adjusted for cash inflow/outflow from interest-bearing investments as well as for	

APM	Definition	Relevance of its use
	acquisitions and divestments of companies and business operations.	performance of the Group's business activities over time, without being affected by special items, corresponding to a normalized result of operations. The Company believes that the presentation of Adjusted EBIT Margin provides useful information on how the Group's business developed in its markets under a normalized perspective. The Company believes Adjusted Free Cash Flow provides meaningful information to investors as it is a measure of cash generated by the Company which excludes effects that are not expected to occur on a regular recurring basis, e.g., effects from acquisitions of companies and business. Therefore, the measure gives an indication of the long-term cash generating ability of the Company's business.
Adjusted Sales	Adjusted Sales is calculated as sales adjusted for changes in the scope of consolidation.	
Book-to-Bill Ratio	Book-to-Bill Ratio is calculated as the ratio of order intake over sales.	The Company discloses Book-to-Bill-Ratio to assess its growth prospects.
Capital Expenditure	Capital Expenditure relates to additions to property, plant and equipment, and software, as well as additions to capitalized right-of-use assets in line with '*IFRS 16 – Leases*', and additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'.	The Company discloses Capital Expenditure as a relevant key figure in combination with other key figures. For example, the Company believes Capital Expenditure in combination with sales or depreciation can be used to measure the performance of investments. Capital Expenditure can be used as a meaningful result to compare companies within the industry and to assess the market position.
EBIT	Earnings before interest and tax. In the Group's financial reports this abbreviation is defined as earnings before financial result and tax.	EBIT is the result of ordinary business activities and is used to assess operational profitability. The Company discloses EBIT as APM, as it believes it is a meaningful measure to evaluate the performance of the Group's business activities over time. The Company is of the opinion that this measure is broadly used by investors in assessing the Group's performance.
EBITDA	Earnings before interest, tax, depreciation and amortization. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT; depreciation of property, plant and equipment; amortization of	EBITDA is used to assess operational profitability. The Company discloses EBITDA as an APM, as it believes it is a meaningful measure to evaluate the performance of the Group's business activities over time. The Company is of the opinion that this

APM	Definition	Relevance of its use
	intangible assets; and impairment, excluding impairment on financial investments.	measure is used by investors in assessing the Group's performance.
Equity Ratio	The Equity Ratio is calculated as total equity as reported in the statement of financial position, including non-controlling interests, divided by total assets.	The Equity Ratio measures the amount of assets that are financed by shareholder's investments by comparing the total equity to the total assets of the Group. The Company discloses Equity Ratio as an APM because it believes it is a high-level indicator of the solidity of the capital structure.
Free Cash Flow	Free Cash Flow is the sum of cash flow arising from operating activities and cash flow arising from investing activities. It is also referred to as cash flow before financing activities.	Free Cash Flow is used to assess financial performance. The Company discloses Free Cash Flow as APM because it demonstrates the Group's ability to reduce debt financing and distribute funds to shareholders.
Gross Margin	Gross Margin is defined as gross margin on sales divided by sales.	The Company discloses Gross Margin to compare gross profitability within its industry.
Research and Development Expenses (Net)	Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.	The Company discloses Research and Development Expenses (Net) as an APM because the Company believes it is a measure in analyzing EBIT.
ROCE	ROCE is calculated as the ratio of EBIT to average operating assets for the fiscal year. ROCE corresponds to the rate of return on the capital employed. Operating assets are defined as the assets less liabilities as reported in the consolidated statement of financial position, without recognizing the net indebtedness, sale of trade accounts receivable, deferred tax assets, income tax receivables and payables, as well as other financial assets and debts. Average operating assets are calculated as the average of the beginning balance and ending balance of operating assets for the period and correspond to the capital employed. Net indebtedness is defined as short-term indebtedness plus long-term indebtedness less cash and	ROCE is used to assess the Group's profitability and efficiency. The Company discloses ROCE as an APM because it shows the ability to finance the coverage of average cost of capital.

APM	Definition	Relevance of its use
	cash equivalents, short-term derivative instruments and interest-bearing investments and long-term derivative instruments and interest-bearing investments.	
Working Capital	Working Capital is calculated as inventories plus trade accounts receivables less trade accounts payable.	The Company discloses Working Capital as a key indicator of operational efficiency and liquidity. It reflects the Company's ability to cover its short-term obligations with its short-term assets.

2.9 Documents available for Inspection

For the period during which this Prospectus is valid, the following documents will be available for inspection on the Company's website www.aumovio.com:

- the Company's articles of association (the ***Articles of Association***);
- the audited consolidated financial statements of the Automotive Group for Fiscal Year 2022, Fiscal Year 2023 and Fiscal Year 2024;
- the audited unconsolidated financial statements of the Company (formerly named: Continental Automotive Holding SE, before: Blitz 24-891 SE) for the short fiscal year from August 6, 2024 to December 31, 2024;
- the unaudited consolidated interim financial statements of the Automotive Group for Half Year 2025 including the comparative figures for Half Year 2024.

The Company's future consolidated annual and interim financial statements and unconsolidated annual financial statements will be available from the Company's website and from the German Company Register (*Unternehmensregister*) (www.unternehmensregister.de). The Company's future consolidated annual and interim financial statements and unconsolidated annual financial statements will also be published in the German Federal Gazette (*Bundesanzeiger*). Information contained on the Company's website is not incorporated by reference in this Prospectus.

2.10 Enforcement of Civil Liabilities

The Company is a European Stock Corporation (*Societas Europaea (SE)*) governed by European and German law and a substantial portion of its assets are located primarily outside the United States of America (the ***U.S.***). It may not be possible for investors to effect service of process within the U.S. upon the Company or members of the Company's executive board (*Vorstand*) (the ***Executive Board***) or the Company's supervisory board (*Aufsichtsrat*) (the ***Supervisory Board***) as the majority of such persons are non-residents of the U.S. and all or most of their assets are located outside the U.S., or to enforce against them or the Company judgments of courts of the U.S., whether or not predicated upon the civil liability provisions of the federal securities laws of the U.S. or other laws of the U.S. or any state thereof.

The U.S. and Germany do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for payment of money rendered by a federal or state court in the U.S. based on civil liability, whether or not predicated solely upon U.S. federal securities laws, may not be enforceable, either in whole or in part, in Germany. However, if the party in whose favor such final judgment is rendered brings a new suit in a competent court in Germany, such party may submit to the German court the final judgment rendered in the U.S. Under such circumstances, a judgment by a federal or state court of the U.S. against the Company or such persons will be regarded by a German court only as evidence of the outcome of the dispute to which such judgment relates, and a German court may choose to re-hear the dispute. In addition, awards of punitive damages in actions brought in the U.S. or elsewhere may be unenforceable in Germany.

2.11 ISIN/WKN/Common Code/Trading Symbol

International Securities Identification Number (ISIN)	DE000AUM0V10
German Securities Code (*Wertpapierkennnummer*, WKN)	AUM0V1
Common Code	000308958825
Trading Symbol	AMV0

2.12 Information to Distributors

Each distributor is responsible for undertaking its own target market assessment with respect to the Shares and determining appropriate distribution channels. Solely for the purpose of fulfilling the product governance requirements set forth in (i) Directive 2014/65/EU of the European Parliament and of the Council of May 15, 2014 on markets in financial instruments, as amended (***MiFID II***), (ii) Articles 9 and 10 Commission Delegated Directive (EU) 2017/593 of April 7, 2016 supplementing MiFID II and (iii) local implementing measures (together, the ***MiFID II Requirements***), and disclaiming any and all liability, whether arising in tort, contract or otherwise, which a "manufacturer" (for the purposes of the MiFID II Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process. As a result of such process, it has been determined that the Shares are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (ii) eligible for distribution through all distribution channels permitted by MiFID II (the ***Target Market Assessment***).

Notwithstanding the Target Market Assessment, the price of the Shares may decline, and investors could lose all or part of their investment. The Shares offer no guaranteed income and no capital protection, and an investment in the Shares is only suitable for investors who:

- do not need a guaranteed income or capital protection;
- either alone or together with an appropriate financial or other adviser, are capable of evaluating the merits and risks of such an investment; and
- who have sufficient resources to be able to bear any losses that may result from such an investment.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal, or regulatory selling restrictions in relation to any subsequent offering or resale of the Shares and does not constitute (i) an assessment of suitability or appropriateness for the purposes of MiFID II or (ii) a recommendation to any investor or group of investors to invest in, purchase, or take any other action whatsoever with respect to, the Shares.

In addition, other restrictions may apply in other jurisdictions in relation to any subsequent offering transfer or resale of the Shares. Potential investors or distributors should make their own assessment on the suitability, appropriateness and lawfulness of any such offering, transfer or resale and as to their own investment decision and, if appropriate, seek professional advice for the relevant jurisdiction or jurisdictions. In particular, it may be unlawful in certain jurisdictions to make Shares available to others, including through a resale, allotment, delivery or transfer, without a registration or the publication of a disclosure document approved or otherwise endorsed by the competent authority in such jurisdictions unless an exemption or waiver applies.

3. THE SPIN-OFF

In December 2024, the executive board of Continental AG decided to separate its group sector Automotive (including the business activities of the group sector Contract Manufacturing which is organizationally integrated into the Automotive group sector) into an independent and listed group. The separation aims, in particular, at giving the Automotive group sector as well as the Tires and ContiTech group sectors, which will both remain with the Continental Group in the course of the Spin-off, greater flexibility in developing their businesses. In order to execute the separation, it was decided to spin-off by way of absorption (*Abspaltung zur Aufnahme*) in accordance with the German Transformation Act (*Umwandlungsgesetz* – ***UmwG***) the participation of Continental AG in CAT GmbH, the parent company of Automotive Group, to AUMOVIO SE. As consideration for the Spin-off, 100,002,991 Shares (equal to approximately 99.95% of AUMOVIO SE's share capital after the Spin-off) are being transferred to the shareholders of Continental AG in the same proportion (*verhältniswahrend*) as their shareholding in Continental AG after the Spin-off has taken effect.

CAT GmbH is the operating parent company of the Automotive Group and will be the operating parent company of AUMOVIO after the Spin-off has taken effect. The operating business of the Automotive Group will comprise the business activities of the Automotive segment of Continental AG as well as the business activities of the Contract Manufacturing segment of Continental AG, all of which are primarily provided by subsidiaries of CAT GmbH. As a result of the Spin-off, all of the direct and indirect subsidiaries and participations of CAT GmbH, i.e., the group sectors Automotive and Contract Manufacturing, as well as the domination and profit and loss transfer agreement between Continental AG and CAT GmbH are transferred to AUMOVIO SE.

The Spin-off is based on a spin-off and transfer agreement (*Abspaltungs- und Übernahmevertrag*) between Continental AG and the Company (the ***Spin-off and Transfer Agreement***). On March 10, 2025, the executive board of Continental AG decided to submit the Spin-off and Transfer Agreement, subject to approval of the supervisory board, to the annual shareholders' meeting of Continental AG for resolution. The supervisory board of Continental AG approved this resolution on March 12, 2025. The Spin-off and Transfer Agreement was signed on March 13, 2025, and it was approved by the general shareholders' meeting of Continental AG on April 25, 2025. In addition, the Spin-off and Transfer Agreement was approved by the general shareholders' meeting of the Company on July 3, 2025. The general shareholders' meeting of the Company also resolved on the implementation of the capital increase required for purposes of the Spin-off.

Pursuant to the Spin-off and Transfer Agreement, the Spin-off will have retroactive economic effect as at January 1, 2025, 0:00 hrs. Following registration of the Spin-off and the capital increase necessary to implement the Spin-off in the commercial register of AUMOVIO SE at the local court (*Amtsgericht*) of Frankfurt am Main on August 28, 2025, the Spin-off will become effective upon the registration of the Spin-off with the competent commercial register of Continental AG of the local court (*Amtsgericht*) of Hanover. Such registration with the commercial register of Continental AG is determinative for the effectiveness of the Spin-off pursuant to Section 131 para. 1 no. 1 UmwG and is expected to occur no later than September 17, 2025.

With respect to the reasons for the Spin-off, see Section "4.1 *Reasons for the Spin-off*". For a description of the Spin-off and Transfer Agreement, see Section "16.1.10 *Spin-off and Transfer Agreement*".

3.1 Preparatory Measures for the Spin-off

In preparation for the Spin-off, over the course of 2024 until 2025, the following measures have been or are being implemented to enable AUMOVIO SE to conduct its business as a stand-alone company:

Equity Contribution

- Increase of CAT GmbH's equity in two steps by a total amount of €6,388 million, consisting of (i) a capital increase in the amount of €5,244 million by means of the contribution of two receivables from intercompany loan agreements to the free capital reserves of CAT GmbH with effect from December 18, 2024 and (ii) a capital increase in the amount of €1,144 million by way of contribution of cash to the free capital reserves of CAT GmbH with effect from August, 14 2025. In addition to the repayment of CAT GmbH's remaining liabilities to Continental Group from intercompany financing and the separation of Automotive Group from the financial structures of the Continental Group, the capitalization shall ensure that AUMOVIO has a robust capital structure enabling a focus on implementing its business strategy. As an element of this capital structure, the liquidity position of AUMOVIO is based on cash and cash equivalents in the amount of €1.5

billion. As at June 30, 2025, the Automotive Group would have had no remaining liabilities to Continental Group from intercompany financing and the Automotive Group's cash and cash equivalents would have amounted to €1.5 billion, if the capital had already been increased on June 30, 2025.

Corporate Set-up of AUMOVIO

- establishment of AUMOVIO's own governance system, including an internal control system, risk management system and compliance management system (***CMS***), sustainability and environmental, social and governance (***ESG***) related processes, and internal audit system
- set-up of AUMOVIO SE's treasury organization and measures to end AUMOVIO SE's participation in Continental Group's financing arrangements through intragroup financing and preparations to end its participation in Continental Group's cash pooling, other cash management, and hedging transactions and replacement of bank and group guarantees
- employment of a limited number of employees responsible for certain crucial Group functions
- establishment of AUMOVIO's own IT organization
- set-up of global insurance programs for the Group
- planning of taxes payable

Disentanglement of Automotive Group from Continental Group

- transfer of certain intellectual property rights and the entering into related cross- and back-license agreements between Continental Group and AUMOVIO as well as entering into a trademark license agreement allowing AUMOVIO the use of the name "Continental" and related logos for certain sell-off and re-branding periods and end-customer products; and the creation of its own corporate identity related to the "AUMOVIO" name (please see Section "16.1.7 *Intellectual Property Rights (Trademarks)*")
- separation of pension plans and funding vehicles for the employees of Automotive Group (if not already held and managed by Automotive Group) and build-up of standalone administration of pension plans applicable to employees of Automotive Group
- allocation of contracts with third parties between AUMOVIO and Continental Group

Transitional services and manufacturing and supply agreements

- entering into certain manufacturing and supply agreements and two framework delivery agreements regarding the supply of certain products by companies of the remaining Continental Group's group sectors Tires and ContiTech, including its OESL unit, compromising several entities, including ContiTech Vibration Control GmbH (together, the ***OESL Group***), to companies of AUMOVIO, and vice versa, and three transitional general services agreements for the provision of services by Continental Group's remaining group sectors Tires, ContiTech, and OESL, to AUMOVIO and vice versa (e.g., in the area of information technology (***IT***), HR, HR IT and purchasing)

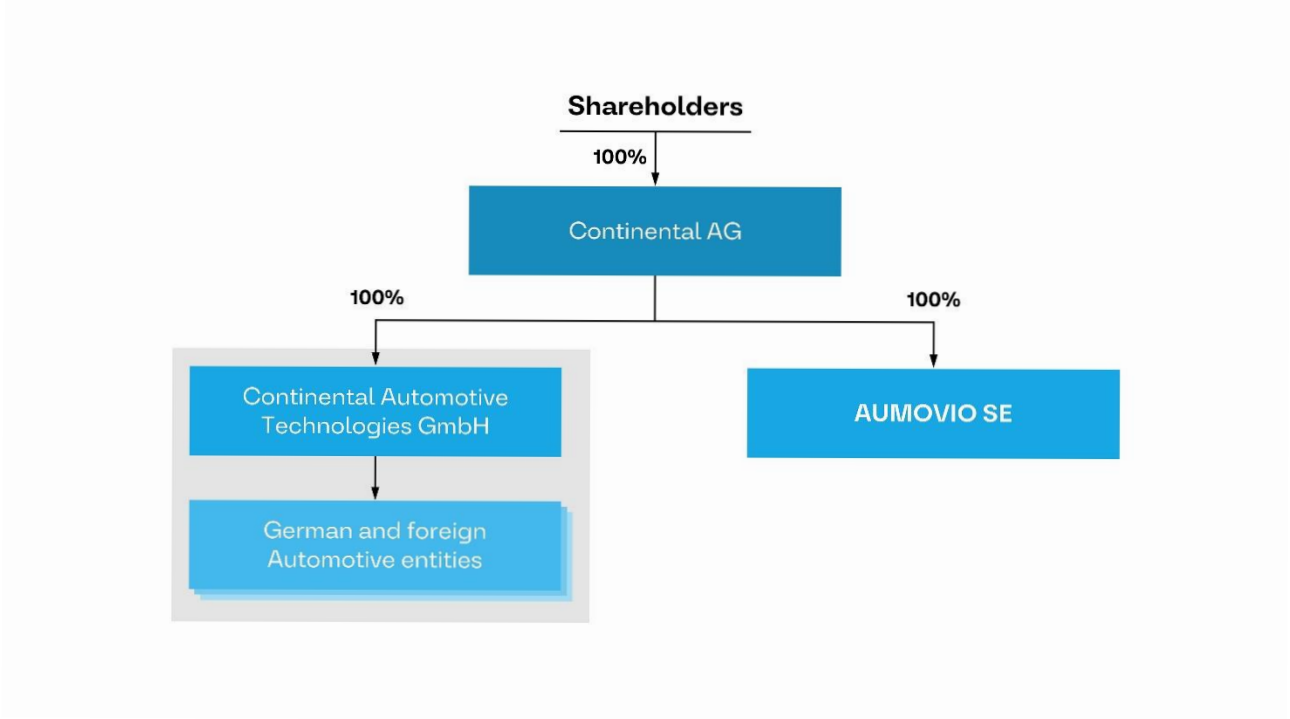
Additionally, in preparation for the Spin-off, shareholdings in certain group companies have been transferred to allocate these either to the remaining Continental Group or AUMOVIO. To this end, the following reorganization measures were implemented in 2024:

- The 100% participation held by AUMOVIO Global Holding Netherlands B.V. in Conti-Gummi Finance B.V., a financing vehicle of the Continental Group, was sold and transferred to CGH Holding B.V. After the Spin-off has taken effect, Conti-Gummi Finance B.V. will therefore remain part of the Continental Group.
- Furthermore, the 100% participation held by Continental Automotive Inc. in Continental Rubber of America Corporation, a financing vehicle of the Continental Group, was sold and transferred to Continental Global Holding Netherlands B.V. After the Spin-off has taken effect, Continental Rubber of America Corporation will therefore remain part of the Continental Group.
- In addition, the 100% participation held by Continental Caoutchouc-Export-GmbH in co-pace GmbH, including its minority interest in Unternehmertum VC Fonds II GmbH & Co. KG, was sold and transferred to CAT GmbH. After the Spin-off has taken effect, co-pace GmbH will therefore be part of AUMOVIO.

Continental Automotive GmbH (***CA GmbH***), the sole shareholder of CAT GmbH has been merged into Continental AG (the ***Merger***), making Continental AG the sole direct shareholder of CAT GmbH. The merger was approved by the shareholders' meeting of Continental AG on April 25, 2025 and registered

with the commercial register of Continental AG and of CA GmbH on July 1, 2025. Accordingly, Continental AG became the direct sole shareholder of CAT GmbH and will also be at the time of registration of the Spin-off with the commercial register of Continental AG as transferring entity in accordance with Section 20 para. 1 no. 1 UmwG and will therefore be able to spin off this direct participation in CAT GmbH to AUMOVIO SE. As a result of the Merger, Continental AG also became the controlling company under the existing domination and profit and loss transfer agreement between CA GmbH and CAT GmbH (the ***Domination and Profit and Loss Transfer Agreement***) and will be able to spin off this contractual position to AUMOVIO SE. The Merger has retroactive economic effect as at January 1, 2025.

Following completion of the preparatory measures for the Spin-off, the (simplified) corporate structure immediately prior to the Spin-off taking effect is as set forth in the diagram below.



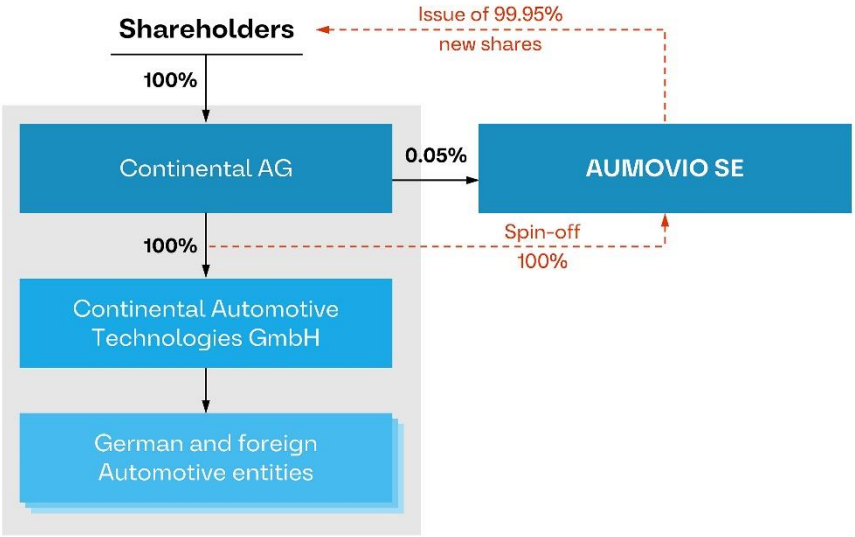
3.2 The Spin-off Procedure

In the Spin-off, Continental AG will transfer (as transferor) all its shares held in CAT GmbH as well as the Domination and Profit and Loss Transfer Agreement between Continental AG and CAT GmbH to AUMOVIO SE as transferee by way of spin-off by absorption (*Abspaltung zur Aufnahme*) in accordance with the UmwG.

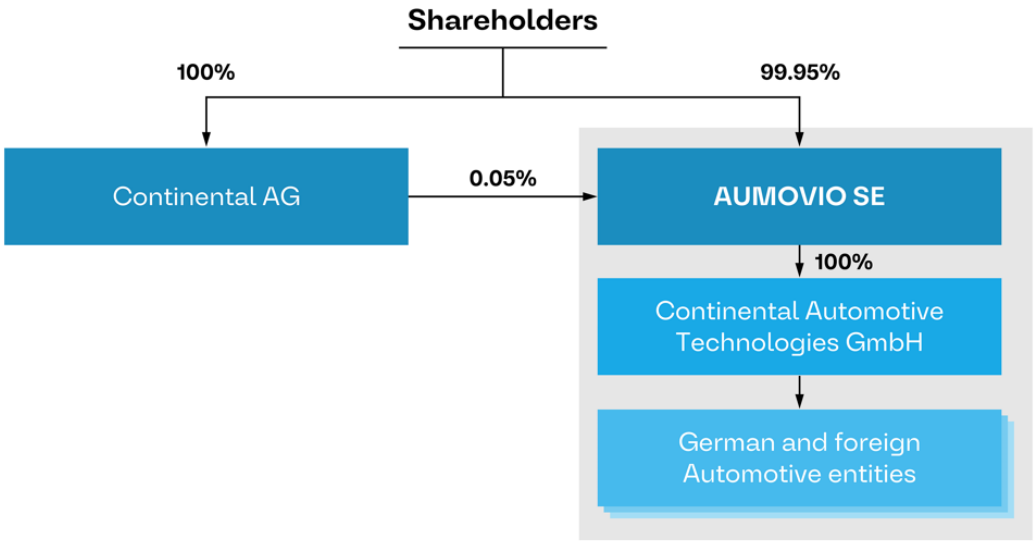
Through the Spin-off, the shareholders of Continental AG will receive a participation in AUMOVIO SE in proportion (*verhältniswahrend*) to their respective participation shareholding in Continental AG at the time of the Spin-off (so-called pro rata spin-off (*verhältniswahrende Abspaltung*)). The AUMOVIO SE shares required for this will be created by a capital increase of AUMOVIO SE against contribution in kind (*Sachkapitalerhöhung*). The share capital of AUMOVIO SE will be increased from €120,000.00 by €250,007,477.50 to €250,127,477.50 by issuing 100,002,991 registered no-par value shares (*auf den Namen lautende Stückaktien*). Each AUMOVIO SE share will represent a pro rata amount of €2.50 of the share capital of AUMOVIO SE. The allocation ratio (*Zuteilungsverhältnis*) is 2:1, i.e., shareholders of Continental AG will receive one (1) Share in AUMOVIO SE for every two (2) shares in Continental AG.

Continental AG will retain 48,000 Shares (equal to approximately 0.05% of AUMOVIO SE's share capital after the Spin-off) which will not be spun off in the Spin-off. Continental AG intends to sell these shares on the market in a timely manner after the Spin-off and Listing.

The following diagrams illustrate the mechanics of the Spin-off (in simplified form):



With the structure after the Spin-off has taken effect (in simplified form):



3.3 Expert Auditor for the Spin-off

At the joint request of the Executive Board and the executive board of Continental AG, the regional court (*Landgericht*) of Hanover selected and appointed PwC as joint expert spin-off auditor (*Spaltungsprüfer*) by order of January 9, 2025. PwC as the spin-off auditor audited the Spin-off and Transfer Agreement and issued a spin-off audit report dated March 14, 2025.

3.4 Audit of the Capital Increase against Contribution in kind and Post-formation Audit

The issuance of new shares in AUMOVIO SE to the Continental AG shareholders against contribution of the participation in CAT GmbH to AUMOVIO SE by way of spin-off by absorption is associated with a capital increase against contribution in kind (*Sachkapitalerhöhung*) at AUMOVIO SE.

As required by law, an audit was conducted in the context of the capital increase against contribution in kind (*Sacheinlageprüfung*) examining whether the value of the contribution in kind reaches the minimum

issue price for the shares granted in exchange. In addition, an audit of post-formation acquisition (*Nachgründungsprüfung*) was conducted examining whether the net asset value of the transferred assets, i.e. the participation in CAT GmbH, reached at least the minimum issue price of the shares in AUMOVIO SE that were granted as consideration for the transfer of the assets. The audit of post-formation acquisition (*Nachgründungsprüfung*) was required by law as AUMOVIO SE and its sole shareholder Continental AG are parties of a spin-off and entered into the Spin-off and Transfer Agreement less than two years after the notification of the economic re-establishment (*wirtschaftliche Neugründung*) of AUMOVIO SE in the commercial register.

On December 19, 2024, PwC was appointed as the auditor of the post-formation acquisition and the capital increase against contribution in kind (*Nachgründungs- und Sachkapitalerhöhungsprüfer*) by the local court (*Amtsgericht*) of Munich, which was the competent court as AUMOVIO SE (formerly named: Continental Automotive Holding SE, before: Blitz 24-891 SE) had its registered seat in Munich at the date of the appointment. PwC issued a report on the audits of the post-formation acquisition and the capital increase against contribution in kind dated July 31, 2025.

In addition, the Supervisory Board of AUMOVIO SE prepared a report on the post-formation acquisition (*Nachgründungsbericht*) as required by law.

3.5 Allocation Ratio, Trustee, Allocation and Settlement

Continental AG and AUMOVIO SE have appointed Deutsche Bank Aktiengesellschaft Taunusanlage 12, 60325 Frankfurt am Main, Germany (***Deutsche Bank***) as settlement agent to handle the processing of the allocation and settlement and to act as trustee in accordance with Sections 125 sentence 1, 71 para. 1 sentence 1 UmwG for receipt of the AUMOVIO SE shares to be granted in connection with the Spin-off and to allocate them to the eligible shareholders. Prior to the Spin-off taking effect, Deutsche Bank, in its capacity as trustee, will take possession of the AUMOVIO SE shares to be granted to the shareholders of Continental AG and then arranges for allocation of these shares to the shareholders via Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany (***Clearstream***) in a timely manner after the Spin-off has taken effect in accordance with the share allocation ratio (*Zuteilungsverhältnis*) of 2:1 set forth in the Spin-off and Transfer Agreement. Continental AG will retain 48,000 shares in AUMOVIO SE (equal to approximately 0.05% of the share capital after the Spin-off) which will not be spun off in the Spin-off.

The Shares will be represented by one or more global share certificates (each a ***Global Share Certificate***, and together, the ***Global Share Certificates***), which will be deposited with Clearstream.

3.6 Notification of Allotment (*Zuteilungsbekanntmachung*)

The German language version of the notification of allotment (*Zuteilungsbekanntmachung*) set forth below is expected to be published in the German Federal Gazette (*Bundesanzeiger*) on or around September 18, 2025 (i.e., after the Spin-off and Listing), subject to the correctness of the stated dates on the time of publication:

Continental Aktiengesellschaft, Hanover

ISIN DE0005439004 // German Securities Identification Number (WKN) 543900

- Allocation of AUMOVIO SE shares in the course of the spin-off ISIN DE000AUM0V10 // WKN AUM0V1 -

Continental Aktiengesellschaft (***Continental AG***) as the transferring company and AUMOVIO SE as the receiving company entered into a spin-off and transfer agreement on March 13, 2025 (the ***Spin-off and Transfer Agreement***). Under this agreement, Continental AG transferred all shares in Continental Automotive Technologies GmbH (***CAT GmbH***) as well as the domination and profit and loss transfer agreement between Continental AG and CAT GmbH by way of spin-off by absorption (*Abspaltung zur Aufnahme*) under Section 123 para. 2 no. 1 UmwG to AUMOVIO SE (the ***Spin-off***). As consideration for the Spin-off, the shareholders of Continental AG receive shares in AUMOVIO SE in proportion (*verhältniswahrend*) to their participations in Continental AG. The shares required for this purpose were created by a capital increase of AUMOVIO SE against contributions in kind. The allocation ratio (*Zuteilungsverhältnis*) is 2:1, i.e., shareholders of Continental AG receive one (1) share in AUMOVIO SE for every two (2) shares in Continental AG.

The shareholders' meetings of Continental AG and AUMOVIO SE approved the Spin-off and Transfer Agreement on April 25, 2025 and July 3, 2025, respectively. Following registration of the Spin-off and the

capital increase necessary to implement the Spin-off in the commercial register of AUMOVIO SE at the local court (*Amtsgericht*) of Frankfurt am Main on August 28, 2025, the Spin-off entered into effect by virtue of being recorded in the commercial register of Continental AG at the local court (*Amtsgericht*) of Hanover on September 17, 2025. Upon the Spin-off, 100,002,991 AUMOVIO SE shares (equal to approximately 99.95% of AUMOVIO SE's share capital after the Spin-off) are held by the shareholders of Continental AG. Continental AG retained 48,000 shares in AUMOVIO SE (equal to approximately 0.05% of AUMOVIO SE's share capital after the Spin-off) which were not transferred to the shareholders of Continental AG and are intended to be sold on the stock market in a timely manner.

To implement the Spin-off, AUMOVIO SE increased its share capital of €120,000.00 by €250,007,477.50 to €250,127,477.50 by issuing 100,002,991 registered no-par value shares (*auf den Namen lautende Stückaktien*) with each share representing a pro rata amount of €2.50 of the share capital. These new shares in AUMOVIO SE created as a result of the capital increase were granted to the shareholders of Continental AG. All shares issued by AUMOVIO SE are entitled to participate in profits as from January 1, 2025.

Allocation ratio

After the Spin-off has taken effect through its registration into Continental AG commercial register, the shareholders of Continental AG also became shareholders of AUMOVIO SE. In this regard, clause 11 of the Spin-off and Transfer Agreement provides for an allocation ratio of 2:1. This means that a shareholder of Continental AG receive per securities account

- for every two (2) bearer shares with no-par value in Continental AG (ISIN DE0005439004 / WKN 543900)
- one (1) registered share with no-par value in AUMOVIO SE (ISIN DE000AUM0V10 / WKN AUM0V1), representing a pro rata amount of €2.50 per share of the share capital and with the entitlement to participate in profits as from January 1, 2025.

Treasury shares of Continental AG are not eligible for allocation in connection with the Spin-off and hence will not be taken into account when allocating the new shares of AUMOVIO SE granted for the purposes of implementing the Spin-off.

Trustee and settlement agent

Continental AG and AUMOVIO SE have appointed Deutsche Bank Aktiengesellschaft to handle the processing of the allocation and settlement and to act as trustee in accordance with Sections 125 sentence 1, 71 para. 1 sentence 1 UmwG for receipt of the AUMOVIO SE shares to be granted and to allocate them to the eligible shareholders. Prior to the Spin-off taking effect, Deutsche Bank Aktiengesellschaft, in its capacity as trustee, took possession of the AUMOVIO SE shares to be granted to the shareholders of Continental AG and then allocate these shares to the shareholders via Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany (***Clearstream***) without undue delay after the Spin-off has taken effect.

Implementation of allocation

The allocation of AUMOVIO SE shares to the eligible shareholders of Continental AG are effected via Clearstream in a ratio of 2:1 on the basis of the individual securities accounts by the respective depositary bank by way of a securities account credit. Continental AG will pay the Continental AG shareholders' depositary banks domiciled in Germany a fee to cover their processing expenses. Shareholders who hold their Continental AG shares in securities accounts outside of Germany might incur commissions and expenses on the basis of the existing agreements with the custodian institution. No assurance can be given that respective Continental AG shareholders will not be subject to additional charges by the respective depositary banks.

The shareholders of Continental AG do not need to take any action with regard to the allocation of AUMOVIO SE shares.

The shares in AUMOVIO SE are allotted to the shareholders entitled thereto by crediting the shares to the securities account, which shall in principle occur on September 18, 2025, in accordance with their holdings of shares in Continental AG on (the evening of) September 17, 2025, taking into account any stock exchange transactions still outstanding. It may be expected that, in individual cases, depositary banks will effect, in analogy to the handling at Clearstream, such crediting only upon settlement of stock exchange transactions still outstanding, i.e., only on September 22, 2025.

The articles of association of AUMOVIO SE exclude the right of the shareholders of AUMOVIO SE to demand share certificates, unless this is required by the rules of a stock exchange to which the AUMOVIO SE shares are admitted. The shares in AUMOVIO SE were represented by global share certificates and

deposited with Clearstream; AUMOVIO SE's shareholders hold an interest as a co-owner in the collective holdings of shares corresponding to their respective interest. The processing of the above measures is coordinated by Deutsche Bank Aktiengesellschaft.

Holders of American Depositary Receipts (***ADR***) of Continental Aktiengesellschaft (***Continental ADRs***) are provided American Depositary Receipts representing shares in AUMOVIO SE (***AUMOVIO ADRs***) in proportion to their holdings. Holders of Continental ADRs should note that the delivery of AUMOVIO ADRs might occur later than the delivery of the shares to shareholders that are holding the Continental AG share directly. To the extent holders of Continental ADRs are, due to the share allocation ratio under the Spin-off and the terms of the Continental AG sponsored ADR program, not entitled to full AUMOVIO ADRs, Deutsche Bank Trust Company Americas as depositary (or a representative) will sell the shares in AUMOVIO SE attributable to the Continental ADRs on the stock exchange after commencement of trading and distribute the proceeds, net of applicable taxes, fees, charges and expenses, pro rata to such holders of the Continental ADRs. In connection with any such sale of shares, Deutsche Bank Trust Company Americas as depositary (or any representative) shall not have any liability for the price received in connection with any such sale, the timing thereof or any delay in action or omission to act nor shall it be responsible for any error or delay in action, omission to act, default or negligence on the part of the party so retained in connection with any such sale or proposed sale.

The share allocation ratio of 2:1 results in fractional shares (fractional entitlements) to the extent that holdings of Continental AG shares in securities accounts are not an exact multiple of two. In such a case, the affected shareholders of Continental AG initially receive fractional shares in AUMOVIO SE. Since generally no shareholder rights can be asserted on the basis of such fractional shares (see Section 213 para. 2 German Stock Corporation Act (*Aktiengesetz* – ***AktG***)), such fractional shares are aggregated and compensated in cash by the relevant custodian banks or at the level of Clearstream by Deutsche Bank Aktiengesellschaft as the central issuing agent in accordance with the European guidelines for the implementation of capital measures without the participation of the holders of fractional shares. The amount of the cash payment is determined by the shareholder's share of the net proceeds from the sale of the AUMOVIO SE Shares aggregated from fractional shares at the level of the respective custodian bank. The net proceeds will be distributed to the holders of fractional shares, with each holder receiving a share of the proceeds in proportion to the share of the fractional shares that the holder would otherwise have been entitled to receive. As the price of the AUMOVIO SE share may fluctuate, the cash proceeds received by the AUMOVIO SE shareholders for their fractional shares may differ depending on the time when they are sold by the respective custodian bank.

No commissions or expenses will be charged for the sale of fractional shares to entitled shareholders who hold their Continental AG shares in securities accounts in Germany. Shareholders who hold their Continental AG shares in securities accounts outside of Germany might incur commissions and expenses on the basis of the existing agreements with the custodian institution.

Stock exchange admission and commencement of listing

The German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht,* ***BaFin***) approved AUMOVIO SE's prospectus for the exchange listing. BaFin only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129 and such approval should not be considered as an endorsement of the issuer that is the subject of the prospectus. The prospectus for the listing of AUMOVIO SE's 100,050,991 registered no-par value shares (*auf den Namen lautende Stückaktien*) is available on a dedicated section of the Company's website under www.aumovio.com.

AUMOVIO SE's 100,050,991 registered no-par value shares (*auf den Namen lautende Stückaktien*) were admitted to the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and, simultaneously, to the sub-segment of the regulated market with additional obligations arising from admission (Prime Standard) on September 17, 2025.

Exchange trading in the shares of AUMOVIO SE started on September 18, 2025.

Also on September 18, 2025, Continental AG's shares were listed on the regulated markets of the stock exchanges in Frankfurt am Main, Hamburg, Hanover, and Stuttgart with the notation "ex spin-off". The intention was that the Continental AG shares listed at other stock exchange markets in and outside the Federal Republic of Germany were, as far as possible, traded with a comparable notation. In any event, after the Spin-off has taken effect, the Continental AG share only represented, in economic terms, a very limited participation in the business activities that have been spun off for transfer to AUMOVIO SE as Continental AG only retains 48,000 shares in AUMOVIO SE (equal to approximately 0.05% of the share

capital after the Spin-off). Continental AG intends to sell these shares on the stock market in a timely manner so that after such sale Continental AG no longer hold any shares in AUMOVIO SE.

Hanover, in September 2025

Continental Aktiengesellschaft

The Executive Board

3.7 ADR Program

In the U.S., Continental AG shares are traded on the OTC (over the counter) market in the form of a sponsored American Depositary Receipts (***ADR***) Program, the Continental ADRs. Under the deposit agreement between Continental AG and Deutsche Bank Trust Company Americas, as depositary, the depositary shall, in the case of non-cash distributions made by Continental AG (excluding subscription rights and Continental AG shares), after consultation with Continental AG, be entitled under certain circumstances to distribute the net proceeds from the sale of the relevant securities instead of the securities themselves to the holders of the Continental ADRs. The depositary shall be entitled to do this if a distribution of securities is not lawful or practicable. The Company has arranged for the establishment of a sponsored ADR program shortly after the Spin-off takes effect with Deutsche Bank Trust Company Americas as depositary and ADRs representing Shares in the Company (the ***AUMOVIO ADRs***) may be traded on the OTC (over the counter) market in the U.S. after the Spin-off has taken effect. Holders of Continental ADRs will be provided AUMOVIO ADRs in proportion to their holdings. Holders of Continental ADRs should note that the delivery of AUMOVIO ADRs may, under certain circumstances, occur later than the delivery of the Shares in the Company to shareholders (over the counter) that are holding Continental AG shares directly.

To the extent a holder of Continental ADRs is, due to the share allocation ratio under the Spin-off and the terms of the Continental AG sponsored ADR program, not entitled to full AUMOVIO ADRs, Deutsche Bank Trust Company Americas (or a representative of the depositary) will sell the Shares in the Company attributable to the Continental ADRs on the stock exchange after commencement of trading and distribute the proceeds, net of applicable taxes, fees, charges and expenses, pro rata to such holders of the Continental ADRs.

In the event that the delivery of AUMOVIO ADRs is illegal or not practicable for any reasons, Deutsche Bank Trust Company Americas (or a representative of the depositary) will sell the Shares in the Company attributable to the Continental ADRs on the stock exchange after commencement of trading and distribute the proceeds, net of expenses, pro rata to the respective holders of the Continental ADRs.

3.8 Admission to the Frankfurt Stock Exchange and Commencement of Trading

The Company will apply for admission of the Shares to trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), and, together with J.P. Morgan, for simultaneous admission to the sub-segment of the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with additional obligations arising from admission (Prime Standard) on or about September 12, 2025. The listing approval (admission decision) for the Shares is expected to be granted on or about September 17, 2025. Trading in the Shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) is planned to commence on or about September 18, 2025, as the next exchange trading day.

Trading in the AUMOVIO SE Shares will not be possible on the date on which the Spin-off enters into effect by virtue of the entry in the commercial register of Continental AG and the Continental AG shares will still be trading “cum Automotive”.

3.9 Timetable for Spin-off and Admission to Trading

The Spin-off and the admission to trading on the stock exchange will take place according to the following anticipated timetable:

September 10, 2025	Approval of the Prospectus by the BaFin. Publication of the Prospectus on the Company’s website (www.aumovio.com).
September 17, 2025	Registration of Spin-off and the capital increase with the competent commercial registers; capital increase in connection with the Spin-off becoming effective.

September 17, 2025	Listing order (*Zulassungsbeschluss*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and publication of the listing order.
September 18, 2025	Credit of Shares in AUMOVIO SE to shareholders of Continental AG and allocation of fractional shares for subsequent cash settlement to the respective shareholders in line with the allocation ratio of the Spin-off (as per the securities account balances as at the evening of September 17, 2025) by the depositary banks taking into account any stock exchange transactions still outstanding. In individual cases, depositary banks will effect, in analogy to the handling at Clearstream, such crediting only upon settlement of stock exchange transactions still outstanding, i.e., only on September 22, 2025.
September 18, 2025	First day of trading of the Shares; Continental AG shares will trade "ex Automotive".

The Prospectus will be published on the Company's website www.aumovio.com under the caption "Investor Relations".

3.10 Designated Sponsor

ODDO BHF SE, Frankfurt am Main, Germany, and ICF Bank AG, Frankfurt am Main, Germany, have been mandated as designated sponsors of the Shares traded on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Pursuant to the designated sponsor agreements expected to be concluded among the designated sponsors and the Company, the designated sponsors will, among other things, place limited buy and sell orders for the Shares in the electronic trading system of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) during regular trading hours. This is intended to achieve greater liquidity in the market for the Shares. The designated sponsors are entitled to delegate its duties under the designated sponsor's agreements to third parties. In accordance with Sections 81 and 82 Rules of the Frankfurt Stock Exchange (*Börsenordnung für die Frankfurter Wertpapierbörse*), the designated sponsor's agreements stipulate the duties and responsibilities of the designated sponsors. Among other things, the designated sponsors shall be available during trading hours and, upon receipt of a request for a quote, shall promptly supply quotes and enter into transactions on such basis. In addition, the designated sponsors shall provide quotes throughout the auction.

3.11 Interest of Participating Parties in the Spin-off

In connection with the Spin-off and the admission to trading of the Shares, the Banks are in a contractual relationship with the Company and Continental AG. The Banks advise the Company and Continental AG on the Spin-off and the Listing on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and coordinate the structuring and execution of the Listing. Upon successful implementation of the Spin-off and admission to trading of the Shares, AUMOVIO SE has undertaken to pay the Banks a commission, see "3.12 *Listing Agreement, fees, indemnity, lock-up*". As a result of these contractual relationships, the Banks have a financial interest in the completion of the Spin-off and the admission to trading.

It is planned to pay a one-time spin-off bonus (the ***Spin-off Bonus***) to each member of the AUMOVIO SE's Executive Board holding office when the Spin-off takes effect. The terms of the Spin-off Bonus shall create an incentive to contribute to the success of AUMOVIO over the medium and long term. The Spin-off Bonus consists of a gross amount to be paid out in two tranches. The target total value of the gross amount is for both tranches half of the fixed annual salary of the relevant Executive Board member. Dr. Jutta A. Dönges has been granted a bonus to be paid in two tranches and structured similarly to the Spin-off Bonus, with the first payment being conditional upon taking office as member of the Executive Board before March 1, 2026. After the gross amount of the aforementioned bonus has been paid out, the Executive Board members must invest the resulting net amount in the Shares within a specified period of time. Depending on the development of the stock exchange price of the Share, the total volume of the aforementioned bonus will be in a range between approximately €1.5 million and €5.8 million, for more details on the bonus, see Section "15.2.4.3.1 *Spin-off Bonus*".

In addition, AUMOVIO SE grants a spin-off incentive to a certain limited number of employees at the management levels below the Executive Board who have special responsibility in connection with the Spin-off and the success of the independent operation of the business of AUMOVIO. In order to create a specific incentive for the beneficiaries to contribute to the success of AUMOVIO also over the medium and long term, the spin-off incentive consists of the payment of a gross amount in two tranches. After the relevant gross amount has been paid out, each beneficiary must invest the resulting lumped net amount

in the Shares. The target total value of the gross amount for both tranches is defined in the beneficiaries' individual grant letters. 50% of the target total value of the gross amount will be paid out prior to the Listing (***Tranche 1***), provided that the shares to be acquired under Tranche 1 are subject to a three-year holding period from the date of acquisition of the shares. A further amount will be paid out 18 months after the Listing (***Tranche 2***), provided that the gross amount to be paid out for Tranche 2 will depend on the development of the stock exchange price of the Share. The shares to be acquired under Tranche 2 are subject to a three-year holding period from the date of acquisition of the shares. Depending on the development of the stock exchange price of the Share, the total volume of the spin-off incentive plan will be in a range of approximately €5.3 million to a maximum of approximately €21.4 million.

Continental AG has an interest in the Spin-off as it enables Continental AG to sell its participation in AUMOVIO SE in the amount of 48,000 shares on the market in a timely manner after the Listing. For the interest of Continental AG and AUMOVIO SE in the Spin-off and the indirect benefits expected by Continental AG and AUMOVIO SE from the Spin-off see Section "4.1 *Reasons for the Spin-off*".

Some members of the Supervisory Board are also members of the supervisory or executive boards of Continental AG and Schaeffler AG and certain of their affiliated companies (***Dual Mandates***), which is common practice in comparable corporate structures. Persons holding Dual Mandates are not allowed to make any decisions that are not in the Company's interests. Despite these regulations, the Company cannot exclude the possibility that in some cases conflicts of interest may arise which are resolved to the detriment of AUMOVIO SE.

Other than the interests described above, there are no material interests with respect to the Spin-off or the admission to trading of the Shares.

3.12 Listing Agreement, Fees, Indemnity, Lock-up

In connection with the Spin-off and the Listing, Continental AG, AUMOVIO SE and the Banks have entered into a listing agreement dated September 10, 2025. In addition, Continental AG and AUMOVIO SE have entered into a share settlement agreement with Deutsche Bank who will act as a trustee within the meaning of Sections 125 para. 1 sentence 1, 71 para. 1 sentence 1 UmwG. AUMOVIO SE has contractually agreed to pay to the Banks and Deutsche Bank as trustee a commission in a total amount of approximately €22.2 million.

The Company and Continental AG have agreed in the listing agreement to indemnify the Banks against certain liability obligations that may arise in connection with the Spin-off and the admission to trading. The indemnification obligation of the Company includes claims that investors may raise against the Banks for alleged or actual material inaccuracies of this Prospectus, but does not limit or exclude such claims by investors against the Banks. Internally, AUMOVIO SE and Continental AG have agreed to share certain indemnity risks in accordance with general principles of German civil laws.

The Company has agreed that, without the prior written consent of the Lead Financial Adivsors, until 180 days after the date of the introduction to trading (*Einführung*) of the Shares on the Frankfurt Stock Exchange, it will not:

a) announce or effect an increase of the share capital of the Company out of authorized capital or contingent, if any; or

b) submit a proposal for a capital increase to any meeting of the shareholders for resolution; or

c) offer, pledge, allot, issue (unless required by applicable law), sell, contract to sell, sell any option or contract to purchase, purchase any option to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares or enter into any swap or other arrangement that transfers to another, in whole or in part, the economic risk of ownership of Shares; or

d) enter into a transaction or perform any action economically similar to those described in a) through c) above.

The Company may, however, offer, sell and issue options, warrants and shares of the Company (i) to directors and/or employees of the Company or any of its subsidiaries under present and future share purchase plans, stock awards and/or share option schemes or (ii) as partial or full consideration for a business acquired or to be acquired by the Company or for purposes of entering into a joint venture (and the Company may submit a proposal for a capital increase to any meeting of the shareholders for resolution for such purposes), provided that, with respect to (ii) only, the Company shall (i) consult with the Lead Financial Advisors prior to the issuance of the shares or other securities and (ii) use its best

efforts to negotiate an undertaking of the recipient of the shares or such other securities of the Company to comply with the restrictions on the disposal of shares as described above.

IHO Verwaltungs GmbH and IHO Beteiligungs GmbH (the holding companies of Maria-Elisabeth Schaeffler-Thumann and Georg F. W. Schaeffler) have each agreed that, without the written consent of the Financial Advisors, for the period of six months from the effectiveness of the Spin-off, it will not

a) offer, allot, distribute, sell, contract to sell, sell any option or contract to purchase, purchase any option to sell, grant any option, right or warrant to purchase, transfer or otherwise dispose of, directly or indirectly (including, but not limited to, the issuance or sale of any securities exchangeable into Shares), any Shares held as of the effectiveness of the Spin-off;

b) cause or approve, directly or indirectly, the announcement, execution or implementation of any increase in the share capital of the Company or a direct or indirect placement of any Shares held as of the effectiveness of the Spin-off;

c) propose, directly or indirectly, any increase in the share capital of the Company to any shareholders' meeting for resolution, or vote in favor of such a proposed capital increase;

d) enter into a transaction or perform any action economically similar to those described in the bullets above, in particular enter into any swap or other arrangement that transfers to another, in whole or in part, the economic risk of ownership of any Shares held as of the effectiveness of the Spin-off, whether any such transaction is to be settled by delivery of any Shares held as of the effectiveness of the Spin-off, in cash or otherwise; or

e) publicly announce an intention to effect any such transaction,

in each case of the clauses (a) through (e) above other than for the purposes of the Spin-off and the Listing.

This undertaking shall not restrict (i) certain types of transfers, including but not limited to affiliates or shareholders of IHO Verwaltungs GmbH and IHO Beteiligungs GmbH, provided that the relevant transferee(s) has/have agreed in advance to be bound by the same lock-up undertaking for the remainder of the lock-up period, (ii) transfers to members of the Supervisory Board, provided that the relevant transferee(s) has/have agreed to be bound by the same lock-up undertaking for the remainder of the lock-up period, (iii) a disposal in accordance with a court order or as required by law or regulation, (iv) any disposal of Shares held as of the effectiveness of the Spin-off pursuant to a general offer made to all eligible holders of Shares in the Company made in accordance with takeover regulations, (v) any disposal for the purposes of transferring, selling and/or appropriating any Shares held as of the effectiveness of the Spin-off pursuant to and/or following any enforcement of a security over such Shares granted to or for the benefit of a lender of IHO Verwaltungs GmbH and IHO Beteiligungs GmbH or any of its affiliates.

3.13 Other Relationships between the Banks, Continental AG and the Company

The Banks or their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which Banks (or their affiliates) may from time to time acquire, hold or dispose of Shares in the Company. With respect to the syndicated facilities agreement see Section "10.21.3 *Financing*". None of the Banks intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so or as disclosed in this Prospectus.

The Banks or their affiliates may have business relations with AUMOVIO (including lending activities), Continental Group and the IHO Shareholders (as defined in Section "12 *Shareholder Structure*") or may perform services for AUMOVIO, Continental Group and the IHO Shareholders in the ordinary course of business (see also Section "3.11 *Interest of participating parties in the Spin-off*").

4. REASONS FOR THE SPIN-OFF AND COST OF SPIN-OFF AND LISTING

4.1 Reasons for the Spin-off

As a diversified corporate group, Continental Group is responsible for regularly analyzing the strategic importance of the various fields of business as well as their potential for synergies with other areas in the group. During the course of this analysis the executive board of Continental AG decided to transform the Automotive Group into an independent group and to introduce it to the stock exchange.

The decision to transform the Automotive Group into an independent group is essentially based on increasing market dynamics in the automotive sector. For example, sharply fluctuating regional developments in the markets, changes in the regulatory framework, rapidly changing market shares of automotive manufacturers in the different regions, lower forecasts for global vehicle output as well as the software-driven technology transformation will require greater flexibility and entrepreneurial freedom in the future. Rapid adaptability and increased flexibility in strategic decisions are essential in order to succeed in this business. It is precisely these aspects which are to be enhanced by the transformation of the Automotive Group into an independent group and the Spin-off.

The following aspects speak for a separation in the interest of AUMOVIO:

- As a separate and independent corporate group, AUMOVIO will have a more agile setup to react to market developments and more competitive opportunities. As a result of shorter decision-making channels, AUMOVIO will be able to act more rapidly and with increased transparency and agility. Its clear focus is on automotive electronics, in particular on software-defined vehicles (***SDVs***), i.e., vehicles that manage their operations, add functionality, and enable new features primarily or entirely through software, supported by an independent brand presence aligned with this focus.
- The transformation of the Automotive Group into an independent group provides the necessary independence and flexibility in order to be able to assume a leading role in the dynamic market environment for automotive electronics. The Spin-off also provides all stakeholders with clear guidance on future planning so that they can focus on the actual business, its envisaged profitable growth and successful technological expansion and strengthen selected business relationships in a targeted manner.
- The direct access to the capital market will give AUMOVIO the flexibility to directly access external sources for financing. This will be made possible by the Listing after the Spin-off has taken effect. In the Continental Group, the raising of external capital is generally subject to the approval of the relevant central corporate functions and, depending on the amount and duration of the financing, also requires the approval of the executive board and of the supervisory board of Continental AG. Therefore, AUMOVIO was not able to independently raise external capital and was dependent on the allocation of funds within the Continental Group. Direct access to the capital market will give AUMOVIO as an independent corporate group the general possibility to access financing in a manner appropriate for its situation and to decide on the uses of the financing without the constraints of a broad-based corporate group such as the Continental Group. In the course of the Spin-off preparation, the Company has been provided with a robust capital structure. It has not yet been decided whether or when AUMOVIO SE will apply for a credit rating.
- Moreover, the transformation of the Automotive Group into an independent group will enable investors to make targeted investments in AUMOVIO compared to an indirect investment through Continental AG. Since such targeted investments will have a different growth, risk and reward profile than an investment in Continental AG, they may generate more value. In addition, the transformation into an independent group will incentivize the management of AUMOVIO as a result of their direct accountability to the shareholders and the Supervisory Board.
- A stock exchange listing of the Shares will allow for the introduction of share-based remuneration plans and employee participation plans which will be directly linked to the corporate success of AUMOVIO SE. Thus, AUMOVIO SE will be able to foster employee participation in the Company and broaden its options for attracting and retaining highly qualified personnel.
- Furthermore, the Company's own regular reporting and investor relations work associated with a stock exchange listing will enable AUMOVIO SE to sharpen its corporate profile and perception among the general public and to present the performance of AUMOVIO SE in a transparent and detailed manner.

4.2 Cost of Spin-off and Listing

Continental AG and AUMOVIO SE will not raise proceeds in connection with the Spin-off and the admission of the Shares. Continental AG will retain 48,000 shares in AUMOVIO SE (equal to approximately 0.05% of the share capital after the Spin-off) which will not be spun off in the Spin-off. Continental AG intends to sell these shares in the market in a timely manner after the Spin-off and Listing.

In connection with the transformation of the Automotive Group into an independent group, the Spin-off, the reorganization of the Continental Group and the Listing, the following external costs and tax effects are expected to be incurred:

The total one-time external costs (excluding expected transaction taxes) that are expected to be incurred in connection with the organizational separation of the Automotive Group, the preparation and implementation of the Spin-off, the reorganization of the Continental Group and with the Listing of the Company amount to approximately €279 million. This amount includes costs already incurred until December 31, 2024 in the amount of approximately €28 million, of which €24 million are ultimately borne by AUMOVIO. The further expected costs for the period until the end of 2026 are estimated at approximately €251 million, of which €167 million are expected to be borne by AUMOVIO, while the remainder will be borne by the Continental Group.

These total one-time external costs of approximately €279 million consist of:

1. Costs for the organizational separation of the Automotive Group, the preparation and implementation of the Spin-off and the reorganization of the Continental Group in connection therewith (excluding expected transaction taxes) are estimated at €203 million in total, of which expenses of approximately €8 million have already been incurred as at December 31, 2024 and expenses of €195 million are expected to be incurred during the period until 2026. €4 million of the external one-time costs for the organizational separation are ultimately borne by AUMOVIO as at December 31, 2024, while it is expected that an additional €111 million will be ultimately borne by AUMOVIO during the period until 2026. The costs for the organizational separation of the Automotive Group and the reorganization of the Continental Group include, in particular, the expenses for the set-up of independent structures in the IT area, costs incurred for external advisors (e.g., for the separation of operations, the separation of contracts and finance) and for personnel (in particular for severance payments, employee retention and external recruitment), local costs, in particular for rebranding measures, as well as further separation expenses.
2. Expected costs for the Listing incurred in the years 2024 and 2025 are amounting to approximately €76 million, which are to be ultimately borne by AUMOVIO. These costs mainly include costs for external advisors (in particular, for investment banks (see Section "3.12 *Listing Agreement, Fees, Indemnity, Lock-up*"), legal counsels and further advisors), audit costs (for auditors and the audit of the Spin-off, the audit of the post-formation acquisition and the audit of the capital increase against contribution in kind) as well as further costs related to the Listing. In 2024, the expenses incurred for this amounted to €20 million; the cost relating to the Listing expected to be incurred in 2025 are likely to amount to about €56 million.

As at December 31, 2024, no taxes were incurred that could be attributed to the preparation and implementation of the Spin-off. After the Spin-off has taken effect, various taxes are triggered.

The tax expense of AUMOVIO is expected to amount to up to approximately €40 million for Fiscal Year 2025 and includes, in particular, the share in the real estate transfer taxes (triggered by the Spin-off and incurred by the acquired CAT GmbH and its German affiliates) to be borne by AUMOVIO. Real estate transfer taxes are expected in total in an amount of approximately €51 million, of which approximately €40 million will be borne by AUMOVIO and approximately €11 million are to be borne by Continental AG.

In addition (and not included in the amounts mentioned above), tax expenses for income tax (corporate income tax plus solidarity surcharge and trade tax) are expected to be triggered and will be recognized in the IFRS consolidated financial statements of Continental AG. The expected amount is approximately €71 – 209 million. These income tax expenses will be entirely borne by Continental AG.

5. DIVIDEND POLICY, RESULTS AND DIVIDENDS PER SHARE, USE OF PROFITS

5.1 General Provisions relating to Profit Allocation and Dividend Payments

The shareholders' share of the Company's profits is determined based on their respective interests in the Company's share capital. For a European Stock Corporation (*Societas Europaea (SE)*) with a two-tier management and control system under European and German law, such as the Company, the distribution of dividends for a given fiscal year (*Geschäftsjahr*) and the amount and payment date thereof, are resolved by the shareholders' meeting (*Hauptversammlung*) of the subsequent fiscal year, based upon either a joint proposal by the Executive Board and the Supervisory Board or upon the Executive Board's or the Supervisory Board's proposal. The shareholders' meeting must generally be held within the first six months of each fiscal year.

Dividends may only be distributed from the distributable profit (*Bilanzgewinn*) of the Company. The distributable profit is calculated based on the Company's unconsolidated financial statements prepared in accordance with the requirements of the German Commercial Code (*Handelsgesetzbuch*). Accounting regulations under the German Commercial Code (*Handelsgesetzbuch*) differ from IFRS in material aspects.

When determining the distributable profit, net income or loss for the fiscal year (*Jahresüberschuss/-fehlbetrag*) must be adjusted for profit/loss carry-forwards (*Gewinn-/Verlustvorträge*) from the prior fiscal year and releases of or allocations to reserves. Certain reserves are required to be set up by law and amounts mandatorily allocated to these reserves in the given fiscal year must be deducted when calculating the distributable profit.

The Executive Board must prepare unconsolidated financial statements (statement of financial position, income statement and notes to the unconsolidated financial statements) and a management report for the previous fiscal year by the statutory deadline and present these to the auditors and the Supervisory Board immediately after preparation. At the same time, the Executive Board must present to the Supervisory Board a proposal for the allocation of the Company's distributable profits pursuant to Article 61 Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the statute for a European Stock Corporation (SE), as amended, (the ***SE Regulation***) in conjunction with Section 170 para. 2 AktG. According to Article 61 SE Regulation in conjunction with Section 171 AktG, the Supervisory Board must review the unconsolidated financial statements, the Executive Board's management report and the proposal for the allocation of the distributable profit and report to the shareholders' meeting in writing on the results.

The Supervisory Board must submit its report to the Executive Board within one month after the documents were received. If the Supervisory Board approves the financial statements after its review, these are deemed adopted unless the Executive Board and the Supervisory Board resolve to assign adoption of the financial statements to the shareholders' meeting. If the Executive Board and the Supervisory Board choose to allow the shareholders' meeting to adopt the financial statements, or if the Supervisory Board does not approve the financial statements, the Executive Board must convene a shareholders' meeting without delay.

The shareholders' meeting's resolution on the allocation of the distributable profits requires a simple majority of the votes cast. If the Executive Board and the Supervisory Board adopt the financial statements, they can allocate an amount of up to half of the Company's net income/loss for the year to other revenue reserves. Additions to the legal reserves and loss carry-forwards must be deducted in advance when calculating the amount of net income/loss for the year to be allocated to other revenue reserves. Pursuant to Section 24 para. 1 of the Articles of Association, the net profit shall be distributed evenly among the shareholders, unless the profit is carried forward or the Shareholders' Meeting resolves on a different use. Pursuant to Section 24 para. 2 of the Articles of Association, the Executive Board is authorized, subject to the consent of the Supervisory Board, to make an interim payment to the shareholders out of the estimated distributable profit in accordance with Section 59 AktG once the fiscal year has expired. Dividends resolved by the shareholders' meeting are due and payable on the third business day following the day of the relevant shareholders' meeting, unless a later due date is provided in the dividend resolution or the Articles of Association, in compliance with the rules of the respective clearing system. Since all of the Company's dividend entitlements will be evidenced by one or more Global Share Certificates deposited with Clearstream, Clearstream will transfer the dividends to the shareholders' custodian banks for crediting to their accounts and German custodian banks are under an obligation to distribute the funds to their customers. Shareholders using a custodian bank located

outside Germany must inquire at their respective bank regarding the terms and conditions applicable in their case.

Notifications of any distribution of dividends resolved upon are published in the German Federal Gazette (*Bundesanzeiger*) immediately after the shareholders' meeting.

To the extent dividends can be distributed by the Company in accordance with the German Commercial Code (*Handelsgesetzbuch*) and corresponding decisions are taken, there are no restrictions on shareholder rights to receive dividends.

Any dividends not claimed within the past three years become time-barred. If dividend payment claims expire, the Company becomes the beneficiary of the dividends.

Generally, withholding tax (*Kapitalertragsteuer*) is withheld from dividends paid. For more information on the taxation of dividends, see Section "17. *Warning on Tax Consequences*".

5.2 Dividend Policy

AUMOVIO SE has been incorporated on August 6, 2024. Prior to the Spin-off taking effect, AUMOVIO SE does not conduct material business operations and did not pay any dividends in the past. The Company's ability and intention to pay dividends in the future will depend on the amount of distributable profits, its financial position, results of operations, capital requirements, investment alternatives and other factors that the Executive Board and Supervisory Board may deem relevant, and any proposals by the Executive Board and Supervisory Board regarding dividend payments will be subject to the approval of the shareholders' meeting. The Company expects that the principal source of funds for the payment of dividends, if any, will be dividends and other payments received from its current and future subsidiaries, in particular from CAT GmbH. The determination of each subsidiary's ability to pay dividends is made in accordance with applicable law.

The Company's dividend policy targets to pay annual dividends between 10% and 30% of the IFRS consolidated net income after taxes attributable to the shareholders per fiscal year in the mid-term, which the Company believes is consistent with payout ratios observed in the automotive supplier industry. When determining the relevant percentage of consolidated net income, certain exceptional non-cash effects may be taken into account.

The Company cannot provide assurance regarding the amounts of future distributable profits, if any, and consequently, it cannot provide assurance that it will pay dividends in the future. The results of operations set out in the Consolidated Financial Statements and Interim Consolidated Financial Statements, respectively, may not be indicative of the amounts of future dividend payments.

The Facility (as defined and described in more detail in Section "10.21.3 *Financing*") entered into by, among others, CAT GmbH and the Company includes a dividend restriction, based on which the dividend distribution depends on whether AUMOVIO SE generated a positive cash flow, taking into account the dividend payment on a pro forma basis and less the investment expenses. The period under review relates to the previous fiscal year on which the dividend payment is based. Furthermore, it cannot be ruled out that future debt financings or other securities of the Company will include terms which may have an effect on the ability to pay dividends.

In the light of these aspects and as at the date of this Prospectus, it is currently not certain when the payment of a dividend for a financial year of the Company will first be proposed for approval to its general shareholder meeting.

6. CAPITALIZATION, INDEBTEDNESS AND STATEMENT ON WORKING CAPITAL

The following tables set forth the capitalization and indebtedness as at June 30, 2025 (i) of the Company based on the capitalization and indebtedness of the Company on a standalone basis as at June 30, 2025 taken from the accounting records of the Company, (ii) the effects of the Spin-off on the capitalization and indebtedness of the Company, and (iii) of the Group (consisting of the Company and its consolidated subsidiaries) adjusted for the effects of the Spin-off, based on the assumption that the Spin-off had already occurred as at June 30, 2025 and that there had not been any tax effects, other than the anticipated arising real estate transfer tax triggered by the Spin-off.

Investors should read this table in conjunction with Section "7. *Management's Discussion and Analysis of Financial Condition and results of Operations*" as well as the Annual Consolidated Financial Statements and the Interim Consolidated Financial Statements, including the notes thereto, and additional financial information contained elsewhere in the Prospectus.

References to the "Company" in the following tables refer to AUMOVIO SE, a holding company without material direct business operations prior to the Spin-off taking effect. References to the "Group" in the following tables refer to the Company and its consolidated subsidiaries after the Spin-off has taken effect as described in Section "13.6 *Group structure*".

6.1 Capitalization

	Company (standalone)	Adjustments for the effects of the Spin-off	Group following the effectiveness of the Spin-off (consolidated)
	As at June 30, 2025		
	(Unaudited) *(€ million)**		
Total current debt (including current portion of non-current debt)	**33**[1]	**6,088**[2]	**6,121**
Guaranteed	-	88[3]	88
Secured	-	-	-
Unguaranteed/unsecured	33	6,000	6,033
Total non-current debt (excluding current portion of non-current debt)	**-**	**2,229**[4]	**2,229**
Guaranteed	-	-	-
Secured	-	-	-
Unguaranteed/ unsecured	-	2,229	2,229
Shareholder equity	**-30**[5]	**9,408**[6]	**9,379**
Share capital	0[7]	250[8]	250
Legal reserve(s)	-	9,643[9]	9,643
Other reserves	-30[10]	-485[11]	-515
Total	**3**	**17,725**	**17,728**

* Columns and lines may not add up due to rounding.

(1) Refers to "Current liabilities" as shown in the statement of financial position in the accounting records of the Company.

(2) Comprises the "Current liabilities" in the amount of €7,330 million, as shown in the statement of financial position of the Interim Consolidated Financial Statements, reduced by the repayment of CAT GmbH's remaining gross liabilities to Continental Group from intercompany financing and the separation of Automotive Group from the financial structures of the Continental Group with effect from August 31, 2025, in the amount of €1,335 million included in short-term indebtedness of the Automotive Group, increased by the arising real estate transfer tax amounting to estimated €51 million, increased by additional estimated cost compensation effects for Listing costs from AUMOVIO SE to Continental AG at the time of the Spin-off in the amount of €45 million (see also Section "4.2 *Cost of Spin-off and Listing*"), and reduced by consolidation effects in the amount of €3 million.

(3) Current debt guaranteed includes mainly guaranteed accounts payables, financing liabilities to external financial institutions and other liabilities and provisions for other risks.

(4) Refers to "Non-current liabilities" as shown in the statement of financial position of the Interim Consolidated Financial Statements.

(5) Refers to "Total equity" as shown in the statement of financial position in the accounting records of the Company.

(6) Refers to "Total equity" as shown in the statement of financial position of the Interim Consolidated Financial Statements. In addition, two capital increases are reflected:

  (1) The capital increase in the amount of €1,144 million by way of contribution of cash to the capital reserves of CAT GmbH with effect from August 14, 2025, is considered.

  (2) In order to implement the Spin-off, the Company will increase its share capital from €120,000.00 by €250,007,477.50 to €250,127,477.50 against a contribution in kind (*Sacheinlage*) by issuing 100,002,991 registered no-par value shares. The exceeding amount of the fair value of the Spin-off Assets over the amount of €250,007,477.50 will be recognized in legal and other reserves amounting to €8,493 million.

(7) Refers to "Subscribed capital" as shown in the statement of financial position in the accounting records of the Company.

(8) Comprises "Subscribed capital" as shown in the statement of financial position of the Interim Consolidated Financial Statements, the effect of the capital increase described in footnote (6) amounting to €250 million and consolidation effects amounting to -€1 million.

(9) Comprises "Capital reserves" as shown in the statement of financial position of the Interim Consolidated Financial Statements, partial effects of the capital increases described in footnote (6) amounting to €10,787 million and consolidation effects amounting to -€8,743 million.

(10) Refers to "Retained earnings" as shown in the statement of financial position in the accounting records of the Company.

(11) Comprises "Retained earnings", "Other comprehensive income" and "Non-controlling interests" as shown in the statement of financial position of the Interim Consolidated Financial Statements, the arising real estate transfer tax, cost compensation effects for Listing costs as described in footnote (2) and partial effects of the capital increases described in footnote (6).

6.2 Indebtedness

	Company (standalone)	Adjustments for the effects of the Spin-off	Group following the effectiveness of the Spin-off (consolidated)
	As at June 30, 2025		
	(Unaudited) *(€ million)**		
A. Cash	3[1]	1,500[2]	1,503[3]
B. Cash equivalents	-	-	-
C. Other current financial assets	-	12[4]	12
D. Liquidity (A)+(B)+(C)	3	1,512	1,515
E. Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	3[5]	39[6]	42
F. Current portion of non-current financial debt	-	91[7]	91
G. Current financial indebtedness (E)+(F)	3	131	134
H. Net current financial indebtedness (G)-(D)	0	-1,381	-1,381
I. Non-current financial debt (excluding current portion and debt instruments)	-	247[8]	247
J. Debt instruments	-	-	-
K. Non-current trade and other payables	-	0	0
L. Non-current financial indebtedness (I)+(J)+(K)	-	247	247
M. Total financial indebtedness (H)+(L)	0	-1,134	-1,134

* Columns and lines may not add up due to rounding.

(1) Refers to "Cash and cash equivalents" as shown in the statement of financial position in the accounting records of the Company.

(2) Refers to "Cash and cash equivalents" in the amount of €1,685 million, as shown in the statement of financial position of the Interim Consolidated Financial Statements, increased by a capital increase in the amount of €1,144 million by way of contribution of cash to the capital reserves of CAT GmbH with effect from August 14, 2025, reduced by the repayment of CAT GmbH's remaining net liabilities to Continental Group from intercompany financing and the separation of Automotive Group from the financial structures of the Continental Group with effect from August 31, 2025, in the amount of €1,329 million.

(3) Of the cash and cash equivalents of the Group as adjusted for the effects of the Spin-off (consolidated) an amount of €191 million was restricted as at June 30, 2025. Restricted cash includes balances in countries with foreign-exchange restrictions or other barriers to accessing liquidity. In general, taxes to be paid on the transfer of cash assets from one country to another country are not considered to represent a restriction on cash and cash equivalents.

(4) Refers to "short-term derivative instruments and interest-bearing investments" as shown in the statement of financial position of the Interim Consolidated Financial Statements.
Furthermore the effects from CAT GmbH's separation from the financing structure of Continental Group (please refer to footnote (2)) are included as well as a consolidation effect due to a loan agreement between the Company and CAT GmbH (please refer to the Section "16.5 *Loan Agreement between AUMOVIO SE and CAT GmbH*"). Derivative instruments are excluded.

(5) Refers to "short-term indebtedness" as shown in the statement of financial position in the accounting records of the Company.

(6) Refers to "short-term indebtedness" as shown in the statement of financial position of the Interim Consolidated Financial Statements.
Furthermore the effects from CAT GmbH's separation from the financing structure of Continental Group (please refer to footnote (2)) are included as well as a consolidation effect due to a loan agreement between the Company and CAT GmbH (please refer to the Section "16.5 *Loan Agreement between AUMOVIO SE and CAT GmbH*"). Derivative instruments and non-Continental debt instruments hold to collect (short-term) are excluded.

(7) Refers to the short-term lease liabilities in the statement of financial position of the Interim Consolidated Financial Statements.

(8) Refers to "long-term indebtedness" as shown in the statement of financial position of the Interim Consolidated Financial Statements.
The long-term lease liabilities are included but derivative instruments are excluded.

As at June 30, 2025, the Group's financial debt as adjusted for the effects of the Spin-off includes liabilities related to leases and liabilities from a sale-of-receivables program. Current portion of non-current financial debt (as disclosed in item F. in the table above) includes the short-term lease liabilities in an amount of €91 million and non-current financial debt (as disclosed in item I. in the table above) includes the long-term lease liabilities in an amount of €247 million. Current financial debt (as disclosed in item E. in the table above) includes liabilities from a sale-of-receivables program in an amount of €40 million.

6.3 Contingent Liabilities

As at June 30, 2025, the Company had contingent liabilities amounting to €45 million as described in footnote 2 in Section "6.1 *Capitalization*". The Company had no contingent liabilities as at December 31, 2024.

As at June 30 2025, December 31, 2024, 2023 and 2022, the Automotive Group had contingent liabilities amounting on aggregate to € 17 million, €31 million, €32 million and €13 million, respectively. For further information on the Automotive Group's contingent liabilities, see also Section "7.10.11 *Contingent Liabilities and Other Financial Obligations*".

6.4 Statement on Working Capital

In the opinion of the Company, the Group's working capital (i.e., the Group's ability to access cash and other available liquid resources to meet its liabilities as they fall due) is sufficient to meet the Group's requirements over at least the next twelve months from the date of the Prospectus.

6.5 Statement regarding significant Changes

Other than as described in Section "21.1 *Recent developments*", between June 30, 2025 and the date of this Prospectus, no significant change in the financial performance or financial position of the Group compared to the financial performance or financial position as described in the Interim Consolidated Financial Statements has occurred.

For information on current trading and management's view on future trends, see Section "21. *Recent Developments and Outlook*".

7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The financial information contained in the following sections and tables has been taken or derived from the audited consolidated financial statements of the Automotive Group for the years ended December 31, 2022, 2023 and 2024 prepared on the basis of IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (IFRS) (the ***Annual Consolidated Financial Statements***) and from the unaudited condensed consolidated interim financial statements of the Automotive Group for the six-month period ended June 30, 2025, including the comparative figures for the six-month period ended June 30, 2024, prepared in accordance with IFRS for interim financial reporting (IAS 34) (the ***Interim Consolidated Financial Statements***). The Automotive Group provides a complete historical representation of the business spun off to the Company. After the Spin-off has taken effect, AUMOVIO will consist of AUMOVIO SE as parent company and the Automotive Group. There is no historical financial information for AUMOVIO for the years ended December 31, 2022, 2023 and 2024 and for the six-month periods ended June 30, 2024 and 2025 that reflects the entire operations of AUMOVIO as it will exist after the Spin-off has taken effect. The Company has no own material assets and, with the exception of limited administrative measures in preparation for the Spin-off, does not perform any material business prior to the Spin-off taking effect. Therefore, the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements have been prepared, which in general reflect the business of AUMOVIO as it will exist after the Spin-off has taken effect. The Annual Consolidated Financial Statements and Interim Consolidated Financial Statements were prepared, as applicable in accordance with IFRS as adopted by the EU for Interim Financial Reporting (IAS 34). PwC has audited and issued an independent auditor's report with respect to the Annual Consolidated Financial Statements. The financial information for the years ended December 31, 2022, 2023 and 2024 and for the six-month periods ended June 30, 2024 and 2025 is presented in the form of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements. The Financial Statements are included in the Prospectus, beginning on page F-2.

Where financial data in the following tables is presented as "audited," it indicates that the financial data has been taken from the Annual Consolidated Financial Statements. The label "unaudited" is used in the following tables to indicate financial data that has been derived from the Annual Consolidated Financial Statements, taken or derived from the Interim Consolidated Financial Statements or taken or derived from the Company's or the Automotive Group's accounting records or internal reporting systems, e.g., its controlling system.

The discussion and analysis below provide information that the Company believes is relevant to an assessment and understanding of the Automotive Group's historical financial position and results of operations, which in general reflect the operating business of AUMOVIO as it will exist after the Spin-off has taken effect. Prospective investors should read this discussion and analysis in conjunction with the financial statements described above, including the notes thereto, and the information appearing in the Section "2.7 *Presentation of Financial Information*".

Certain information in the discussion and analysis set forth below and elsewhere in this Prospectus includes forward-looking statements that involve risks and uncertainties. AUMOVIO's actual results may differ materially from those discussed in these forward-looking statements. See Sections "1. *Risk Factors*" and "2. *General Information*" for a discussion of important factors that could cause actual results to differ materially from the results described in the forward-looking statements contained in this Prospectus.

The following discussion of the Automotive Group's results of operations also refers to certain APMs. Prospective investors should bear in mind that these APMs are not financial measures defined in accordance with IFRS, may not be comparable to other similarly titled measures of other companies, have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of the Automotive Group's operating result as reported under IFRS. See Section "2.8 *Non-IFRS Measures (Alternative Performance Measures*)".

7.1 Overview

AUMOVIO focuses on the development and production of electrical, electronic, mechatronic and mechanical components, software, modules and systems, as well as the performance of related services in the automotive technology sector. Its portfolio includes innovative solutions for assisted and automated driving, display technologies, braking and comfort systems, camera solutions for the vehicle interior as well as intelligent information and communication technology (***ICT***) associated with the mobility services of fleet operators and commercial vehicle manufacturers. Comprehensive activities

relating to assistance systems, vehicle connectivity, architecture platforms and electronics, as well as high-performance computers and software solutions, round off the range of products and services.

With this comprehensive product and service portfolio, AUMOVIO is a business partner of virtually all major automotive original equipment manufacturers (***OEM***) and supplies its customers, including OEMs, other suppliers for OEMs and fleet operators, as well as workshops and wholesalers as customers for its aftermarket business, worldwide. AUMOVIO offers its products and solutions for light vehicles (consisting of passenger cars and vans (***light vehicle***)), and in certain cases, for commercial and special vehicles, i.e., for trucks, buses, two-wheelers and for its customers with vehicles operating in specialized environments (***Off-Highway***), e.g., in forestry and agriculture, in the construction industry and mining, as well as fleets and workshops. AUMOVIO has, in total, 88 main locations in 25 countries globally. It manufactures its products at 56 main manufacturing sites and has 48 main research and development (***R&D***) sites. The Group is headquartered in Frankfurt am Main, Germany. As at June 30, 2025, AUMOVIO had over 86,000 employees worldwide.

With its broad range of modern mobility solutions, AUMOVIO addresses current developments in the vehicle market, such as the ongoing digitalization and transformation towards SDVs. AUMOVIO aims to become the preferred system integrator for SDVs. AUMOVIO also plans to drive forward the increasing trend towards automated and autonomous vehicle applications through pioneering collaborations with established technology companies. Strategic partnerships are intended to contribute to a higher level of innovation and agility when launching products, further optimize research and development costs and help AUMOVIO to improve its competitive position. In addition, AUMOVIO has a stable core business in many of the product groups offered by it.

The operations of AUMOVIO are managed in five business areas that also represent its reporting segments under IFRS: Autonomous Mobility (***AM***), Architecture and Network Solutions (***ANS***), Safety and Motion (***SAM***), User Experience (***UX***), and Contract Manufacturing (***CM***).

In Fiscal Year 2024, the Automotive Group generated sales of €19,648 million (€9,545 million in Half Year 2025) with an Adjusted EBIT Margin[1] of 2.5% (2.7% in Half Year 2025).

7.2 Preparation of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements

Prior to the Spin-off taking effect, Continental AG operated the Automotive and Contract Manufacturing group sectors through CAT GmbH and its subsidiaries. After the Spin-off has taken effect, AUMOVIO will begin operating as a legally independent group of companies with AUMOVIO SE as holding company. CAT GmbH will continue to be the operating company of AUMOVIO after the Spin-off has taken effect.

The following discussion and analysis is based on the audited financial information for the years ended December 31, 2022, 2023 and 2024 and unaudited interim financial information for the six-month periods ended June 30, 2024 and 2025 presented in the form of the Consolidated Financial Statements of CAT GmbH and its subsidiaries, i.e., the Automotive Group. Given that AUMOVIO was not a group in accordance with '*IFRS 10 – Consolidated Financial Statements*' prior to the completion of the Spin-off, AUMOVIO has a "Complex Financial History", according to Commission Delegated Regulation (EU) 2019/980, as there is no consolidated historical financial information for AUMOVIO as a group for the years ended December 31, 2022, 2023 and 2024 and for the six-month period ended June 30, 2025 that reflects the entire operations of AUMOVIO. Therefore, the Consolidated Financial Statements of the Automotive Group for those periods have been prepared, which in general reflect the business of AUMOVIO that will have been transferred to the Group after the Spin-off has taken effect. The financial condition and results of operations of the Automotive Group in the Consolidated Financial Statements are generally comparable to the operating business of AUMOVIO as it will exist after the Spin-off has taken effect. However, the Consolidated Financial Statements do not reflect the financial impact of the separation of the Automotive Group from the Continental Group.

The Annual Consolidated Financial Statements (including opening balances as at January 1, 2022) and the Interim Consolidated Financial Statements have been prepared on the basis of IFRS as issued by the International Accounting Standards Board (IASB) and adopted by the EU.

In general, the same accounting policies were applied by the entities in the scope of consolidation as they were used for the preparation of the IFRS consolidated financial statements of Continental AG.

---

[1] Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100. Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

However, adjustments were made to the extent necessary to present the Automotive Group as a separate, stand-alone reporting entity. These adjustments result in deviations between the reporting of the Automotive segment of the Continental Group and the consolidated financial statements of Automotive Group, particularly (i) as the Consolidated Financial Statements also comprise the business of the Contract Manufacturing segment of Continental Group and (ii) with no intercompany eliminations made between the Automotive Group and the remaining Continental Group in the Consolidated Financial Statements with respect to business that had to be considered external as not part of Automotive Group but to other companies of Continental Group. The periods for recognizing adjustments in the Consolidated Financial Statements are identical to the respective periods of the consolidated financial statements of Continental AG prepared in accordance with IFRS. Regarding business combinations, the Automotive Group has decided, in accordance with IFRS 1.D16a), to include the assets and liabilities of the subsidiaries under common control in the IFRS Consolidated Financial Statements at carrying amounts (book value method – predecessor accounting). Acquisitions under common control are included retrospectively as of the beginning of the opening balance of these Consolidated Financial Statements if they meet the definition of a business. Disposals were accounted for prospectively.

The amounts reported in the Consolidated Financial Statements are not necessarily representative of AUMOVIO's financial position, results of operations, or cash flows, had AUMOVIO operated as a separate standalone group during the periods presented. Consequently, the future results in the event of a separation of the Automotive Group from Continental AG may include costs and expenses that may differ materially from Automotive Group's historical results of operations, financial condition and cash flows. This is, for example, due to the fact that Continental AG currently provides services for the Automotive Group, e.g., administrative services such as tax, legal, controlling, accounting, IT, insurance services or services related to the Listing. Specifically, in accordance with the Spin-off and Transfer Agreement (see Section "16.1.10 *Spin-off and Transfer Agreement*"), Continental AG will recharge certain cost of listing to AUMOVIO SE in the event of separation. These costs are not reflected in the unaudited interim financial information for the six-month period ended June 30, 2025 of the Automotive Group but will be fully reflected in the consolidated financial statements of AUMOVIO for the year ended December 31, 2025. Therefore, the Consolidated Financial Statements for these periods are no indication of the future results of operations and financial condition of AUMOVIO.

Leases with the Continental Group were reflected in accordance with the accounting standards applying to the Automotive Group as an independent group of companies. The same applies to transactions with Continental AG and direct and indirect subsidiaries of Continental AG which have not yet been shown in the consolidated financial statements of Continental AG due to consolidation; these have not been eliminated in the Consolidated Financial Statements. This includes, in particular, transactions under the joint financing structure with the Continental Group and in connection with agreements on the provision of specific services.

Therefore, receivables and liabilities relating to affiliated companies within the Continental Group are recorded in the consolidated statement of financial position in the Consolidated Financial Statements under trade accounts receivable and trade accounts payable, respectively. In addition, there are receivables and liabilities resulting from the participation in the joint financing structure with the Continental Group (which are included in the items "short-term derivative instruments and interest-bearing investments" and "short-term indebtedness").

7.2.1 Scope of Consolidation

Until the Spin-off, the Automotive Group will be part of Continental Group and will not operate as an independent group. The scope of consolidation of the Consolidated Financial Statements includes companies directly or indirectly controlled by CAT GmbH, along with the net assets (assets and liabilities). In addition to CAT GmbH, as of the respective financial year ends, the number of companies consolidated includes 157 for Half Year 2025 and 165 for Fiscal Year 2024 (Fiscal Year 2023: 144; Fiscal Year 2022: 152) domestic and foreign companies that CAT GmbH incorporates according to the regulations of '*IFRS 10 – Consolidated Financial Statements*' or that are classified as joint arrangements or associates. Of these, 110 for Half Year 2025 and 113 for Fiscal Year 2024 (Fiscal Year 2023: 118; Fiscal Year 2022: 124) are fully consolidated, while 47 for Half Year 2025 and 52 for Fiscal Year 2024 (Fiscal Year 2023: 26; Fiscal Year 2022: 28) are accounted for using the equity method. Not included is AUMOVIO SE. Also, co-pace GmbH is not included in the Annual Consolidated Financial Statements, since it was transferred within the Continental Group to CAT GmbH with effect as at January 1, 2025 and thus after the end of the reporting period for Fiscal Year 2024.

7.2.2 Reconciliation from Continental AG's Automotive Group Sector to the Automotive Group

Continental AG reports results for its Automotive and Contract Manufacturing segments seperately and for each quarter. The scope of these results is not identical and not directly comparable to the Automotive Group financial information presented in this Prospectus as a result of the Spin-off and associated transfers and restructurings.

7.2.3 Basis of Preparation of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements

The Annual Consolidated Financial Statements have been prepared in compliance with IFRS. The Annual Consolidated Financial Statements and Interim Consolidated Financial Statements have been prepared in euros. Unless otherwise stated, all amounts are given in millions of euros (EUR or € million). All figures are shown rounded, so minor discrepancies may arise from addition of these amounts.

Proper and complete preparation of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements in accordance with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect assets, liabilities and disclosures in the notes, as well as the income and expenses for the period in the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements. The estimates and assumptions for the reporting period are based on the information available at the date of the preparation of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements. The underlying information is regularly reviewed and updated to reflect actual developments as necessary.

The Consolidated Financial Statements have been prepared for Fiscal Year 2022, Fiscal Year 2023 and Fiscal Year 2024 and for Half Year 2025 including the comparative figures for Half Year 2024.

Prospective investors should read this discussion and analysis in conjunction with the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements.

7.2.4 Segment Reporting

In accordance with the provisions of '*IFRS 8 – Operating Segments*', the Automotive Group's segment reporting is based on the management approach with regard to segment identification, under which information regularly provided to the chief operating decision maker for decision-making purposes is considered decisive. Automotive Group's reporting structure as at December 31, 2024, was mapped retrospectively for Fiscal Years 2022, 2023 and 2024. It is considered necessary to provide reliable financial data for all three years for purposes of the Spin-off of the Automotive Group. Therefore, '*IFRS 8 – Operating Segments*' is fully applied for the segment report within the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements.

Given the affinity of certain products, these have been combined as segments. This can mainly be seen in product requirements and market trends. The activities of the Automotive Group were and the activities of AUMOVIO are divided into the five reportable segments (i) AM, (ii) ANS, (iii) SAM, (iv) UX and (v) CM:

- AM focuses on sensorics and electronics for advanced driver assistance systems (***ADAS***) and automated driving (***AD***) technologies and systems to enhance vehicle safety and optimize the driving experience for automated and autonomous mobility. Furthermore, AM provides an "as-a-service" business model in the area of autonomous trucking. In addition, AM offers tailored electronics, software and service solutions for commercial and special vehicles, addressing the specific needs for trucks, buses, two-wheelers and for Off-Highway vehicles operating in specialized environments.
- ANS designs and manufactures electronic products and solutions for classic and emerging vehicle architectures as well as for SDVs, i.e., vehicles that manage their operations, add functionality, and enable new features primarily or entirely through software. ANS offers server-zone architecture (i.e., structured systems in which electronic components, modules and networks are divided into sub-areas independent of their vehicle function and centrally managed by servers or control units to increase efficiency and flexibility), advanced access solutions, vehicle connectivity solutions, a broad range of convenience electronics and software features, including operating software, middleware and cybersecurity solutions, as well as "build-to-print" services.
- SAM develops and manufactures products in the field of the chassis domain. Its product portfolio consists of components, systems and software for passive and active safety, driving dynamics and comfort, such as electronic brake systems and air bag control units. The aftermarket

business is also part of SAM.

- UX designs, develops and manufactures products for driver and passenger information and the interaction with vehicles, such as display solutions, head-up displays (***HUD***) and digital clusters, i.e., digital instrument displays that provide the driver with relevant driving information (e.g., speedometer, rev counter, temperature, fuel, indicator lights and warnings) as well as additional information (e.g., navigation, radio, telephone).
- CM comprises the contract manufacturing of products by companies of the Automotive Group for Schaeffler AG and its subsidiaries (the ***Schaeffler Group***). The contract manufacturing is not intended to be a permanent situation; rather, the operational separation of production will continue to be promoted and the volume of contract manufacturing reduced, and contract manufacturing is expected to be entirely discontinued in the first half of 2026.

"Other/Holding/Consolidation" comprises centrally managed subsidiaries and affiliates, such as holding, financing and insurance companies, as well as the holding function of the Automotive Group and certain effects of consolidation. It also contains the effects on earnings of uncertain risks, particularly those in connection with contractual and similar claims or obligations representing, among other things, risks from investments that cannot currently be assigned to the individual operating units. Additionally, it includes Central Engineering Services (***CES***), which provides mainly inter-company engineering and technology solutions.

Internal control and reporting within the Automotive Group are based on IFRS as adopted by the EU. The Automotive Group measures the performance of its segments on the basis of their Adjusted EBIT. Their performance is expressed as the Adjusted EBIT Margin (Adjusted EBIT divided by Adjusted Sales) and as the ROCE, which represents EBIT as a percentage of average operating assets. Intersegment sales and other proceeds are determined at arm's length prices. For administrative services performed by centrally operated companies or by the Automotive Group's management, costs are calculated on an arm's length basis in line with utilization. Where direct allocation is not possible, costs are assigned according to the services performed.

The segment assets comprise the operating assets of the assets side of the statement of financial position as at the end of the reporting period. The segment liabilities show the operating asset parts on the liabilities side of the statement of financial position.

Capital Expenditure relates to additions to property, plant and equipment, and software, as well as additions to capitalized right-of-use assets in line with '*IFRS 16 – Leases*', and additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'. Depreciation and amortization include the scheduled diminution of and the impairment of intangible assets, property, plant and equipment, capitalized right-of-use assets and investment properties as well as the impairment on goodwill. This figure does not include impairment of financial investments.

Non-cash expenses/income mainly include additions to and reversals of pension and warranty provisions as well as provisions for litigation and environmental risks.

7.3 Key Factors Affecting Comparability

The comparability of the financial information for the periods for which financial information is included in this Prospectus has been influenced by the following factors:

- As at December 27, 2024, Continental Rubber of America, Corp. (***CRoA***) was sold to the Continental Group. CRoA is a financing entity of the Continental Group and as such reports cash and cash equivalents as well as receivables and payables from cash pooling and of loans from its financial activities with non-Automotive Group companies of the Continental Group. The sale resulted in a balance sheet reduction and affects the comparability of "long-term derivative instruments and interest-bearing investments", "short-term derivative instruments and interest-bearing investments", "cash and cash equivalents", "long-term indebtedness" and "short-term indebtedness".
- The increase of CAT GmbH's equity in the amount of €5,244 million in December 2024 resulted in an increase of "capital reserves" and a decrease of "short-term indebtedness". For further details please see Sections "3.1 *Preparatory measures for the Spin-off*", "7.9.3 *Equity*" and "7.9.5 *Current liabilities*".

7.4 Key Factors Affecting the Results of Operations

The Company believes that the factors discussed below have significantly affected the financial condition and results of operations of the Automotive Group in the past periods for which financial information is available and presented in this Section, and that these factors will continue to have a material influence on its results of operations, financial position and cash flows in the future.

7.4.1 General Economic and Cyclical Developments

The global production of vehicles and vehicle components and thus the business activities with customers are subject to significant fluctuations and are dependent on the macroeconomic environment. Actual or anticipated improvements in economic and cyclical framework conditions may drive increasing demand for vehicles and, as a result, lead to higher production numbers from OEMs, which in turn may translate into higher business volume for AUMOVIO. Conversely, a weak or uncertain economic environment as well as high or rising inflation, a recession, a volatile interest rate environment, rising unemployment rates, direct or indirect taxes, stagnating or falling wages or rising costs of living can reduce the available resources and the willingness of private households and companies to invest and thus lead to a significant reduction in demand for vehicles and to shifts in market share regarding customers and products, thereby also negatively impacting demand for vehicle components and the business activities as well as AUMOVIO's financial condition and results of operations. Although AUMOVIO does not have any significant business activities in regions where armed conflicts (e.g., the Russian invasion of the Ukraine and the related military conflicts (the ***Russia-Ukraine War***) or the Middle East conflict, including the armed Houthi rebellion in Yemen) are taking place, AUMOVIO is indirectly affected by the impact of these conflicts, for example through increased supply chain instability including increased costs of special freight that is important for products of AUMOVIO, increased (raw) material prices for vehicle components, and a poor general consumer and business climate.

The commercial vehicle industry in particular is subject to strong cyclical fluctuations between investment phases and phases in which demand falls. The ongoing uncertain global economic situation and the macroeconomic environment have led to a worsening imbalance between the supply of and demand for commercial vehicles and an inhibited willingness among commercial vehicle manufacturers to modernize or expand commercial vehicle fleets. This has reduced demand for vehicle components and system solutions for commercial vehicles, which in turn has had a negative impact on the business activities of AUMOVIO and its financial condition and results of operations.

The markets for the Automotive Group include, in terms of sales in accordance with '*IFRS 15 – Revenue from Contracts with Customers*' in the Fiscal Year 2024, Germany (26%), Europe excluding Germany (24%), North America (22%), China (14%), Asia excluding China (12%), and other countries (3%).

Given the large number of macroeconomic factors that influence global demand for vehicles, the volume of automotive production has been and continues to be characterized by volatility in the past, making it difficult to accurately forecast demand for AUMOVIO's products for the automotive sector. Furthermore, customers generally do not commit to purchasing guaranteed quantities from their suppliers.

In the Fiscal Year 2024, the global production figures for passenger cars and light commercial vehicles and thus the demand for vehicle components remained largely unchanged compared to the previous year. The stagnation in production growth is mainly due to the continued weak demand for (new) vehicles as a result of the generally uncertain economic environment and the delayed launch of new production operations, particularly due to the reluctance of OEM customers to invest, who tend to invest more in more cost-effective updates to existing vehicle series than in new platforms for new vehicle series. In Europe in particular, demand for passenger cars and light commercial vehicles is subdued, with a year-on-year decline in vehicle production of 4.6% in the Fiscal Year 2024 (source: ACEA Report).

The production of passenger cars and light commercial vehicles in China developed positively with an increase of 5.2% in Fiscal Year 2024 compared to the previous year (source: ACEA Report). Due to governmental support measures for Chinese OEMs and electric vehicles in particular, Chinese OEMs produce more vehicles than are in demand, leading to overcapacities in the highly competitive domestic vehicle market and a decrease in vehicle prices. It is expected that a consolidation of the Chinese OEM market will take place. As at the date of the Prospectus, the light vehicle production in China is expected to grow slightly below the global light vehicle production levels (source: S&P Global July 2025).

AUMOVIO's business activities are also dependent on the stability of its supply chains. Now that the effects of the bottlenecks in the supply of semiconductors have no longer had such a significant impact on AUMOVIO's profitability and cash flow since 2022, trade policy factors have remained a factor in business development. The tensions between the U.S. and the EU with China, their expected

intensification over the course of the fiscal year ending on December 31, 2025 (***Fiscal Year 2025***), the Russia-Ukraine War, and the reciprocal sanctions, tariffs, trade barriers and export control measures, as well as the Middle East conflict, are contributing to global supply chain instability.

The U.S. government under the Trump administration has imposed various tariff regimes affecting certain products (e.g., passenger vehicles and key automobile parts, including engines, transmissions, shock absorbers, spark plug wires and brake hoses) and certain regions (in particular China) considered to be material for AUMOVIO's business. In addition, a base tariff on all countries was implemented. This protectionist trade policy has increased trade conflicts as well as political deglobalization trends in markets that are important for AUMOVIO (e.g., the U.S., Mexico, and China) and it is expected that such trade conflicts will further affect AUMOVIO's global supply chains. Disruptions in supply chains can lead to increased logistics costs and considerable additional costs for the production of vehicles and vehicle components and thus have a negative impact on AUMOVIO's business activities, its financial condition and results of operations.

7.4.2 Market Development

The automotive industry is undergoing a profound transformation, which is characterized by increasing technological change towards more digitalization and connectivity of vehicles driven by changing customer demands and regulatory frameworks, dynamic competition and less visibility on demand for specific platforms and OEMs. The financial condition and results of operations of AUMOVIO will be significantly impacted by this shift towards electric, intelligent, connected, sustainable, safe and autonomous mobility. Customers are demanding increased availability of products and services that enable them to offer vehicles in line with individual developments. AUMOVIO's sales performance and its competitiveness depend on its ability to adapt to these market developments and the changing requirements of its customers and to help shape the mobility transformation by adapting its product portfolio accordingly (see Section "7.4.3 *Product Mix*").

7.4.3 Product Mix

AUMOVIO's results of operations are influenced by the different business opportunities and the resulting profits of AUMOVIO's five segments. The portfolio composition of AUMOVIO combines substantial core business and innovative mobility solutions.

The AM segment has a strong component business in the field of automated driving, including for radars and cameras. The systems business based on component development will be increasingly expanded in the future and extended to include further solutions for intelligent parking functions and systems in the field of automated driving. AM is also aiming to open up new business fields with fleet operators through new system technologies and autonomous mobility services, e.g., through a partnership with Aurora Innovation, Inc. and Aurora Operations, Inc. (together, ***Aurora***). The AM segment also offers specialized solutions for trucks and special vehicles, such as tachographs and control units applications, which meet the specific requirements of this market. AM continues to expect stable business opportunities in this field.

In the ANS segment, the digital transformation is being driven by the transition from distributed architectures to server-zone architectures, e.g., from traditional body control modules (***BCM***) to zone control units (***ZCU***). High-performance computers (***HPCs***) are seen as the technology of the future in server-based architectures of AUMOVIO. Therefore, the ANS segment has expanded its portfolio to include HPC solutions and expects to see growth in this field in the future. AUMOVIO continues to expect increasing opportunities in the market for telematics units, as this technology is an elementary component of vehicle connectivity. In the vehicle access market, classic access solutions are experiencing a decline, while the market for digital solutions is growing significantly. The ANS segment is addressing this trend, among other things, with the CoSmA smart access solution,i.e., a system that allows the driver to access and start the vehicle by using a digital key on a smart device. AUMOVIO sees an additional future growth area in the software sector in solutions for SDVs, in which vehicle functions are defined via software and based on operating systems and middleware and are increasingly linked with external technologies (e.g., via cloud functions). AUMOVIO is actively shaping this change in many areas and sees growth potential in the evolution of hardware and software components, while a broad range of existing hardware and software products continue to lay the solid base for this transformation. In addition, AUMOVIO expects new business opportunities with a broader involvement in vehicle value streams, from vehicle concepting to maintenance services. With its "build-to-print" manufacturing services AUMOVIO expects further growth opportunities.

The core business of the SAM segment consists of brake, sensor and airbag systems. In addition to classic brake components, such as wheel brakes and brake boosters, the SAM segment also offers modern electronic brake systems, including what is known as one box brake systems. AUMOVIO assumes that the market share of more powerful electro-mechanical brakes will grow significantly in the future. At the same time, it is expected that there will continue to be a great demand for hydraulic brake systems. With its solutions for hydraulic and electro-mechanical braking systems, the SAM segment can serve both market segments. AUMOVIO expects demand for its sensor and airbag systems to remain constant and business opportunities to remain stable. The aftermarket business, which is part of the SAM segment, is also considered to be a stable business segment.

In the UX segment, demand for display solutions and head-up displays (***HUDs***) has increased. The technologies developed and made available in these fields are increasingly replacing traditional instruments in vehicles, including UX's digital cluster portfolio, and are seen as a promising growth area for the future. Display solutions are currently representing the largest share of sales within the segment, and AUMOVIO expects them to continue to do so in the future. Due to increased equipment rates and advanced product variants, AUMOVIO also expects high growth opportunities for HUDs in this field.

The Contract Manufacturing segment comprises the contract manufacturing of products by companies of AUMOVIO for the Schaeffler Group. The contract manufacturing is not intended to be a permanent situation; rather, the operational separation of production will continue to be promoted and the volume of contract manufacturing reduced, and contract manufacturing is expected to be entirely discontinued in the first half of 2026 (see also Section "7.4.12 *Significance of the Contract Manufacturing group sector*").

7.4.4 Competition in the Automotive and Automotive Supply Industries

Competition in the markets in which AUMOVIO operates has a significant impact on operating results and is characterized by constant change in market structure and penetration, intensified price competition, high capital expenditure and the development and introduction of new products and technologies by existing and new competitors, particularly international suppliers and, to a lesser extent, regional companies. Especially in new technology fields (e.g., software and software-based functions) AUMOVIO increasingly competes with software technology companies. The vertical integration of software technology companies and system-on-chip (***SoC***) companies, such as the joint venture between Volkswagen Group China and Guangzhou Xiaopeng Motors Technology Co., Ltd. (XPeng) for the joint development of two mid-size Volkswagen brand vehicles for the Chinese market, in parallel with the direct collaborations between SoC companies and OEMs (e.g., Valeo SE and Qualcomm Technologies, Inc. for connected displays, clusters, driver assistance and sensor technology in India) enabling OEMs to develop their own software solutions, introduces new categories of competitors and increases the overall competition in the automotive supply industry. The main competitive criteria are price, quality, technological progress, delivery time, design, and the ability to offer products and solutions globally. Furthermore, the cost efficiency of products has become increasingly important against the backdrop of the volatile macroeconomic environment. In the event that AUMOVIO is unable to meet its customers' product and solution requirements, they may decide to purchase products and solutions from competitors. Increasing price pressure in a more competitive market environment, combined with higher demands on product performance and extended functionalities, can make it more difficult to balance the effects from a price and cost perspective.

As a key component of its global growth strategy, AUMOVIO continues its strong global presence in the market for vehicle components and solutions. AUMOVIO is also aiming to further strengthen its presence in the Asian market and to increase its market shares as supplier particularly with Asian OEMs which have become more relevant for the global vehicle industry due to the shift to battery electric vehicles (***BEV***). A further increase in market size in Asia (particularly in China and India) could exacerbate the already extremely competitive situation in Asia, which is characterized by a high level of competition and many competitors. Asian competitors could also become more present in other markets, such as the European market, and thus increase competition there. These competitive situations can lead to lower prices and profit margins and entail the risk of not being able to increase or maintain market shares.

7.4.5 Sales Volume

Sales volume is an important driver of revenue for AUMOVIO and is driven by a number of factors, including general market conditions in its key markets, product prices, new product launches, regulatory developments, and competition with other suppliers.

AUMOVIO's product portfolio serves all vehicle classes regardless of drive technology and addresses the transformative market developments in the automotive industry with innovative, modern and sustainable products and system solutions (see Section "7.4.3 *Product Mix*"). Even if general vehicle production is only growing slightly, AUMOVIO sees future growth potential through additional added value per vehicle. New or higher-value functions, combined with alternative business models, allow the value per vehicle to be increased, for example through more modern displays or software functions in the vehicle that are updated via cloud services.

AUMOVIO aims to acquire business from all major customers, particularly OEM customers, in the relevant regions of Asia, Europe, and America. This can compensate for special effects caused by negative developments at individual customers or in specific regions. In addition, AUMOVIO uses its extensive knowledge of the market, vehicle and sales platforms and close contacts to its customers to secure orders for key projects and successful vehicle platforms, increasing the chances of success and the profitability per project.

7.4.6 Prices for Production and Non-Production Materials

The results of operations of AUMOVIO are affected by fluctuations in the prices for production materials (prices of raw materials and purchased components) and for non-production materials (e.g., energy, software, services), which are both important cost drivers as they represent the largest portion of its total operating expense. Electronic components and semiconductors are essential semi-finished products for AUMOVIO. Market availability, particularly in this procurement segment, improved significantly in the Fiscal Year 2024 compared to previous fiscal years due to a weak demand in the economy as a whole, a decline in vehicle production, and the utilization of previously built-up inventories in the supply chain. However, certain semiconductor technologies and components that are used specifically in the automotive sector are still experiencing capacity shortages and the associated price risks. However, capacities, particularly for semiconductors used in the automotive industry, remain scarce, and prices are rising. Material expenses corresponded to 57.1% of Automotive Group's sales in the Fiscal Year 2024.

Price fluctuations can lead to considerable earnings risks. Potential increases in the price of production materials (e.g., electronic, mechanical and electro-mechanical as well as plastic materials) have a significant impact on the costs for AUMOVIO and its segments. AUMOVIO tries to achieve lower prices for the production materials through annual price negotiations, adaption of supplier shares and implementation of material cost reduction programs in order to counteract potential price increases. However, due to strong competition, it is often not possible to pass on rising material costs to customers or to maintain prices when material costs fall.

The sustainability strategy of AUMOVIO, which aims, for example, to make production carbon-neutral or to ensure sustainability in the supply chain, may, among other things, have an impact on the selection and prices of the raw materials, components and non-production materials used and thus may also have an indirect effect on AUMOVIO's operating expenses.

The prices for components purchased by AUMOVIO, in turn, are influenced by the prices and availability of the raw materials from which these components are produced. The prices of raw materials are influenced by global or regional supply/demand dynamics, transportation costs, government regulations and tariffs, geopolitical events, changes in currency exchange rates, price controls, the general macroeconomic and cyclical environment (see also Section "7.4.1 *General Economic and Cyclical Developments*"), and other circumstances. The raw materials steel, aluminum, copper and plastics that are relevant to the Automotive Group were exposed to a geopolitical environment in the Fiscal Year 2024 that led to trade and/or sanction barriers and thus also to higher prices and freight rates. The expected economic recovery in China at the beginning of the Fiscal Year 2024 was slowed down by the ongoing real estate crisis. This led to higher steel exports to other regions, which influenced steel prices worldwide. Due to supply bottlenecks as a result of the Russia-Ukraine War, global energy prices rose significantly in the Fiscal Year 2022 and, after a slight decline in the Fiscal Year 2024, are still at a higher level than before the Russia-Ukraine War. Rising or increased energy prices have already led and may continue to lead to higher prices for raw materials and thus affect the results of operations.

When sourcing components, AUMOVIO manages procurement costs through various measures, including the selection of its suppliers through competitive tenders, continuous optimization of its supplier portfolio with regard to strategy and supplier performance, and long-term supply contracts under which suppliers undertake to deliver the components on the agreed terms. AUMOVIO also uses, to the extent possible, material pricing clauses in supplier contracts that allow adjustments to initially agreed prices. Raised purchasing costs, for example due to inflation-related cost increases, can also be partially offset by price adjustments to customers. The price adjustments to customers achieved in the

Fiscal Years 2023 and 2024 compensated for the increased purchasing costs and contributed to the positive sales trend.

7.4.7 Operating Efficiency Measures

AUMOVIO operates in an industry where efficiency improvements and cost savings are crucial to maintain competitiveness and profitability. As a result, AUMOVIO's results of operations depend significantly on its ability to improve operational efficiency across its organization. AUMOVIO is therefore striving to continuously increase its competitiveness and the overall efficiency of its business activities, particularly in the following areas: (i) better price negotiations with suppliers, (ii) increasing productivity in production, (iii) increasing efficiency in the global research and development network, (iv) improving the cost structure of the business and administrative structures, and (v) optimizing the strategic approach for systematic investments in new research areas.

Fixed costs of AUMOVIO include, in addition to research and development expenses (see Section "7.4.10 *Research and development*") selling, logistics and administrative expenses. A substantial part of these costs are personnel expenses and costs for external services (e.g., in connection with the audit of the annual financial statements). In particular personnel expenses have a significant effect on the profitability of AUMOVIO. The number of employees of AUMOVIO has decreased from 103,266 people as at December 31, 2023, to 92,745 as at December 31, 2024.

AUMOVIO seeks to enhance the efficiency improvement targets on an ongoing basis through various cost reduction programs and restructuring plans. In addition to measures to optimize the fixed cost structure, AUMOVIO is implementing measures to increase efficiency in the administrative area and to streamline the research and development network. This will result in restructuring expenses in the short term. In the medium to long term, however, these measures aim at achieving increased efficiencies and lower costs and, as a consequence, improving AUMOVIO's results of operations and cash flows.

From Fiscal Year 2022 to Fiscal Year 2024, the Automotive Group incurred restructuring expenses and restructuring-related expenses (including restructuring-related impairment and reversals of impairment losses) in connection with cost reduction programs in a total amount of €371 million.

AUMOVIO communicated further restructuring measures in February 2025. These measures are expected to result in additions to personnel restructuring provisions up to the low three-digit million range. The implementation of the agreed measures is intended to be initiated from 2025 and to take place gradually until the end of 2026.

7.4.8 Regulatory Environment

AUMOVIO's competitiveness and sales performance depend on its ability to adapt to changes in the regulatory environment and legal requirements. The regulatory environment influences AUMOVIO's business activities, particularly in the area of commercial vehicles. Systems used in logistics and the transport sector are affected by legal regulations relating to the recording, processing and transmission of relevant data for journeys, in particular driving times, position data via a tachograph for toll calculation, and speed measurements for trucks. Corresponding requirements must be implemented on a region-specific basis and have a significant impact on the equipment rate of commercial vehicles and require fleet operators to update their equipment.

The regulatory environment is also important in the area of active and passive safety systems and components. For example, the assessment of safety aspects by the European New Car Assessment Program (***NCAP***) or comparable assessment programs to determine vehicle safety with regard to impact and occupant protection in addition to accident-avoidance technology serves as a guide for consumers in their purchasing decisions. AUMOVIO's components for safety-relevant functional areas in the system network are important for such assessments. OEM customers in turn expect AUMOVIO to offer components that meet high NCAP standards in order to be able to sell the vehicles accordingly.

7.4.9 Specific Warranty Expenses, Provisions, and Warranty and other Claims

AUMOVIO's results of operations are significantly affected by specific warranty expenses and provisions, which can vary significantly throughout the year. These specific warranty expenses or provisions arise in connection with certain components which are alleged to be defective or for which warranty claims arise. Warranty expenses and provisions both affect AUMOVIO's results of operations and have a balance sheet impact.

Similarly, claims and litigation can also cause large fluctuations in results. Non-warranty related claims from customers and suppliers against AUMOVIO generally have a negative impact on AUMOVIO's

results. Such a risk exists, for example, with regards to disputes over industrial property rights. AUMOVIO could be liable to pay compensation for infringements or could be forced to purchase licenses to be able to continue using technologies from third parties. In this respect, there is a risk that AUMOVIO may depend on licenses and the conditions under which they are granted to customers for being able to use patents relating to these standards (so-called standard essential patents), especially in the field of telecommunications standards. AUMOVIO has set up provisions to protect itself from the risk of potential damage and claims in this regard. AUMOVIO is also involved in claims vis-à-vis its customers and suppliers that could have a negative impact on its results. To the extent AUMOVIO can reduce the number and size of claims against it, it can improve its profitability and financial condition. A significant event is the claim of Bayerische Motoren Werke AG and its subsidiaries (***BMW Group***) in connection with its recall regarding the integrated braking system called MK C2 (***MK C2***). MK C2 brake control systems delivered to BMW Group between 2022 and August 2024 experienced increased failure rates. BMW Group raised a claim that AUMOVIO is liable for all costs in connection with the recall and related measures. AUMOVIO believes it may only be liable for warranty claims in relation to vehicles that actually require replacement of the braking system, but not for the entire costs of the recall as alleged by BMW Group. The Automotive Group has formed respective provisions in the Consolidated Financial Statements and AUMOVIO currently assumes that this will be sufficient for the warranty case. Please see also risk factor "1.4.1 *Products that do not meet customer specifications or that contain, or are perceived to contain, defects or errors could impose significant costs on AUMOVIO, damage AUMOVIO's reputation and result in a loss of sales.*").

7.4.10 Research and Development

The results of operations and competitiveness of AUMOVIO are driven to a significant extent by its ability to develop commercially attractive products and technologies. AUMOVIO therefore invests considerable resources in research and development and has implemented and is implementing various measures to increase efficiency in relation to research and development (see also Section "7.4.7 *Operating Efficiency Measures*").

The table below sets forth the research and development expenses of the Automotive Group for Fiscal Years 2024, 2023, and 2022:

	Fiscal Year ended December 31,		
	2024	2023	2022
	(*Audited, unless otherwise noted*)		
	(*€ million, unless otherwise noted*)		
Research and development expenses[1]	-3,548	-3,589	-3,548
Income from research and development	1,191	1,198	1,277
Research and Development Expenses (Net)[2]	-2,357	-2,391	-2,271
Research and Development Expenses (Net) as % of sales[3, (*)]	12.0	11.5	12.0

(*) Unaudited figures.

(1) The research and development expenses include government grants totaling €37 million for Fiscal Year 2024, €36 million for Fiscal Year 2023 and €43 million for Fiscal Year 2022.

(2) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Automotive Group receives in this context.

(3) For Fiscal Year 2024, Research and Development Expenses (Net) also includes restructuring expenses totaling €149 million. Without this one-time effect in Fiscal Year 2024, the Research and Development Expenses (Net) as % of sales would correspond to 11.2%. No comparable material restructuring expenses affected the Research and Development Expenses (Net) in Fiscal Year 2023 and Fiscal Year 2022.

7.4.11 Foreign Exchange Rate Fluctuations

As AUMOVIO operates globally, exchange rate fluctuations affect AUMOVIO's operating results. Exchange rate fluctuations can lead to losses if assets denominated in currencies with falling exchange rates lose value, while at the same time liabilities denominated in currencies with rising exchange rates

gain value. Translational effects of exchange rate fluctuations arise because the results of subsidiaries of AUMOVIO SE are measured in the functional currency of the country in which the subsidiary operates. A number of subsidiaries of AUMOVIO SE report their results in currencies other than the euro. For the preparation of the Consolidated Financial Statements, AUMOVIO SE must translate all results of its non-euro subsidiaries from local currency into euro at the average exchange rate for the relevant period. Balance sheet items expressed in a currency other than euro have to be translated into euro at the relevant closing rate. As a consequence, fluctuations in the foreign currency exchange rates may increase or decrease the euro value of the non-euro assets, liabilities, revenue and expenses of AUMOVIO even if their value has not changed in their functional currency.

Transactional effects of exchange rate fluctuations arise when AUMOVIO companies enter into sale or purchase transactions in a currency other than their local currency. External and internal transactions involving the supply of products and services to third parties or AUMOVIO companies result in cash inflows and outflows denominated in currencies other than the functional currency of the relevant AUMOVIO company. If the cash outflows of the relevant AUMOVIO company in a foreign currency are not offset or otherwise hedged by cash inflows from operating activities in this currency, the remaining net foreign currency risk can have an impact on the results of operations and the financial condition. Exchange rate fluctuations can increase or decrease the prices of materials and commodities, as AUMOVIO purchases some of its materials and commodities in currencies other than the Euro. AUMOVIO is exposed to significant transaction risks with regard to U.S. Dollar (***USD***), Chinese Yuan (CNY), Mexican Peso (MXN), Brazilian Real (BRL), Hungarian Forint (HUF), South Korean Won (KRW) and Romanian Leu (RON), as cash in- and outflows are imbalanced in these currencies.

7.4.12 Significance of the Contract Manufacturing Group Sector

The Contract Manufacturing group sector is currently organizationally integrated into the Automotive group sector and is intended to be continued as a segment of AUMOVIO after the Spin-off has taken effect. In the Fiscal Year 2023, the Contract Manufacturing group sector generated sales of €512 million with the segment of the same name and employed 1,478 people. Both sales and the number of employees are falling continuously. In the Fiscal Year 2024, the Contract Manufacturing group sector, as it will become part of AUMOVIO as a segment, generated sales of €239 million and employed 772 people. The group sector and future segment is intended to be phased out in the first half of 2026.

7.4.13 Economic Impact of the COVID-19 Pandemic

Since the beginning of 2020, the global outbreak of COVID-19 (the ***COVID-19 pandemic***) has had a significant impact on the global economy and in particular on the automotive and automotive supply industry. With the gradual lifting of pandemic-related restrictions in 2021, global markets began to recover. Despite these positive developments, Automotive Group's sales were negatively impacted by supply bottlenecks in connection with the COVID-19 pandemic, in particular due to a shortage of semiconductors and increased (raw) material prices in production, until the Fiscal Year 2022. However, the global automotive and automotive supply industry has not been able to fully recover economically from the effects of the COVID-19 pandemic in terms of production figures, which in turn is also reflected in Automotive Group's production figures, which for Fiscal Year 2024 were still below the level before the outbreak of the COVID-19 pandemic. Production figures are expected to return to a level comparable to that before the COVID-19 pandemic by the end of the 2020s.

7.5 Key Performance Indicators and Alternative Performance Measures

In addition to its IFRS reporting, AUMOVIO and the Automotive Group track certain alternative performance measures, ratios and adjustments that are not required by, or presented in accordance with, IFRS or German GAAP. These are Adjusted EBIT, Adjusted EBIT Margin, Adjusted Free Cash Flow, Adjusted Sales, Book-to-Bill Ratio, Capital Expenditure, EBIT, EBITDA, Equity Ratio, Free Cash Flow, Gross Margin, Research and Development Expenses (Net), ROCE, and Working Capital. Management uses these alternative performance measures internally to benchmark performance over time and against peers/competitors. These alternative performance measures, however, are not defined under IFRS, German GAAP or similar GAAP and may be calculated differently within other industries and even by the Group's competitors within the automotive industry.

7.5.1 Group Key Performance Indicators and Alternative Performance Measures

The following table presents certain key performance indicators and alternative performance measures the Automotive Group uses for Fiscal Years 2024, 2023 and 2022 and for Half Year 2025 including the

comparative figures for Half Year 2024. A description of the calculation of each alternative performance measure is included in footnotes to the following table.

	As at and for the six-month Period ended June 30,		As at and for the Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
			(€ million, unless otherwise noted)		
Sales	9,545	9,899	19,648	20,814	18,979
Growth (in %)(*)	-3.6	-	-5.6	9.7	-
Adjusted Sales(1)	9,545	9,848	19,561	20,708	18,860
Gross Margin (in %)(2), (*)	18.2	15.9	17.7	16.9	15.0
Order intake(3), (*)	11,464	10,507	19,261	27,019	23,311
Book-to-Bill Ratio(4)	1.2	1.1	1.0	1.3	1.2
EBIT(5)	-114	-241	290	-27	-934
Adjusted EBIT(5)	259	-49	498	446	23
Adjusted EBIT Margin (in %)(5)	2.7	-0.5	2.5	2.2	0.1
EBITDA(6)	408	301	1,390	1,026	1,033
Research and Development Expenses (Net)(7)	1,281	1,364	2,357	2,391	2,271
Capital Expenditure(8)	346	437	953	1,231	1,346
Capital Expenditure as % of sales	3.6	4.4	4.9	5.9	7.1
Free Cash Flow(9)	1,633	-806	2,352	-350	416
Adjusted Free Cash Flow(9), (*)	-177	-677	252	-826	-458
Equity Ratio (in %)(10), (*)	46.7	-	45.0	17.0	17.6
ROCE (in %)(11)	-	-	3.2	-0.3	-10.3
Working Capital(12), (*)	2,492	-	2,549	2,859	2,397
Working Capital as % of sales(12), (*)	-	-	13.0	13.7	12.6

(*) Unaudited figures.

(1) Adjusted Sales is calculated as sales adjusted for changes in the scope of consolidation. The Automotive Group also reports Adjusted Sales for its segments, see Section "7.5.2 *Segment Data*". The following table sets forth the reconciliation of Adjusted Sales for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from Sales, the nearest IFRS financial measure.

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)			(Audited)	
			(€ million)		
Sales	9,545	9,899	19,648	20,814	18,979
Changes in the scope of consolidation (A)	-	-51	-88	-106	-119
Adjusted Sales	**9,545**	**9,848**	**19,561**	**20,708**	**18,860**

(A) Changes in the scope of consolidation include additions and disposals as part of share and asset deals. Adjustments were made for additions in the reporting year and for disposals in the comparative period of the prior year.

(2) Gross Margin is defined as gross margin on sales divided by Sales. The following table sets forth the reconciliation of Gross Margin for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from Sales and gross margin on sales, the nearest IFRS financial measures.

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
	(€ million, unless otherwise noted)				
Sales	9,545	9,899	19,648	20,814	18,979
Gross margin on sales	1,741	1,576	3,482	3,526	2,840
Gross Margin (in %)(*)	**18.2**	**15.9**	**17.7**	**16.9**	**15.0**

(*) Unaudited figures.

(3) Order intake is calculated as the sum of estimated project lifetime sales acquired within the respective fiscal year. AUMOVIO also reports order intake for its segments, see Section "7.5.2 *Segment Data*".

(4) Book-to-Bill Ratio is calculated as the ratio of order intake over Sales. The following table sets forth the reconciliation of Book-to-Bill Ratio for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from Sales, the nearest IFRS financial measure.

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
	(€ million, unless otherwise noted)				
Sales	9,545	9,899	19,648	20,814	18,979
Order intake(*)	11,464	10,507	19,261	27,019	23,311
Book-to-Bill Ratio(*)	**1.2**	**1.1**	**1.0**	**1.3**	**1.2**

(*) Unaudited figures.

(5) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax. Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations). Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100. The Automotive Group also reports EBIT, Adjusted EBIT and Adjusted EBIT Margin for its segments, see Section "7.5.2 *Segment Data*". The following table sets forth the reconciliation of EBIT, Adjusted EBIT and Adjusted EBIT Margin for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from Sales, the nearest IFRS financial measure.

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
	(€ million, unless otherwise noted)				
Sales	9,545	9,899	19,648	20,814	18,979
Cost of sales	-7,804	-8,323	-16,166	-17,288	-16,139
Research and development expenses(A)	-1,713	-1,829	-3,548	-3,589	-3,548
Selling and logistics expenses	-304	-352	-655	-700	-644
Administrative expenses	-177	-175	-328	-478	-364
Other income	591	658	1,752	1,516	1,609
Other expenses	-257	-138	-439	-336	-853
Income from equity-accounted investees	5	20	26	35	26
EBIT	**-114**	**-241**	**290**	**-27**	**-934**
Amortization of intangible assets from purchase price allocation (PPA)	18	28	55	58	70
Changes in the scope of consolidation(B)	0	18	27	49	41
Special effects					
Impairment on goodwill	-	-	-	-	553

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)			(Audited)	
	(€ million, unless otherwise noted)				
Impairment[(C)]	3	8	29	9	325
Restructuring[(D)]	223	132	72	307	-94
Restructuring-related expenses	9	8	22	16	48
Severance payments	28	17	29	23	14
Gains and losses from disposals of companies and business operations	19	-19	-42	12	-
Other[(E)]	74	0	16	-	-
Adjusted EBIT	**259**	**-49**	**498**	**446**	**23**
Adjusted EBIT Margin (in %)	**2.7**	**-0.5**	**2.5**	**2.2**	**0.1**

(A) The research and development expenses include government grants totaling €17 million for Half Year 2025, €20 million for Half Year 2024, €37 million for Fiscal Year 2024, €36 million for Fiscal Year 2023 and €43 million for Fiscal Year 2022.

(B) Changes in the scope of consolidation include additions and disposals as part of share and asset deals. Adjustments were made for additions in the reporting year and for disposals in the comparative period of the prior year.

(C) Impairment also includes necessary reversal of impairment losses. This item does not include impairment that arose in connection with a restructuring and impairment on financial investments and goodwill.

(D) For the six-month period ended June 30, 2025, this also includes restructuring-related impairment losses totaling €13 million attributable to the ANS segment (€11 million) and SAM segment (€2 million). For the six-month period ended June 30, 2024, "restructuring" also includes restructuring-related impairment losses totaling €1 million, the largest part of which is attributable to the ANS segment (€1 million). For Fiscal Year 2024, "restructuring" also includes restructuring-related impairment losses totaling €2 million, the largest part of which is attributable to the ANS segment (€1 million). For Fiscal Year 2022, "restructuring" also includes restructuring-related impairment losses totaling €9 million and reversals of impairment losses totaling €1 million attributable to the SAM segment.

(E) For the six-month period ended June 30, 2025, this includes €31 million impairment related adjustments to assets held for sale, €28 million costs for the preparation and implementation of the Spin-off as well as €13 million other separation related costs.

(6) EBITDA stands for earnings before interest, tax, depreciation and amortization. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT; depreciation of property, plant and equipment; amortization of intangible assets; and impairment, excluding impairment on financial investments. The Automotive Group also reports EBITDA for its segments, see Section "7.5.2 *Segment Data*". The following table sets forth the reconciliation of EBITDA for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from Sales, the nearest IFRS financial measure.

	Six-month Period ended June 30		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)			(Audited)	
			(€ million)		
Sales	9,545	9,899	19,648	20,814	18,979
Cost of sales	-7,804	-8,323	-16,166	-17,288	-16,139
Research and development expenses[(A)]	-1,713	-1,829	-3,548	-3,589	-3,548
Selling and logistics expenses	-304	-352	-655	-700	-644
Administrative expenses	-177	-175	-328	-478	-364
Other income	591	658	1,752	1,516	1,609
Other expenses	-257	-138	-439	-336	-853
Income from equity-accounted investees	5	20	26	35	26
EBIT	**-114**	**-241**	**290**	**-27**	**-934**
Depreciation and amortization[(B)]	522	542	1,101	1,054	1,967
EBITDA	**408**	**301**	**1,390**	**1,026**	**1,033**

(A) The research and development expenses include government grants totaling €17 million for Half Year 2025, €20 million for Half Year 2024, €37 million for Fiscal Year 2024, €36 million for Fiscal Year 2023 and €43 million for Fiscal Year 2022.

(B) Excluding impairment on financial investments.

(7) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context. The Automotive Group also reports Research and Development Expenses (Net) for its segments, see Section "7.5.2 *Segment Data*". The following table sets forth the reconciliation of Research and Development Expenses (Net) for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from research and development expenses, the nearest IFRS financial measure.

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
	(€ million, unless otherwise noted)				
Research and development expenses[(A)]	-1,713	-1,829	-3,548	-3,589	-3,548
Income from research and development	432	465	1,191	1,198	1,277
Research and Development Expenses (Net)	**-1,281**	**-1,364**	**-2,357**	**-2,391**	**-2,271**
% of sales[(B), (*)]	13.4	13.8	12.0	11.5	12.0

(*) Unaudited figures.

(A) The research and development expenses include government grants totaling €17 million for Half Year 2025, €20 million for Half Year 2024, €37 million for Fiscal Year 2024, €36 million for Fiscal Year 2023 and €43 million for Fiscal Year 2022.

(B) For Fiscal Year 2024, Research and Development Expenses (Net) also includes restructuring expenses totaling €149 million. Without this one-time effect in Fiscal Year 2024, the Research and Development Expenses (Net) as % of sales would correspond to 11.2%. No comparable material restructuring expenses effected the Research and Development Expenses (Net) in Fiscal Year 2023 and Fiscal Year 2022.

(8) Capital Expenditure relates to additions to property, plant and equipment, and software, as well as additions to capitalized right-of-use assets in line with '*IFRS 16 – Leases*', and additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'. For the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022, the Automotive Group had no additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'. The Automotive Group also reports Capital Expenditure for its segments, see Section "7.5.2 *Segment Data*". The following table sets forth the reconciliation of Capital Expenditure for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from "Property Plant & Equipment", "Software" and "Right of Use Assets", the nearest IFRS financial measures.

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
			(€ million)		
Property Plant & Equipment	297	399	863	1,110	1,241
Software[(A), (*)]	4	10	18	20	32
Right of Use Assets	44	28	71	101	72[(*), (B)]
Capital Expenditure	**346**	**437**	**953**	**1,231**	**1,346**

(*) Unaudited figures.

(A) Software consists of the sum of capitalized software-related expenditures, included in additions to "Other intangible assets" and "Advances to suppliers".

(B) Represents only a portion of the additions to right-of-use assets in Fiscal Year 2022: An existing purchase option was exercised for a leased building for which a right-of-use asset had previously been recognized in the statement of financial position. Exercising this purchase option resulted in an addition to property, plant & equipment. To avoid double counting in Capital Expenditure, the original addition to right-of-use assets was not recognized as Capital Expenditure.

(9) Free Cash Flow is defined as the sum of the cash flow arising from operating activities and the cash flow arising from investing activities. Adjusted Free Cash Flow is calculated as the sum of cash flow from operating activities and investing activities, adjusted for cash inflow/outflow from interest-bearing investments as well as for acquisitions and divestments of companies and business operations. The following table sets forth the reconciliation of Free Cash Flow and Adjusted Free Cash Flow for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from Cash flow arising from operating activities and cash flow arising from investing activities, the nearest IFRS financial measures.

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
	(€ million)				
Cash flow arising from operating activities	110	-279	1,103	250	796
Cash flow arising from investing activities	1,522	-527	1,249	-600	-380
Free Cash Flow	**1,633**	**-806**	**2,352**	**-350**	**416**
Acquisition of companies and business operations	12	5	13	19	22
Disposal of companies and business operations	-1	-	-21	-1	1
Cash inflow from interest-bearing investments	-1,820	125	-2,093	-493	-897
Adjusted Free Cash Flow(*)	**-177**	**-677**	**252**	**-826**	**-458**

(*) Unaudited figures.

(10) Equity Ratio is calculated as total equity as reported in the statement of financial position, including non-controlling interests, divided by total assets. The following table sets forth the reconciliation of the Equity Ratio for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from equity, the nearest IFRS financial measure.

	As at June 30,	As at December 31,		
	2025	2024	2023	2022
	(Unaudited)	(Audited, unless otherwise noted)		
	(€ million, unless otherwise noted)			
Total Equity	8,360	8,956	4,133	4,351
Total Assets	17,919	19,917	24,249	24,671
Equity Ratio (in %) (*)	**46.7**	**45.0**	**17.0**	**17.6**

(*) Unaudited figures.

(11) ROCE is the ratio of EBIT to average operating assets for the fiscal year. ROCE corresponds to the rate of return on the capital employed and is used to assess the Automotive Group's profitability and efficiency. In general, average operating assets are calculated as at the end of the quarterly periods. However, average operating assets for the years 2022 to 2024 are calculated as an average of the year-end reporting dates. Operating assets are defined as the assets less liabilities as reported in the consolidated statement of financial position, without recognizing the net indebtedness, sale of trade accounts receivable, deferred tax assets, income tax receivables and payables, as well as other financial assets and debts. The Automotive Group also reports ROCE for its segments, see Section "7.5.2 *Segment Data*". The following table sets forth the reconciliation of ROCE for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from EBIT and the related income statement line items, as the nearest IFRS financial measures.

	Fiscal Year ended December 31,		
	2024	2023	2022
	(Audited)		
	(€ million, unless otherwise noted)		
EBIT	290	-27	-934
Average operating assets	9,042	9,120	9,070
ROCE (in %)	**3.2**	**-0.3**	**-10.3**

(12) Working Capital is calculated as inventories plus trade accounts receivable less trade accounts payable. The following table sets forth the reconciliation of Working Capital for the six-month periods ended June 30, 2025 and June 30, 2024 and the financial years ended December 31, 2024, 2023 and 2022 from "inventories", "trade accounts receivable", "trade accounts payable" and "sales", the nearest IFRS financial measures.

	As at June 30,	As at December 31,		
	2025	2024	2023	2022
	(Unaudited)	(Audited, unless otherwise noted)		
		(€ million)		
Inventories	2,435	2,583	2,866	2,945
Trade accounts receivable	3,493	3,642	4,150	4,087
Trade accounts payable	-3,436	-3,675	-4,157	-4,636
Working Capital(*)	**2,492**	**2,549**	**2,859**	**2,397**

(*) Unaudited figures.

7.5.2 Segment Data

The following table presents certain key performance indicators and alternative performance measures AUMOVIO and the Automotive Group use for its segments for years ended December 31, 2024, 2023 and 2022. For a further description of the reconciliations and definitions of the Alternative Performance Measures used in the following segment data, see Section "7.5.1 *Group Key Performance Indicators and Alternative Performance Measures*".

7.5.2.1 *2024 Segment Data*

	AM	ANS	SAM	UX	CM	Other/ Holding/ Consolidation	Group
	(Audited, unless otherwise noted)						
	(€ million, unless otherwise noted)						
Sales	3,322	5,559	7,532	3,070	239	-73	19,648
Adjusted Sales(1)	3,234	5,559	7,532	3,070	239	-73	19,561
EBIT(2)	-129	331	246	-181	15	8	290
EBITDA(3)	77	607	625	35	27	19	1,390
Adjusted EBIT(4)	-46	419	267	-147	7	-3	498
Adjusted EBIT Margin (in %)(5)	-1.4	7.5	3.5	-4.8	3.1	-	2.5
Capital Expenditure(6)	193	221	293	230	4	12	953
Capital Expenditure as % of sales	5.8	4.0	3.9	7.5	1.7	-	4.9
Research and Development Expenses (Net) (7)	847	607	688	240	0	-24	2,357
ROCE (in %)(8)	-6.1	17.8	6.9	-14.3	6.9	-	3.2
Order intake(*)	3,125	5,194	7,810	3,068	0	65	19,261

(*) Unaudited figures.

(1) Before changes in the scope of consolidation.

(2) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax.

(3) EBITDA stands for earnings before interest, tax, depreciation and amortization. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT; depreciation of property, plant and equipment; amortization of intangible assets; and impairment, excluding impairment on financial investments.

(4) Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

(5) Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.

(6) Capital Expenditure relates to additions to property, plant and equipment, and software, as well as additions to capitalized right-of-use assets in line with '*IFRS 16 – Leases*', and additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'. For Fiscal Year 2024, the Automotive Group had no additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'.

(7) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.

(8) ROCE is the ratio of EBIT to average operating assets for the fiscal year. ROCE corresponds to the rate of return on the capital employed and is used to assess the Group's profitability and efficiency. The average operating assets are calculated as at the end of the quarterly periods. However, average operating assets for the years 2022 to 2024 are calculated as an average of the year-end reporting dates. Operating assets are defined as the assets less liabilities as reported in the consolidated statement of financial position, without recognizing the net indebtedness, sale of trade accounts receivable, deferred tax assets, income tax receivables and payables, as well as other financial assets and debts.

7.5.2.2 *2023 Segment Data*

	AM	ANS	SAM	UX	CM	Other/ Holding/ Consolidation	Group
			(Audited, unless otherwise noted)				
			(€ million, unless otherwise noted)				
Sales	3,429	5,537	7,913	3,546	512	-124	20,814
Adjusted Sales[1]	3,324	5,537	7,913	3,546	512	-124	20,708
EBIT[2]	-292	31	136	85	6	6	-27
EBITDA[3]	-106	274	523	288	29	18	1,026
Adjusted EBIT[4]	-150	138	314	112	8	24	446
Adjusted EBIT Margin (in %)[5]	-4.5	2.5	4.0	3.2	1.7	-	2.2
Capital Expenditure[6]	219	336	373	280	7	16	1,231
Capital Expenditure as % of sales	6.4	6.1	4.7	7.9	1.3	-	5.9
Research and Development Expenses (Net)[7]	909	665	664	223	0	-69	2,391
ROCE (in %)[8]	-13.2	1.7	3.9	7.4	1.2	-	-0.3
Order intake[*]	9,110	4,584	9,923	3,333	0	69	27,019

(*) Unaudited figures.

(1) Before changes in the scope of consolidation.

(2) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax.

(3) EBITDA stands for earnings before interest, tax, depreciation and amortization. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT; depreciation of property, plant and equipment; amortization of intangible assets; and impairment, excluding impairment on financial investments.

(4) Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

(5) Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.

(6) Capital Expenditure relates to additions to property, plant and equipment, and software, as well as additions to capitalized right-of-use assets in line with '*IFRS 16 – Leases*', and additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing*

Costs'. For Fiscal Year 2023, the Automotive Group had no additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'.

(7) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.

(8) ROCE is the ratio of EBIT to average operating assets for the fiscal year. ROCE corresponds to the rate of return on the capital employed and is used to assess the Group's profitability and efficiency. The average operating assets are calculated as at the end of the quarterly periods. However, average operating assets for the years 2022 to 2024 are calculated as an average of the year-end reporting dates. Operating assets are defined as the assets less liabilities as reported in the consolidated statement of financial position, without recognizing the net indebtedness, sale of trade accounts receivable, deferred tax assets, income tax receivables and payables, as well as other financial assets and debts.

7.5.2.3 *2022 Segment Data*

	AM	ANS	SAM	UX	CM	Other/ Holding/ Consolidation	Group
			(Audited, unless otherwise noted)				
			(€ million, unless otherwise noted)				
Sales	3,026	4,774	7,380	3,277	666	-144	18,979
Adjusted Sales[(1)]	2,907	4,774	7,380	3,277	666	-144	18,860
EBIT[(2)]	-185	-543	-308	64	10	28	-934
EBITDA[(3)]	-2	31	641	279	46	39	1,033
Adjusted EBIT[(4)]	-124	-197	268	44	4	27	23
Adjusted EBIT Margin (in %)[(5)]	-4.3	-4.1	3.6	1.4	0.6	-	0.1
Capital Expenditure[(6)]	271	369	400	300	10	-4	1,346
Capital Expenditure as % of sales	9.0	7.7	5.4	9.1	1.5	-	7.1
Research and Development Expenses (Net)[(7)]	824	689	592	231	0	-66	2,271
ROCE (in %)[(8)]	-9.1	-31.8	-8.3	6.2	1.7	-	-10.3
Order intake[(*)]	4,298	4,806	8,882	5,287	0	38	23,311

(*) Unaudited figures.

(1) Before changes in the scope of consolidation.

(2) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax.

(3) EBITDA stands for earnings before interest, tax, depreciation and amortization. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result, tax, depreciation and amortization. It equals the sum of EBIT; depreciation of property, plant and equipment; amortization of intangible assets; and impairment, excluding impairment on financial investments.

(4) Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

(5) Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.

(6) Capital Expenditure relates to additions to property, plant and equipment, and software, as well as additions to capitalized right-of-use assets in line with '*IFRS 16 – Leases*', and additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'. For Fiscal Year 2022, the Automotive Group had no additions to capitalized borrowing costs in line with '*IAS 23 – Borrowing Costs*'.

(7) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.

(8) ROCE is the ratio of EBIT to average operating assets for the fiscal year. ROCE corresponds to the rate of return on the capital employed and is used to assess the Group's profitability and efficiency. The average operating assets are calculated as at the end of the quarterly periods. However, average operating assets for the years 2022 to 2024 are calculated as an average of the year-end reporting dates. Operating assets are defined as the assets less liabilities as reported in the consolidated statement of financial position, without recognizing the net indebtedness, sale of trade accounts receivable, deferred tax assets, income tax receivables and payables, as well as other financial assets and debts.

7.6 Explanation of Income Statement Items

The following definitions of income statements line items are discussed in Sections "7.7 *Results of Operations – Income Statement*" and "7.8 *Results of Operations by Segment*":

Sales primarily includes revenue generated from the sale of products and services resulting from the ordinary business activities of the Group.

Cost of sales includes the production costs incurred to generate the sales revenue and the cost of goods purchased for resale. In addition to direct material costs, which represent the majority of cost of sales, non-staff overheads and personnel costs, production cost also includes production-related indirect costs, including depreciation of production facilities and general warranty costs.

Gross margin on sales is the difference between sales and cost of sales.

Research and development expenses are defined as expenses for research and development. They include research and development expenses not eligible for capitalization in the period. Amortization of capitalized research and development expenses are recorded under cost of sales.

Selling and logistics expenses include sales-related costs incurred at the functions selling, communication, distribution and also include costs incurred for the support of these functions.

Administrative expenses include primary and allocated costs incurred for finance and accounting, auditing, personnel and industrial relations, systems and data processing, tax, insurance, general company expenses and company management.

Other income mainly includes income from research and development, income from litigation and environmental risks, income from currency translation, income from disposals of companies and business operations, compensation from customers and suppliers, income from the reimbursement of customer tooling expenses, income from the disposal of property, plant and equipment and other miscellaneous income.

Other expenses mainly include additions to provisions for litigation and environmental risks, expenses from currency translations, expenses from other taxes, compensation to customers and suppliers, impairment on property, plant and equipment, intangible assets and goodwill and other miscellaneous expenses.

Income from equity-accounted investees includes the share of earnings of companies accounted for using the equity method.

EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax. It is calculated as the sum of gross margin on sales, research and development expenses, sales and administration expenses, other income, other expenses, income from equity-accounted investees.

Interest income consists of interest and similar income.

Interest expense consists of interest and similar expenses, interest expenses from lease liabilities, interest effects from long-term employee benefits and from pension funds and interest expense from long-term liabilities.

Effects from currency translation consist of currency translation effects related to financing transactions.

Effects from changes in the fair value of derivative instruments, and other valuation effects include gains and losses from fair value changes of derivatives not included in cash flow hedge accounting as well as other valuation effects from the remeasurement of financial instruments.

Financial result is defined as the sum of interest income, interest expense, effects from currency translation (resulting from financial transactions) and the effects from changes in the fair value of derivative instruments, and other valuation effects.

Earnings before tax is the sum of EBIT and financial result.

Income taxes includes net current tax and net deferred tax.

Net Income / loss is the sum of earnings before tax and income tax expense.

Non-controlling interests include the interest of minority shareholders in income.

Net income / loss attributable to the shareholders of the parent is the sum of net income and non-controlling interests.

7.7 Results of Operations – Income Statement

The table below sets forth the Automotive Group's consolidated statement of income for Fiscal Years 2024, 2023 and 2022 and Half Year 2025 including the comparative figures for Half Year 2024:

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
(€ millions)	**2025**	**2024**	**2024**	**2023**	**2022**
Sales	9,545	9,899	19,648	20,814	18,979
Cost of sales	-7,804	-8,323	-16,166	-17,288	-16,139
Gross margin on sales	1,741	1,576	3,482	3,526	2,840
Research and development expenses[(1)]	-1,713	-1,829	-3,548	-3,589	-3,548
Selling and logistics expenses	-304	-352	-655	-700	-644
Administrative expenses	-177	-175	-328	-478	-364
Other income	591	658	1,752	1,516	1,609
Other expenses	-257	-138	-439	-336	-853
Income from equity-accounted investees	5	20	26	35	26
EBIT	-114	-241	290	-27	-934
Interest income	33	115	216	244	160
Interest expense	-76	-275	-432	-568	-243
Effects from currency translation	92	-19	-38	-14	-1
Effects from changes in the fair value of derivative instruments, and other valuation effects	0	-24	-30	9	-21
Financial result	48	-202	-284	-329	-105
Earnings before tax	-65	-443	6	-357	-1,038
Income taxes	-113	-59	-279	39	45
Net income (+) / loss (-)	-178	-502	-272	-317	-994
Non-controlling interests	-20	-5	-17	-16	-19
Net income (+) / loss (-) attributable to the shareholders of the parent	-198	-507	-289	-333	-1,013

(1) The research and development expenses include government grants totaling €17 million for Half Year 2025, €20 million for Half Year 2024, €37 million for Fiscal Year 2024, €36 million for Fiscal Year 2023 and €43 million for Fiscal Year 2022.

7.7.1 Sales

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Sales decreased by €354 million, or 3.6%, to €9,545 million in Half Year 2025 from €9,899 million in Half Year 2024. This decrease was primarily due to a decline in vehicle production levels in Europe and North America negatively impacting the demand for the Automotive Group's products and services, and due to negative foreign exchange effects.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Sales decreased by €1,165 million, or 5.6%, to €19,648 million in Fiscal Year 2024 from €20,814 million in Fiscal Year 2023. This development is linked to challenging market conditions, with the decline in vehicle production in Europe in particular having a negative impact on demand.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Sales increased by €1,835 million, or 9.7%, to €20,814 million in Fiscal Year 2023 from €18,979 million in Fiscal Year 2022. This increase was due to positive market developments and the improved availability of semi-finished products, especially semiconductors.

7.7.2 Cost of Sales

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Cost of sales decreased by €519 million, or 6.2%, to €7,804 million in Half Year 2025 from €8,323 million in Half Year 2024. The ratio of cost of sales to sales decreased in Half Year 2025 (81.8%) compared to Half Year 2024 (84.1%). The reduction of the ratio of cost of sales to sales was due to lower sales volumes,

reduced material prices and a significant decrease in manufacturing costs, in particular for start-up costs in production. The decrease is partly offset by higher restructuring provisions.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

The cost of sales decreased by €1,122 million, or 6.5%, to €16,166 million in Fiscal Year 2024, from €17,288 million in Fiscal Year 2023. The ratio of cost of sales to sales decreased in Fiscal Year 2024 (82.3%) compared to Fiscal Year 2023 (83.1%). The reduction of the ratio of cost of sales to sales was driven by an overall favorable change in material prices, a significant decrease in special journeys for freight transport and start-up costs in production as well as the reversal of restructuring provisions.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Cost of sales increased by €1,149 million, or 7.1%, to €17,288 million in Fiscal Year 2023 from €16,139 million in Fiscal Year 2022. The ratio of cost of sales to sales decreased in Fiscal Year 2023 (83.1%) compared to Fiscal Year 2022 (85.0%). The reduction of the ratio of the cost of sales was driven by an overall favorable change in material prices, manufacturing costs (labor and machine depending costs) and a significant decrease in special journeys for freight transport.

7.7.3 Gross Margin on Sales

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Gross margin on sales increased by €165 million, or 10.5%, to €1,741 million in Half Year 2025 from €1,576 million in Half Year 2024. This increase was due to a favorable development for material and manufacturing costs, partly offset by the build up of restructuring provisions.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Gross margin on sales decreased by €44 million, or 1.2%, to €3,482 million in Fiscal Year 2024, from €3,526 million in Fiscal Year 2023. The gross margin on sales percentage in Fiscal Year 2024 (17.7%) increased compared to the gross margin on sales percentage in Fiscal Year 2023 (16.9%). The slight decrease in the gross margin on sales was primarily due to the decline in sales.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Gross margin on sales increased by €686 million, or 24.1%, to €3,526 million in Fiscal Year 2023 from €2,840 million in Fiscal Year 2022. The gross margin on sales percentage increased from 15.0% in Fiscal Year 2022 to 16.9% in Fiscal Year 2023. The increase in the gross margin on sales was primarily due to favorbale cost development in material, manufacturing and special freights. The gross margin on sales was also influenced by certain special effects, including a negative impact in Fiscal Year 2022 due to impairment losses and a negative impact in Fiscal Year 2023 due to build up of restructuring accruals.

7.7.4 Research and Development Expenses

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Research and development expenses decreased by €116 million, or 6.3%, to €1,713 million in Half Year 2025 from €1,829 million in Half Year 2024 due to the ongoing effects of transformation programs in relation to R&D activities, such as the reduction of external development services and in-house development resources, partly offset by higher restructuring provisions.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Research and development expenses decreased by €41 million, or 1.1%, to €3,548 million in Fiscal Year 2024 from €3,589 million in Fiscal Year 2023. This development is related to the initial effects of transformation programs in relation to research and development activities, such as the reduction of external development services and in-house development resources.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Research and development expenses increased by €40 million, or 1.1%, to €3,589 million in Fiscal Year 2023 from €3,548 million in Fiscal Year 2022. The increase of research and development expenses is primarily due to an increase in compensation related expenses.

7.7.5 Selling and Logistics Expenses

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Selling and logistics expenses decreased by €48 million, or 13.7%, to €304 million in Half Year 2025 from €352 million in Half Year 2024. The decrease in selling and logistics expenses was mainly due to effects of transformation programs in relation to selling and logistics expenses.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Selling and logistics expenses decreased by €45 million, or 6.4%, to €655 million in Fiscal Year 2024 from €700 million in Fiscal Year 2023. This cost reduction is related to the effects of transformation programs in relation to selling and logistics expenses as well as the reversal of restructuring provisions.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Selling and logistics expenses increased by €56 million, or 8.7%, to €700 million in Fiscal Year 2023 from €644 million in Fiscal Year 2022. The increase in selling and logistics expenses was especially due to favourable sales development and therefore related increase in selling and logistics expenses as well as the booking of restructuring accruals.

7.7.6 Administrative Expenses

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Administrative expenses increased by €1 million, or 0.6%, to €177 million in Half Year 2025 from €175 million in Half Year 2024. The increase in administrative expenses was mainly due to higher restructuring provisions and separation related costs, partly offset by effects of transformation programs in relation to the administrative organization.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Administrative expenses decreased by €150 million, or 31.4%, to €328 million in Fiscal Year 2024, from €478 million in Fiscal Year 2023. This significant cost reduction is related to the effects of transformation programs in relation to the administrative organization as well as the reversal of restructuring provisions.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Administrative expenses increased by €115 million, or 31.6%, to €478 million in Fiscal Year 2023 from €364 million in Fiscal Year 2022. The increase in administrative expenses was especially due to the booking of restructuring provisions.

7.7.7 Other Income

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Other income decreased by €67 million, or 10.2%, to €591 million in Half Year 2025 from €658 million in Half Year 2024. Other income decreased due to a decrease in R&D and tooling reimbursements, foreign currency effects arising from the foreign currency valuation of non-financial receivables or liabilities, partly offset by a slight increase in income in connection with litigation and environmental risks.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Other income increased by €236 million, or 15.6%, to €1,752 million in Fiscal Year 2024, from €1,516 million in Fiscal Year 2023. The increase in other income in Fiscal Year 2024 resulted from an increase in income in connection with litigation and environmental risks and income from the disposal of companies and business operations and positive foreign currency effects arising from the foreign currency valuation of non-financial receivables or liabilities.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Other income decreased by €93 million, or 5.8%, to €1,516 million in Fiscal Year 2023 from €1,609 million in Fiscal Year 2022. The decrease in other income is primarily due to lower income from research and development and lower compensation from customers and suppliers.

7.7.8 Other Expenses

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Other expenses increased by €119 million, or 86.7%, to €257 million in Half Year 2025 from €138 million in Half Year 2024. This increase was primarily due to losses from the disposal of companies, foreign currency effects arising from the foreign currency valuation of non-financial receivables or liabilities, partly offset by less expenses in connection with litigation and environmental risks.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Other expenses increased by €102 million, or 30.4%, to €439 million in Fiscal Year 2024 from €336 million in Fiscal Year 2023. The increase in other expenses is mainly due to increased expenses in connection with litigation and environmental risks compared to Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Other expenses decreased by €516 million, or 60.5% to €336 million in Fiscal Year 2023 from €853 million in Fiscal Year 2022. This decrease is primarily due to a one time effect through goodwill

impairment in Fiscal Year 2022 in the amount of €553 million and positive effects in the area of patents, product liability and litigation.

7.7.9 Income from Equity-accounted Investees

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Income from equity-accounted investees decreased by €15 million, or 75.3%, to €5 million in Half Year 2025 from €20 million in Half Year 2024. The decrease was mainly due to decreased earnings from eSolutions GmbH and proportional losses of Horizon Continental Technologies (Shanghai) Co. Ltd.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Income from equity-accounted investees decreased by €9 million, or 24.6%, to €26 million in Fiscal Year 2024, from €35 million in Fiscal Year 2023. The decrease was mainly due to one time impacts in Fiscal Year 2024, including proportional losses of IAV GmbH due to restructuring costs in Fiscal Year 2024.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Income from equity-accounted investees increased by €9 million, or 32.4%, to €35 million in Fiscal Year 2023 from €26 million in Fiscal Year 2022. The increase was mainly due to proceeds received out of the winding-up and closure of the two joint ventures CNXMotion LLC and Continental Teves Taiwan Co. Ltd, as well as higher invoiced non-recurring-expenses for engineering services to customers by eSolutions GmbH.

7.7.10 EBIT

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

EBIT increased by €127 million, or 52.8%, to -€114 million in Half Year 2025 from -€241 million in Half Year 2024. This increase was primarily due to a significant increase in gross margin and effects from transformation programs leading to lower R&D, selling and logistics.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

EBIT increased by €317 million to €290 million in Fiscal Year 2024, from -€27 million in Fiscal Year 2023. This development is related to lower selling and logistics as well as administrative expenses and an increase in other income compared to the previous fiscal year.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

EBIT increased by €906 million to -€27 million in Fiscal Year 2023 from -€934 million in Fiscal Year 2022. This increase in EBIT compared to the previous year was primarily due to impairment losses incl. goodwill impairment as special effect in Fiscal Year 2022 as well as a positive EBIT impact from sales increase in Fiscal Year 2023 with a lower ratio of cost of sales to sales compared to Fiscal Year 2022.

7.7.11 Interest Income

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Interest income decreased by €82 million, or 71.4%, to €33 million in Half Year 2025 from €115 million in Half Year 2024. This decrease in interest income was primarily due to changes in the scope of consolidation compared to Half Year 2024 leading to a significant decrease of amount of related party financing.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Interest income decreased by €28 million, or 11.5%, to €216 million in Fiscal Year 2024 from €244 million in Fiscal Year 2023. This decrease in interest income was primarily due to a lower volume of deposits made under the intra-group financing of the Continental Group.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Interest income increased by €84 million, or 52.2%, to €244 million in Fiscal Year 2023 from €160 million in Fiscal Year 2022. The increase in interest income resulted in particular from the global interest rate development on capital markets.

7.7.12 Interest Expense

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Interest expense decreased by €198 million, or 72.2%, to €76 million in Half Year 2025 from €275 million in Half Year 2024. This decrease in interest expense resulted primarily from the equity increase of €5,244 million in December 2024 in preparation for the Spin-off and the following reduction of debt.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Interest expense decreased by €136 million, or 24.0%, to €432 million in Fiscal Year 2024 from €568 million in Fiscal Year 2023. This decrease in interest expense resulted primarily from a lower financing volume from cash pooling and the central financing by means of loans taken out under the intra-group financing of the Continental Group.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Interest expense increased by €325 million to €568 million in Fiscal Year 2023 from €243 million in Fiscal Year 2022. The increase in interest expense resulted in particular from the global interest rate development on capital markets

7.7.13 Effects from Currency Translation

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Effects from currency translation resulted in a positive contribution to earnings of €92 million in Half Year 2025 after an expense of €19 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Expenses attributable to effects from currency translation increased by €24 million to €38 million in Fiscal Year 2024 from €14 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Expenses attributable to effects from currency translation increased by €13 million to €14 million in Fiscal Year 2023 from €1 million in Fiscal Year 2022.

7.7.14 Effects from Changes in the Fair Value of Derivative Instruments, and other Valuation Effects

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Effects from changes in the fair value of derivative instruments, and other valuation effects resulted in an effect of €0 million in Half Year 2025 compared to expenses of €24 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Effects from changes in the fair value of derivative instruments and other valuation effects resulted in expenses of €30 million in Fiscal Year 2024 and were therefore €39 million lower than the effect in Fiscal Year 2023, in which income of €9 million was generated.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Effects from changes in the fair value of derivative instruments, and other valuation effects resulted in income of €9 million in Fiscal Year 2023 after expenses of €21 million in Fiscal Year 2022.

7.7.15 Financial Result

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

The financial result showed a positive contribution to earnings before tax of €48 million in Half Year 2025, which is an increase of €251 million compared to a negative contribution to earnings before tax of €202 million in Half Year 2024. This improvement was primarily due to the equity increase of €5,244 million in December 2024 in connection with an overall reduction of the related party transactions with the Continental Group in preparation for the Spin-off, and due to positive effects from currency translation in Half Year 2025 in comparison to the Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

The negative financial result was reduced by €46 million, or 13.9%, to €284 million in Fiscal Year 2024 from €329 million in Fiscal Year 2023. This decrease resulted in particular from lower volumes from cash pooling and the central financing by means of loans taken out under the intra-group financing of the Continental Group.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

The negative financial result increased by €224 million to €329 million in Fiscal Year 2023 from €105 million in Fiscal Year 2022. This increase was primarily due to the global interest rate development on capital markets.

7.7.16 Earnings before Tax

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Earnings before tax increased by €378 million, or 85.3%, to -€65 million in Half Year 2025 from -€443 million in Half Year 2024. Earnings before tax are calculated as the sum of EBIT and financial result.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Earnings before tax increased by €363 million to €6 million in Fiscal Year 2024, from -€357 million in Fiscal Year 2023. Earnings before tax are calculated as the sum of EBIT and financial result.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Earnings before tax increased by €682 million, or 65.7%, to -€357 million in Fiscal Year 2023 from -€1,038 million in Fiscal Year 2022. Earnings before tax are calculated as the sum of EBIT and financial result.

7.7.17 Income Taxes

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Income taxes increased from an income tax expense of €59 million in Half Year 2024 by €54 million to an income tax expense of €113 million in Half Year 2025.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Income taxes changed from an income tax income of €39 million in Fiscal Year 2023 by -€318 million to an expense of €279 million in Fiscal Year 2024.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Income taxes decreased from an income tax income of €45 million in Fiscal Year 2022 by €6 million to an income tax income of €39 million in Fiscal Year 2023.

7.7.18 Net Income / Loss

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Net loss improved by €324 million, or 64.5%, to -€178 million in Half Year 2025 from -€502 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Net loss improved by €45 million, or 14.1%, to -€272 million in Fiscal Year 2024, from -€317 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Net loss improved by €676 million, or 68.1%, to -€317 million in Fiscal Year 2023 from -€994 million in Fiscal Year 2022.

7.7.19 Net Income / Loss attributable to Non-controlling Interests

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Net loss attributable to non-controlling interests changed by -€15 million to -€20 million in Half Year 2025 from -€5 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Net loss attributable to non-controlling interests changed by -€1 million to -€17 million in Fiscal Year 2024, from -€16 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Net loss attributable to non-controlling interests changed by €4 million to -€16 million in Fiscal Year 2023 from -€19 million in Fiscal Year 2022.

7.7.20 Net Income / Loss attributable to the Shareholders of the Parent

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Net loss attributable to the shareholders of the parent improved by €309 million, or 60.9%, to -€198 million in Half Year 2025 from -€507 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Net loss attributable to the shareholders of the parent improved by €44 million, or 13.2%, to -€289 million in Fiscal Year 2024, from -€333 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Net loss attributable to the shareholders of the parent improved by €680 million, or 67.1%, to -€333 million in Fiscal Year 2023 from -€1,013 million in Fiscal Year 2022.

7.8 Results of Operations by Segment

7.8.1 Autonomous Mobility

The table below sets forth AM's consolidated selected results of operations for Fiscal Years 2024, 2023 and 2022 and Half Year 2025 including the comparative figures for Half Year 2024:

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
	(€ million, unless otherwise noted)				
Sales	1,623	1,678	3,322	3,429	3,026
EBIT[(1)]	-38	-126	-129	-292	-185
Adjusted EBIT[(2)]	-1	-64	-46	-150	-124
Adjusted EBIT Margin (in %)[(3)]	-0.0	-4.0	-1.4	-4.5	-4.3
Research and Development Expenses (Net)[(4)]	375	473	847	909	824

(1) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax.

(2) Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

(3) Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.

(4) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.

7.8.1.1 *Sales*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Sales decreased by €55 million, or 3.3%, to €1,623 million in the six-month period ended June 30, 2025 from €1,678 million in the six-month period ended June 30, 2024. This decrease was primarily due to lower sales of ADAS components, partly offset by sales from the CSV business.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Sales decreased by €107 million, or 3.1%, to €3,322 million in Fiscal Year 2024 from €3,429 million in Fiscal Year 2023. This decrease was primarily due to a challenging market environment leading to a decline in vehicle production in particular in Europe with negative impacts on demand of Automotive Group's products. Despite the positive contribution to sales from the CSV business, the adoption rate of AM products was generally lower than expected. In addition, the decrease was due to a strong price deterioration in the ADAS components market and longer development times for future AM solutions.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Sales increased by €403 million, or 13.3%, to €3,429 million in Fiscal Year 2023 from €3,026 million in Fiscal Year 2022. This increase was primarily due to positive market developments and the improved availability of semi-finished products, in particular semiconductors.

7.8.1.2 *EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

EBIT increased by €88 million, or 69.5%, to -€38 million in the six-month period ended June 30, 2025 from -€126 million in the six-month period ended June 30, 2024. This increase was primarily due to effects from transformation programs leading to lower R&D, selling and logistics as well as administrative expenses and additionally due to an improved cost structure in gross margin.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

EBIT increased by €163 million, or 55.9%, to -€129 million in Fiscal Year 2024 from -€292 million in Fiscal Year 2023. This increase was primarily due to improved cost structure and lower R&D costs compared to Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

EBIT decreased by €107 million, or 57.5%, to -€292 million in Fiscal Year 2023 from -€185 million in Fiscal Year 2022. This decrease was primarily due to costs for restructuring and an increase of R&D costs.

7.8.1.3 *Adjusted EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Adjusted EBIT increased by €64 million, or 98.9%, to -€1 million in the six-month period ended June 30, 2025 from -€64 million in the six-month period ended June 30, 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Adjusted EBIT increased by €104 million, or 69.3%, to -€46 million in Fiscal Year 2024 from -€150 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Adjusted EBIT decreased by €26 million, or 21.3%, to -€150 million in Fiscal Year 2023 from -€124 million in Fiscal Year 2022.

7.8.1.4 *Research and Development Expenses (Net)*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Research and Development Expenses (Net) decreased by €98 million, or 20.8%, to €375 million in the six-month period ended June 30, 2025 from €473 million in the six-month period ended June 30, 2024. Research and development expenses decreased by €106 million, or 20.0%, due to effects of transformation programs in relation to R&D activities, such as the reduction of external development services and in-house development resources, while income from research and development decreased by €8 million, or 13.7%, due to lower customer reimbursements.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Research and Development Expenses (Net) decreased by €62 million, or 6.8%, to €847 million in Fiscal Year 2024 from €909 million in Fiscal Year 2023. Research and development expenses decreased by €52 million or 4.7% due to the initial effects of transformation programs in relation to R&D activities, such as the reduction of external development services and in-house development resources, while income from research and development increased by €10 million or 5.5% due to higher customer reimbursements in Fiscal Year 2024.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Research and Development Expenses (Net) increased by €84 million, or 10.2%, to €909 million in Fiscal Year 2023 from €824 million in Fiscal Year 2022. Research and development expenses increased by €84 million or 8.3% due to restructuring costs within R&D in Fiscal Year 2023 as well as increase in application engineering for customer projects compared to Fiscal Year 2022.

7.8.2 Architecture and Network Solutions

The table below sets forth ANS's consolidated selected results of operations for Fiscal Years 2024, 2023 and 2022 and Half Year 2025 including the comparative figures for Half Year 2024:

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
	(€ million, unless otherwise noted)				
Sales	2,574	2,791	5,559	5,537	4,774
EBIT[(1)]	-57	-23	331	31	-543
Adjusted EBIT[(2)]	102	60	419	138	-197
Adjusted EBIT Margin (in %)[(3)]	4.0	2.1	7.5	2.5	-4.1
Research and Development Expenses (Net)[(4)]	413	371	607	665	689

(1) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax.

(2) Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

(3) Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.

(4) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.

7.8.2.1 *Sales*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Sales decreased by €216 million, or 7.8%, to €2,574 million in Half Year 2025 from €2,791 million in Half Year 2024. This decrease was primarily due to an early termination of a built-to print business and negative foreign exchange impacts in sales.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Sales increased by €23 million, or 0.4%, to €5,559 million in Fiscal Year 2024 from €5,537 million in Fiscal Year 2023. This increase was primarily due to new product launches in an overall balanced product portfolio tapping selectively rising market value (e.g., for connectivity and access products and solutions as well as HPCs) and ramp-up effects in an overall weak market environment.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Sales increased by €762 million, or 16.0%, to €5,537 million in Fiscal Year 2023 from €4,774 million in Fiscal Year 2022. This increase was primarily due to a market recovery after the COVID-19 pandemic and the improved availability of semiconductors.

7.8.2.2 *EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

EBIT decreased by €35 million, or 153.9%, to -€57 million in Half Year 2025 from -€23 million in Half Year 2024. This decrease was primarily due to higher restructuring accruals, partly offset by improved gross margin in Half Year 2025.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

EBIT increased by €300 million to €331 million in Fiscal Year 2024 from €31 million in Fiscal Year 2023. This increase was primarily due to improved product profitability, increased R&D efficiency, control and reduction of fix costs and the end of high premium freights caused by a better market availability of critical electronical components, in particular semiconductors.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

EBIT increased by €574 million to €31 million in Fiscal Year 2023 from -€543 million in Fiscal Year 2022. This increase was primarily due to a one time effect in Fiscal Year 2022 in relation with substantial asset impairment. Additional margin contribution from sales price increases and volume growth led to an increased EBIT in Fiscal Year 2023.

7.8.2.3 *Adjusted EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Adjusted EBIT increased by €42 million, or 70.5%, to €102 million in Half Year 2025 from €60 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Adjusted EBIT increased by €281 million to €419 million in Fiscal Year 2024 from €138 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Adjusted EBIT increased by €335 million to €138 million in Fiscal Year 2023 from -€197 million in Fiscal Year 2022.

7.8.2.4 *Research and Development Expenses (Net)*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Research and Development Expenses (Net) increased by €42 million, or 11.4%, to €413 million in Half Year 2025 from €371 million in Half Year 2024. Research and development expenses increased by €42 million, or 7.5%, due to higher restructuring provisions, while income from research and development decreased by €1 million, or 0.3% with R&D reimbursements being stable in Half Year 2025 compared to Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Research and Development Expenses (Net) decreased by €59 million, or 8.8%, to €607 million in Fiscal Year 2024 from €665 million in Fiscal Year 2023. Research and development expenses decreased by €61 million or 5.4% due to first effects of transformation programs in relation to R&D activities and the reduction of external development services. Income from research and development decreased by €3 million or 0.6% due to slighlty lower customer reimbursements.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Research and Development Expenses (Net) decreased by €24 million, or 3.5%, to €665 million in Fiscal Year 2023 from €689 million in Fiscal Year 2022. Research and development expenses increased by €55 million or 5.0%, while income from research and development improved by €79 million or 19.8%. The increased research and development expenses are related to higher development requirements caused by new technologies and products. ANS was able to overcompensate those additional costs by significantly higher R&D reimbursement payments from customers.

7.8.3 Safety and Motion

The table below sets forth SAM's consolidated selected results of operations for Fiscal Years 2024, 2023 and 2022 and Half Year 2025 including the comparative figures for Half Year 2024:

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
	(€ million, unless otherwise noted)				
Sales	3,740	3,831	7,532	7,913	7,380
EBIT[(1)]	70	23	246	136	-308
Adjusted EBIT[(2)]	154	67	267	314	268
Adjusted EBIT Margin (in %)[(3)]	4.1	1.7	3.5	4.0	3.6
Research and Development Expenses (Net)[(4)]	342	402	688	664	592

(1) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax.

(2) Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

(3) Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.

(4) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.

7.8.3.1 *Sales*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Sales decreased by €91 million, or 2.4%, to €3,740 million in Half Year 2025 from €3,831 million in Half Year 2024. This decrease was primarily due to lower sales of braking systems and negative foreign exchange impacts in sales.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Sales decreased by €382 million, or 4.8%, to €7,532 million in Fiscal Year 2024 from €7,913 million in Fiscal Year 2023. This decrease was primarily due to a slower ramp-up of new products (e.g., one box braking system), unfavorable customer mix and challenging market environment leading to a decline in vehicle production in particular in Europe with negative impacts on demand of Automotive Group's products.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Sales increased by €533 million, or 7.2%, to €7,913 million in Fiscal Year 2023 from €7,380 million in Fiscal Year 2022. This increase was primarily due to positive market developments and the improved availability of semi-finished products, in particular semiconductors.

7.8.3.2 *EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

EBIT increased by €47 million, or 208.4%, to €70 million in Half Year 2025 from €23 million in Half Year 2024. This increase was primarily due to an increase in gross margin and effects of transformation programs leading to lower R&D, selling and logistics as well as administrative expenses.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

EBIT increased by €110 million, or 80.5%, to €246 million in Fiscal Year 2024 from €136 million in Fiscal Year 2023. This increase was primarily due to repricing measures, footprint optimization, an improved cost structure and restructuring costs booked in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

EBIT increased by €444 million to €136 million in Fiscal Year 2023 from -€308 million in Fiscal Year 2022. This increase was primarily due to a special effect in connection with a goodwill impairment in Fiscal Year 2022. The restructuring costs booked in Fiscal Year 2023 led to a reduced EBIT increase.

7.8.3.3 *Adjusted EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Adjusted EBIT increased by €87 million, or 130.5%, to €154 million in Half Year 2025 from €67 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Adjusted EBIT decreased by €47 million, or 14.8%, to €267 million in Fiscal Year 2024 from €314 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Adjusted EBIT increased by €46 million, or 17.1%, to €314 million in Fiscal Year 2023 from €268 million in Fiscal Year 2022.

7.8.3.4 *Research and Development Expenses (Net)*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Research and Development Expenses (Net) decreased by €61 million, or 15.0%, to €342 million in Half Year 2025 from €402 million in Half Year 2024. Research and development expenses decreased by €56 million, or 11.2%, due to effects from transformation programs in relation to R&D activities, while income from research and development increased by €5 million, or 4.9%, due to slightly increased customer reimbursments.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Research and Development Expenses (Net) increased by €24 million, or 3.7%, to €688 million in Fiscal Year 2024 from €664 million in Fiscal Year 2023. Research and development expenses increased by €24 million or 2.6% due to related restructuring costs booked in Fiscal Year 2024.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Research and Development Expenses (Net) inreased by €71 million, or 12.0%, to €664 million in Fiscal Year 2023 from €592 million in Fiscal Year 2022. Research and development expenses increased by €4 million or 0.4%, while income from research and development decreased by €67 million or 21.9% due to significantly lower R&D reimbursements in Fiscal Year 2023.

7.8.4 User Experience

The table below sets forth UX's consolidated selected results of operations for Fiscal Years 2024, 2023 and 2022 and Half Year 2025 including the comparative figures for Half Year 2024:

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
	(€ million, unless otherwise noted)				
Sales	1,538	1,509	3,070	3,546	3,277
EBIT[1]	-17	-134	-181	85	64
Adjusted EBIT[2]	10	-113	-147	112	44

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
	(€ million, unless otherwise noted)				
Adjusted EBIT Margin (in %)[3]	0.7	-7.5	-4.8	3.2	1.4
Research and Development Expenses (Net) [4]	125	143	240	223	231

(1) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax.

(2) Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

(3) Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.

(4) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.

7.8.4.1 *Sales*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Sales increased by €28 million, or 1.9%, to €1,538 million in Half Year 2025 from €1,509 million in Half Year 2024. This increase was primarily driven by positive product mix effects.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Sales decreased by €476 million, or 13.4%, to €3,070 million in Fiscal Year 2024 from €3,546 million in Fiscal Year 2023. This decrease was primarily due to the ramp-down of certain projects, a negative volume development, product transformation processes (e.g., end of production of legacy products) and delayed start of production of high value products at certain customers.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Sales increased by €269 million, or 8.2%, to €3,546 million in Fiscal Year 2023 from €3,277 million in Fiscal Year 2022. This increase was primarily due to positive market developments and the improved availability of semi-finsihed products, in particular semiconductors.

7.8.4.2 *EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

EBIT increased by €117 million, or 87.5%, to -€17 million in Half Year 2025 from -€134 million in Half Year 2024. This increase was primarily due to an improved cost structure in gross margin and effects from transformation programs leading to lower R&D, selling, and logistic and administrative expenses.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

EBIT decreased by €267 million to -€181 million in Fiscal Year 2024 from €85 million in Fiscal Year 2023. This decrease was primarily due to less sales and changes in product mix compared to Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

EBIT increased by €21 million, or 32.8%, to €85 million in Fiscal Year 2023 from €64 million in Fiscal Year 2022. This increase was primarily due to significantly higher sales in Fiscal Year 2023 compared to Fiscal Year 2022, overcompensating the restructuring expenses which negatively affected EBIT in Fiscal Year 2023.

7.8.4.3 *Adjusted EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Adjusted EBIT increased by €124 million, or 109.2%, to €10 million in Half Year 2025 from -€113 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Adjusted EBIT decreased by €259 million to -€147 million in Fiscal Year 2024 from €112 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Adjusted EBIT increased by €68 million to €112 million in Fiscal Year 2023 from €44 million in Fiscal Year 2022.

7.8.4.4 *Research and Development Expenses (Net)*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Research and Development Expenses (Net) decreased by €17 million, or 12.0%, to €125 million in Half Year 2025 from €143 million in Half Year 2024. Research and development expenses decreased by €23 million, or 12.4%, due to effects of optimization programs in relation to R&D activities, while income from research and development decreased by €6 million, or 13.7%, due to lower customer reimbursements.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Research and Development Expenses (Net) increased by €17 million, or 7.7%, to €240 million in Fiscal Year 2024 from €223 million in Fiscal Year 2023. Research and development expenses decreased by €29 million or 7.6% due to positive effects from transformation programs, while income from research and development decreased by €46 million or 29.4% due to lower customer R&D reimbursements in Fiscal Year 2024.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Research and Development Expenses (Net) decreased by €9 million, or 3.7%, to €223 million in Fiscal Year 2023 from €231 million in Fiscal Year 2022. Research and development expenses decreased by €96 million or 20.2% due to product transformation, while income from research and development decreased by €87 million or 35.8% due to lower customer R&D reimbursements in Fiscal Year 2023.

7.8.5 Contract Manufacturing

The table below sets forth CM's consolidated selected results of operations for Fiscal Years 2024, 2023 and 2022 and Half Year 2025 including the comparative figures for Half Year 2024:

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
	(€ million, unless otherwise noted)				
Sales	82	135	239	512	666
EBIT[(1)]	0	2	15	6	10
Adjusted EBIT[(2)]	5	2	7	8	4
Adjusted EBIT Margin (in %)[(3)]	6.1	1.7	3.1	1.7	0.6
Research and Development Expenses (Net)[(4)]	0	0	0	0	0

(1) EBIT stands for earnings before interest and tax. In the Automotive Group's financial reports this abbreviation is defined as earnings before financial result and tax.

(2) Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

(3) Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100.

(4) Research and Development Expenses (Net) are defined as expenses for research and development less reimbursements that the Group received in this context.

7.8.5.1 *Sales*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Sales decreased by €53 million, or 39.2%, to €82 million in Half Year 2025 from €135 million in Half Year 2024. This decrease was primarily due to the planned phase-out of contract manufacturing.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Sales decreased by €274 million, or 53.4%, to €239 million in Fiscal Year 2024 from €512 million in Fiscal Year 2023. This decrease was primarily due to the planned phase-out of contract manufacturing.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Sales decreased by €153 million, or 23.0%, to €512 million in Fiscal Year 2023 from €666 million in Fiscal Year 2022. This decrease was primarily due to the planned phase-out of contract manufacturing.

7.8.5.2 *EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

EBIT decreased by €3 million, or 114.7%, to €0 million in Half Year 2025 from €2 million in Half Year 2024. This decrease was primarily due to higher restructuring provisions in gross margin.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

EBIT increased by €10 million to €15 million in Fiscal Year 2024 from €6 million in Fiscal Year 2023. This increase was primarily due to a release of restructuring provisions in Fiscal Year 2024, despite less sales compared to Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

EBIT decreased by €5 million, or 46.6%, to €6 million in Fiscal Year 2023 from €10 million in Fiscal Year 2022. This decrease was primarily due to decreased sales compared to Fiscal Year 2022.

7.8.5.3 *Adjusted EBIT*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Adjusted EBIT increased by €3 million, or 111.5%, to €5 million in Half Year 2025 from €2 million in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Adjusted EBIT decreased by €1 million, or 13.0%, to €7 million in Fiscal Year 2024 from €8 million in Fiscal Year 2023.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Adjusted EBIT increased by €5 million to €8 million in Fiscal Year 2023 from €4 million in Fiscal Year 2022.

7.8.5.4 *Research and Development Expenses (Net)*

Contract Manufacturing reports only insignificant amounts of Research and Development Expenses (Net).

7.9 Discussion of Balance Sheet

The following table shows the Group's overview of the balance sheet as at the dates shown:

	As at June 30,	As at December 31,		
	2025	2024	2023	2022
	(Unaudited)	(Audited)		
		(€ million)		
Assets				
Non-current assets	**9,377**	**9,938**	**10,213**	**10,142**
Current assets	8,542	9,979	14,035	14,529
Total assets	**17,919**	**19,917**	**24,249**	**24,671**
Equity and liabilities				
Subscribed capital	1	1	1	1
Capital reserves	7,599	7,598	2,354	2,354
Retained earnings	1,692	1,924	2,305	2,173
Other comprehensive income	-1,099	-770	-735	-404
Equity attributable to the shareholders of the parent	**8,192**	**8,753**	**3,924**	**4,123**
Non-controlling interests	168	204	209	229
Total equity	**8,360**	**8,956**	**4,133**	**4,351**
Liabilities				
Non-current liabilities	**2,229**	**2,420**	**3,008**	**2,879**

	As at June 30,	As at December 31,		
	2025	2024	2023	2022
	(Unaudited)		(Audited)	
		(€ million)		
Current liabilities	7,330	8,541	17,108	17,441
Total liabilities	**9,559**	**10,960**	**20,116**	**20,320**
Total equity and liabilities	**17,919**	**19,917**	**24,249**	**24,671**

7.9.1 Non-current Assets

The Group's non-current assets consist of goodwill, other intangible assets, property, plant and equipment, investment property, investments in equity-accounted investees, other investments, deferred tax assets, defined benefit assets, long-term derivative instruments and interest-bearing investments, long-term other financial assets, long-term other assets.

As at June 30, 2025 compared to December 31, 2024

Non-current assets decreased by €561 million, or 5.6%, to €9,377 million at June 30, 2025 from €9,938 million at December 31, 2024. This decrease was primarily due to lower capital expenditure for property, plant and equipment, the reclassification in assets held for sale and a decrease in deferred tax assets as well as negative foreign exchange impacts.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Non-current assets decreased by €276 million, or 2.7%, to €9,938 million at December 31, 2024 from €10,213 million at December 31, 2023. This mainly resulted from Capital Expenditure for property, plant and equipment, which was lower than depreciation, partly offset by an increase in deferred tax assets.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Non-current assets increased by €71 million, or 0.7%, to €10,213 million at December 31, 2023 from €10,142 million at December 31, 2022. This mainly resulted from Capital Expenditure for property, plant and equipment exceeding depreciation as well as an increase in deferred tax assets.

7.9.2 Current Assets

The Group's current assets consist of inventories, trade accounts receivable, short-term contract assets, short-term other financial assets, short-term other assets, income tax receivables, short-term derivative instruments and interest-bearing investments, cash and cash equivalents and assets held for sale.

As at June 30, 2025 compared to December 31, 2024

Current assets decreased by €1,437 million, or 14.4%, to €8,542 million at June 30, 2025 from €9,979 million at December 31, 2024. This decrease was primarily due to a reduction in short-term derivate instruments and interest bearing investments, less inventories and trade accounts receivables, compensated by an increase in cash and cash equivalents.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Current assets decreased by €4,056 million, or 28.9%, to €9,979 million at December 31, 2024 from €14,035 million at December 31, 2023. This decrease was primarily due to reductions in trade accounts receivables and short-term derivative instruments and interest-bearing investments mainly.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Current assets decreased by €494 million, or 3.4%, to €14,035 million at December 31, 2023 from €14,529 million at December 31, 2022. This decrease was mainly due to a reduction in short-term derivative instruments and interest-bearing investments.

7.9.3 Equity

The major items of total equity are invested equity attributable to the shareholders of the parent, other comprehensive income, and non-controlling interests.

As at June 30, 2025 compared to December 31, 2024

Equity decreased by €597 million, or 6.7%, to €8,360 million at June 30, 2025 from €8,956 million at December 31, 2024. This decrease was mainly due to a reduction in other comprehensive income and a decrease in retained earnings based on the net loss for the period.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Equity increased by €4,823 million to €8,956 million at December 31, 2024 from €4,133 million at December 31, 2023. The increase resulted from an increase in capital reserves of €5,244 million mainly in preparation of the Spin-off.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Equity decreased by €218 million, or 5.0%, to €4,133 million at December 31, 2023 from €4,351 million at December 31, 2022. The decrease was due to lower other comprehensive income.

7.9.4 Non-current Liabilities

The Group's non-current liabilities consist of long-term employee benefits, deferred tax liabilities, long-term provisions for other risks and obligations, long-term indebtedness, long-term contract liabilities, long-term other liabilities.

As at June 30, 2025 compared to December 31, 2024

Non-current liabilities decreased by €191 million, or 7.9%, to €2,229 million at June 30, 2025 from €2,420 million at December 31, 2024. This decrease was primarily due to a reduction in long-term employee benefits and lower long-term indebtedness.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Non-current liabilities decreased by €588 million, or 19.6%, to €2,420 million at December 31, 2024 from €3,008 million at December 31, 2023. This decrease was primarily due to a reduction in long-term indebtedness, mainly driven by a reduction in long-term bank loans, and long-term provisions for other risks and obligations.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Non-current liabilities increased by €129 million, or 4.5%, to €3,008 million at December 31, 2023 from €2,879 million at December 31, 2022. This increase was primarily due to an increase in long-term employee benefits and long-term provisions for other risks and obligations, partly offset by a decrease of long-term indebtedness.

7.9.5 Current Liabilities

The Group's current liabilities consist of short-term employee benefits, trade accounts payable, short-term contract liabilities, income tax payables, short-term provisions for other risks and obligations, short-term indebtedness, short-term other financial liabilities, short-term other liabilities and liabilities held for sale.

As at June 30, 2025 compared to December 31, 2024

Current liabilities decreased by €1,211 million, or 14.2%, to €7,330 million at June 30, 2025 from €8,541 million at December 31, 2024. This decrease was primarily due to a reduction in short-term indebtedness and trade accounts payable.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Current liabilities decreased by €8,567 million, or 50.1%, to €8,541 million at December 31, 2024 from €17,108 million at December 31, 2023. This decrease was primarily due to a reduction of the short-term indebtedness mainly in preparation of the Spin-off and a reduction in trade accounts payable.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Current liabilities decreased by €333 million, or 1.9%, to €17,108 million at December 31, 2023 from €17,441 million at December 31, 2022. The decrease was mainly driven by a reduction in trade accounts payable.

7.10 Liquidity and Capital Resources

7.10.1 Overview

The Automotive Group's primary sources of liquidity are cash generated from operations, supplemented by intragroup financing provided by the Continental Group prior to the Spin-off taking effect. The Automotive Group had cash and cash equivalents of €1,394 million, €1,601 million and €1,717 million as at December 31, 2024, December 31, 2023 and December 31, 2022, respectively. As at the date of the Prospectus, AUMOVIO is separated from the financing structure of the Continental Group. The Continental Group provided the Automotive Group with the necessary funds for its liquidity position, which is based on cash and cash equivalents in the amount of €1.5 billion. As at June 30, 2025, the

Automotive Group would have had no remaining liabilities to Continental Group from intercompany financing and the Automotive Group's cash and cash equivalents would have amounted to €1.5 billion, if the capital increases in preparation of the Spin-off had already been effected on June 30, 2025. Please see also Section "3.1 *Preparatory measures for the Spin-off*".

After the Spin-off has taken effect, the Group expects that its key sources of liquidity will continue to be cash flows from operations and bank debt. These sources might be complemented by capital market debt.

The Group aims to manage capital to ensure that all Group-companies can continue to operate as a going concern. The Group's ability to generate cash flow from operations depends on its future operating performance, which is in turn dependent on general economic, financial, competitive, market and other factors, many of which are beyond its control.

7.10.2 Working Capital

The following table sets forth the principal components of the Group's Working Capital for the periods indicated, calculated as sum of inventories and trade accounts receivable minus trade accounts payable.

	As at June 30,	As at December 31,		
	2025	2024	2023	2022
	(Unaudited)	(Audited, unless otherwise noted)		
	(€ million, unless otherwise noted)			
Inventories	2,435	2,583	2,866	2,945
(% of sales)(*)	25.5	13.1	13.8	15.5
Trade accounts receivable	3,493	3,642	4,150	4,087
(% of sales)(*)	36.6	18.5	19.9	21.5
Trade accounts payable	-3,436	-3,675	-4,157	-4,636
(% of sales)(*)	36.0	18.7	20.0	24.4
Working Capital(*)	**2,492**	**2,549**	**2,859**	**2,397**
Working Capital as % of sales(*)	-	13.0	13.7	12.6

(*) Unaudited figures.

7.10.3 Cash Flows

The following table sets forth the principal components of the Group's cash flows for the periods indicated.

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
			(€ million)		
Cash flow arising from operating activities	110	-279	1,103	250	796
Cash flow arising from investing activities	1,522	-527	1,249	-600	-380
Cash flow arising from financing activities	-1,251	351	-2,568	304	-16
Change in cash and cash equivalents	382	-455	-215	-47	400
Cash and cash equivalents at the beginning of the period	1,394	1,601	1,601	1,717	1,325
Disposal of cash and cash equivalents through changes in the scope of consolidation	-	-3	-3	-	-
Effect of exchange-rate changes on cash and cash equivalents	-91	-14	11	-69	-8
Cash and cash equivalents at the end of the period	1,685	1,129	1,394	1,601	1,717

7.10.3.1 *Cash Flow arising from Operating Activities*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Cash flow from operating activities improved by €390 million, or 139.5%, to €110 million in Half Year 2025 compared to the cash outflow of -€279 million in Half Year 2024. This improvement primarily resulted from an improvement of the changes in working capital and received dividends from entities consolidated at-equity.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Cash flow from operating activities increased by €853 million to €1,103 million in Fiscal Year 2024 from €250 million in Fiscal Year 2023. This increase was primarily due to a positive EBIT development and a more effective working capital management.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Cash flow from operating activities decreased by €546 million, or 68.6%, to €250 million in Fiscal Year 2023, from €796 million in Fiscal Year 2022. This decrease was primarily due to negative changes in accounts payable as well as higher interest paid.

7.10.3.2 *Cash flow arising from investing activities*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

The cash flow from investing activities improved by €2,049 million, or 388.9%, to €1,522 million in Half Year 2025 compared to the cash outflow of -€527 million in Half Year 2024. This improvement primarily resulted from the increased cash inflow from interest-bearing investments in Half Year 2025. The interest-bearing investments primarily include cash changes in receivables from cashpooling and of loans with non-Automotive Group subsidiaries of the Continental Group.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

The cash flow from investing activities shows a cash inflow in Fiscal Year 2024 and improved by €1,850 million to €1,249 million compared to the cash outflow of -€600 million in Fiscal Year 2023. This improvement resulted in particular from the significant higher cash inflow from interest-bearing investments in Fiscal Year 2024. The interest-bearing investments primarily include cash changes in receivables from cash pooling and of loans with non-Automotive companies of the Continental Group.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

The cash flow arising from investing activities shows a cash outflow, and deteriorated by €221 million to -€600 million in Fiscal Year 2023 from -€380 million in Fiscal Year 2022. This deterioration primarily resulted from lower cash inflow from interest-bearing investments in Fiscal Year 2023. The interest-bearing investments primarily include cash changes in receivables from cash pooling and of loans with non-Automotive companies of the Continental Group. On the contrary, Capital Expenditure on property, plant and equipment, and software was reduced.

7.10.3.3 *Cash flow arising from financing activities*

Six-month period ended June 30, 2025 compared to the six-month period ended June 30, 2024

Cash flow from financing activities deteriorated by -€1,602 million to -€1,251 million in Half Year 2025 compared to the cash inflow of €351 million in Half Year 2024. This deterioration primarily resulted from higher cash outflows from other indebtedness in Half Year 2025, and from profit and loss transfer agreements which led to a cash inflow in Half Year 2024.

Fiscal year ended December 31, 2024 compared to fiscal year ended December 31, 2023

Cash flow from financing activities shows a cash outflow in Fiscal Year 2024 and deteriorated by €2,872 million to -€2,568 million compared to the cash inflow of €304 million in Fiscal Year 2023. This deterioration primarily resulted from high cash outflows from other indebtedness in Fiscal Year 2024, whereas other indebtedness shows a cash inflow in Fiscal Year 2023. Other indebtedness was mainly driven by cash changes in payables from cash pooling and of loans from non-Automotive companies of the Continental Group.

Fiscal year ended December 31, 2023 compared to fiscal year ended December 31, 2022

Cash flow from financing activities shows a cash inflow in Fiscal Year 2023 and improved by €320 million to €304 million compared to a cash outflow of -€16 million in Fiscal Year 2022. This improvement was primarily due to higher cash inflows from other indebtedness in Fiscal Year 2023. Other indebtedness

was mainly driven by cash changes in payables from cash pooling and of loans from non-Automotive companies of the Continental Group.

7.10.4 Free Cash Flow

The Group defines Free Cash Flow as the sum of cash flow arising from operating activities and cash flow arising from investing activities. Also referred to as cash flow before financing activities. The table below shows historical Free Cash Flow for the Group for Fiscal Years 2024, 2023 and 2022 and Half Year 2025 including the comparative figures for Half Year 2024:

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited, unless otherwise noted)		
			(€ million)		
Cash flow arising from operating activities.....	110	-279	1,103	250	796
Cash flow arising from investing activities.....	1,522	-527	1,249	-600	-380
Cash flow before financing activities (Free Cash Flow).....	**1,633**	**-806**	**2,352**	**-350**	**416**
Adjusted Free Cash Flow[(1), (*)]	**-177**	**-677**	**252**	**-826**	**-458**

(*) Unaudited figures.

(1) Free Cash Flow is defined as the sum of the cash flow arising from operating activities and the cash flow arising from investing activities. Adjusted Free Cash Flow is calculated as the sum of cash flow from operating activities and investing activities, adjusted for cash inflow/outflow from interest-bearing investments as well as for acquisitions and divestments of companies and business operations.

7.10.5 Investments

7.10.5.1 *Most Important Historical Investments of the Group*

Investments of the Automotive Group relate to acquisitions of companies or business operations. For Fiscal Years 2022, 2023 and 2024, the Automotive Group had no significant investments.

The Automotive Group dedicates substantial resources to research and development. For further details, please see Sections "7.4.10 *Research and development*" and "7.7.4 *Research and development expenses*".

7.10.5.2 *Ongoing Investments of the Group*

The Automotive Group has no ongoing investments that relate to acquisitions of companies or business operations.

The Automotive Group dedicates substantial resources to research and development, please see Sections "7.4.10 *Research and development*" and "7.7.4 *Research and development expenses*".

7.10.5.3 *Future Investments Resolved upon by the Executive Board and Supervisory Board of the Group*

The executive and supervisory bodies of the Automotive Group have not resolved on any future investments by the Group that relate to acquisitions of companies or business operations.

7.10.6 Off-balance Sheet Arrangements

The Automotive Group has no material off-balance sheet arrangements.

7.10.7 Pension Commitments

In order to finance the obligations under pension commitments, the main pension plans of the Automotive Group are partly covered by plan assets within the meaning of '*IAS 19 – Employee Benefits*'. The defined benefit obligation within the meaning of '*IAS 19 – Employee Benefits*' of the principal defined benefit plans (including defined contribution commitments in Germany) amounted to €2,993 million as at December 31, 2024. The fair value of the plan assets within the meaning of '*IAS 19 – Employee Benefits*' of these principal pension plans amounted to €1,639 million as at December 31, 2024. The resulting underfunding of these principal pension plans amounted to €1,354 million constituting the major part of the item "Long-term employee benefits" in the consolidated statement of financial position in the amount

of €1,676 million. The decrease in the underfunding as at December 31, 2024 compared to the underfunding as at December 31, 2023 of €1,408 million was primarily due to an increase in the obligations arising from current service cost for the pension obligations in Germany, in addition to actuarial losses. In connection with the Spin-off, the obligations to active employees and employees who left the Company or retired were assumed by the Automotive Group.

7.10.8 Financial Liabilities

Financial liabilities amounted to €5,632 million as at June 30, 2025 and comprised derivatives, lease liabilities, other indebtedness, other financial liabilities and trade accounts payable.

The following table shows the Automotive Group's financial liabilities as at June 30, 2025 and December 31, 2024, including a breakdown of these financial liabilities according to maturity as at December 31, 2024:

	As at June 30, 2025	As at December 31, 2024			
	Total	Total	Maturity of 0-1 year	Maturity of 1-5 year	Maturity of >5 years
	(Unaudited)	(Audited)		(Unaudited)	
		(€ million)			
Derivative instruments not accounted for as effective hedging instruments	3	2	2	-	-
Lease liabilities	338	373	91	246	36
Other indebtedness	1,377	2,286	2,286	-	-
thereof bank loans and overdrafts	1	29	29	-	-
Other financial liabilities	478	516	516	-	-
Trade accounts payable	3,436	3,675	3,675	-	-
Financial liabilities	**5,632**	**6,852**	**6,570**	**246**	**36**

For additional information on Automotive Group's financial liabilities, see notes 31 and 32 of the Annual Consolidated Financial Statements, as included in the Section "20. *Financial information*" of this Prospectus on pages F-109 and F-121.

7.10.9 Net Indebtedness

Net indebtedness is defined as short-term indebtedness plus long-term indebtedness less cash and cash equivalents, long-term derivative instruments and interest-bearing investments and short-term derivative instruments and interest-bearing investments. The Automotive Group's net indebtedness amounted to €10 million, -€332 million, €4,942 million, €4,578 million as at June 30, 2025, December 31, 2024, December 31, 2023 and December 31, 2022, respectively; the sum of cash and cash equivalents, derivative instruments and interest-bearing investments exceeded indebtedness as at December 31, 2024. Since the Automotive Group meets its funding needs until the Spin-off mainly from operating cash flow and the intragroup financing within the Continental Group, the receivables from and liabilities to the Continental Group from financing activities are included in the calculation of net indebtedness. As at the date of the Prospectus, AUMOVIO is separated from the financing structure of the Continental Group.

The table below sets out the Automotive Group's net indebtedness as at June 30, 2025 and as at December 31, 2024, 2023, and 2022:

	As at June 30,	As at December 31,		
	2025	2024	2023	2022
	(Unaudited)	(Audited, unless otherwise noted)		
		(€ million)		
Short-term indebtedness	1,472	2,377	10,386	10,344
Long-term indebtedness	247	282	679	1,002
Short- and Long-term Indebtedness	**1,719**	**2,659**	**11,065**	**11,346**
Cash and cash equivalents	1,685	1,394	1,601	1,717
Short-term derivative instruments and interest-bearing investments	21	1,594	4,454	4,975

	As at June 30,	As at December 31,		
	2025	2024	2023	2022
	(Unaudited)	(Audited, unless otherwise noted)		
		(€ million)		
Long-term derivative instruments and interest-bearing investments	3	3	68	76
Total of cash and cash equivalents, derivative instruments and interest-bearing investments	**1,709**	**2,991**	**6,123**	**6,768**
Net indebtedness(*)	**10**	**-332**	**4,942**	**4,578**

(*) Unaudited figures.

As at June 30, 2025 compared to December 31, 2024

Net indebtedness increased by €342 million, to €10 million at June 30, 2025 from -€332 million at December 31, 2024. This increase was due to a decrease in short-term derivative instruments and interest-bearing investments resulting from the ending of the cash pooling between Automotive Group subsidiaries and Continental Group, partly offset by a corresponding decrease in short-term indebtedness, mostly driven by a decrease in financing from related parties and an increase in cash and cash equivalents.

As at December 31, 2024 compared to December 31, 2023

Net indebtedness decreased by €5,274 million to -€332 million at December 31, 2024 from €4,942 million at December 31, 2023. This decrease was primarily due to the equity increase of €5,244 million in 2024 resulted from a non-cash contribution in connection with an overall reduction of the related party transactions with Continental AG and Continental Group companies.

As at December 31, 2023 compared to December 31, 2022

Net indebtedness increased by €364 million, to €4,942 million at December 31, 2023 from €4,578 million at December 31, 2022. This increase was primarily due to an increase in net liabilities resulting from related party transactions with Continental AG and Continental Group companies.

7.10.10 Capital Expenditure

Capital Expenditure relates to additions to property, plant and equipment, and software as well as additions to respective right of use assets.

The Automotive Group's Capital Expenditures are made to maintain and improve the Automotive Group's business, including capacity expansion, improvements of production processes, land and buildings, supplier tooling and other projects.

The following table shows Capital Expenditures for the segments and the Automotive Group for Fiscal Years 2024, 2023 and 2022 and Half Year 2025 including the comparative figures for Half Year 2024:

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
			(€ million, unless otherwise noted)		
Autonomous Mobility (AM)	**75**	**93**	**193**	**219**	**271**
% of sales	4.6	5.5	5.8	6.4	9.0
Architecture and Network Solutions (ANS)	**66**	**100**	**221**	**336**	**369**
% of sales	2.6	3.6	4.0	6.1	7.7
Safety and Motion (SAM)	**101**	**130**	**293**	**373**	**400**
% of sales	2.7	3.4	3.9	4.7	5.4
User Experience (UX)	**100**	**109**	**230**	**280**	**300**
% of sales	6.5	7.2	7.5	7.9	9.1
Contract Manufacturing (CM)	**1**	**1**	**4**	**7**	**10**
% of sales	0.9	1.1	1.7	1.3	1.5

	Six-month Period ended June 30,		Fiscal Year ended December 31,		
	2025	2024	2024	2023	2022
	(Unaudited)		(Audited)		
	(€ million, unless otherwise noted)				
Other/consolidation	**2**	**4**	**12**	**16**	**-4**
Total	**346**	**437**	**953**	**1,231**	**1,346**
% of sales	3.6	4.4	4.9	5.9	7.1

The Capital Expenditure of the Automotive Group decreased to a total of €346 million in Half Year 2025 from €437 million in Half Year 2024. This decrease was primarily due to an initiated program aiming at improving capital expenditures for production equipment and a challenging automotive and industrial environment in markets in which the Automotive Group operated.

The Capital Expenditure of the Automotive Group decreased in the Fiscal Year 2024 compared to the Fiscal Year 2023, by €277 million to €953 million from €1,231 million. This decrease was primarily due to challenging market developments and the generally weak automotive and industrial environment. As Automotive production is declining in Europe and North America in particular and only weak market growth is expected in these regions, only limited investments are considered necessary.

In the AM segment, Capital Expenditure in Half Year 2025 was mainly made in the technological development and production of radar and surround cameras as well as the renewal of right-of-use contracts and investments related to the strategic partnership with Aurora. Compared to Half Year 2024 Capital Expenditure decreased.

In the AM segment, Capital Expenditure in the Fiscal Year 2024 was mainly made in expansion of the plant in Kaunas (Lithuania) and on the technological development and production of radar and surround cameras. Another focus was on R&D investments in the strategic partnership with Aurora. Compared to Fiscal Year 2023 Capital Expenditure in the Fiscal Year 2024 decreased.

In the ANS segment, Capital Expenditure in the Half Year 2025 was mainly made in the extension of the plant in Sibiu, Romania, CoSmA projects, and established technologies. Compared to Half Year 2024 Capital Expenditure decreased.

In the ANS segment, Capital Expenditure in the Fiscal Year 2024 was mainly made in HPC, ZCU and established technologies, e.g., telematics contol units and access systems. Compared to Fiscal Year 2023 Capital Expenditure in 2024 decreased.

In the SAM segment, Capital Expenditure Half Year 2025 was mainly made in the field of brake systems. Compared to Half Year 2024 Capital Expenditure decreased.

In the SAM segment, Capital Expenditure in Fiscal Year 2024 was mainly made in the field of brake systems. Compared to Fiscal Year 2023 Capital Expenditure decreased.

In the UX segment, Capital Expenditure in Half Year 2025 was mainly made in the expansion of production space and in display equipment at the manufacturing sites, particulary in Novi Sad, Serbia. Compared to Half Year 2024 Capital Expenditure decreased.

In the UX segment, Capital Expenditure in Fiscal Year 2024 was mainly made in the expansion of production space at the manufacturing sites, particularly in Novi Sad, Serbia. Compared to Fiscal Year 2023 Capital Expenditure in 2024 decreased.

In the CM segment, Capital Expenditure in Half Year 2025 remained at a consistently low level as a result of ongoing fulfillment of existing production orders. Compared to Half Year 2024 Capital Expenditure decreased.

In the CM segment, Capital Expenditure in Fiscal Year 2024 remained at a very low level, like in the Fiscal Year 2023. Contract Manufacturing only executes existing production orders for drive-realted products for Schaeffler Group and is to be dissolved in the first half of 2026. Compared to the Fiscal Year 2023, Capital Expenditure in the Fiscal Year 2024 decreased.

7.10.11 Contingent Liabilities and Other Financial Obligations

The table below sets out the Automotive Group's contingent liabilities and commitments as at June 30, 2025 and as at December 31, 2024, 2023, and 2022:

	As at June 30,	As at December 31,		
	2025	2024	2023	2022
	(Unaudited)	(Audited)		
		(€ million)		
Liabilities on guarantees	2	2	1	1
Liabilities on warranties	-	-	-	9
Risks from taxation and customs	15	29	30	3
Other contingent liabilities	-	-	2	0
Contingent liabilities and other financial obligations	**17**	**31**	**32**	**13**

Contingent liabilities relate to guarantees for the liabilities of affiliated companies and third parties not included in consolidation and to contractual warranties.

7.11 Financial Risk Management

Market fluctuations may result in cash flow and earnings volatility risk for AUMOVIO. AUMOVIO's worldwide operating business as well as its investment and financing activities are affected by changes in foreign exchange rates, interest rates and commodity prices. Also, the Group is exposed to default (credit), interest and share price risks from pension plans and liquidity risk. Until the Spin-off, the Automotive Group is part of the intragroup financing of Continental Group and thus adheres to Continental Group financial risk management policies. After the Spin-off has taken effect, AUMOVIO will seek to manage and control these risks primarily through its regular operating activities and derivative instruments when deemed appropriate.

The Company's management devises strategies and procedures to control specific types of financial risks. The management of the Group receives advisory support regarding financial risks and is given an appropriate general framework for managing financial risks. It is ensured that the activities of the Group that are associated with financial risks are carried out in compliance with the relevant guidelines and procedures, and that financial risks are identified, assessed and managed in accordance with these guidelines and taking into account the Group's risk appetite.

The main risks to AUMOVIO arising from the financial instruments include default risks, risks from changes in exchange rates and variable interest rate, and liquidity risk. For further details please see note 31 of the Consolidated Financial Statements.

For further details of the financial risks which are specific to AUMOVIO and/or the Shares, please see Section "1.3 *Financial risks*".

7.12 Accounting Pronouncements and Critical Accounting Policies

Proper and complete preparation of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements requires management to make estimates and assumptions affecting the amount and disclosure of the recognized assets and liabilities, income and expenses as well as the disclosures in the notes for the reporting period.

The significant estimates and assumptions relate to:

- the determination of the useful lives of intangible assets and property, plant and equipment
- the impairment testing of goodwill and non-current assets, in particular the underlying cash flow forecasts and discount rates (determination of the recoverable)
- the identification of impairment losses or reversals of impairment losses on intangible assets
- the identification of impairment losses or reversals of impairment losses on inventories
- the identification of intangible assets and their measurement within the scope of company acquisitions
- the assessment of the recoverability of receivables and other financial assets (impairment amount)
- the determination of fair values with regard to financial assets and liabilities
- the recognition and measurement of income tax payables and deferred taxes on temporary differences, and the recognition of deferred tax assets on losses carried forward

- the assessment of technical and economic feasibility when capitalizing development costs
- the recognition and measurement of leases
- the measurement of revenue reductions and reimbursement liabilities within the scope of revenue recognition
- the actuarial parameters influencing share-based payments
- the recognition and measurement of liabilities and provisions, in particular the actuarial parameters for pensions and similar obligations used to determine defined benefit obligations
- the point in time at which assets and liabilities are classified as held for sale
- the recognition and measurement of provisions and contingent liabilities, in particular with regard to the parameters for measuring restructuring provisions, as well as the probability of occurrence and the amount of warranty, litigation and environmental risks

The assumptions and estimates for the reporting period are based on the information currently available at the date of preparation of the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements. The underlying information is regularly reviewed and updated to reflect actual developments as necessary.

The effects of the current macroeconomic environment and climate-related aspects on the accounting were also continuously reviewed over the reporting period based on available information. Also, the effects of the Russia-Ukraine War, the Gaza conflict, the conflict between China and Taiwan and the unclear development of the geopolitical situation, as well as the resulting disruptions to production, supply chains and demand, were continuously reviewed based on available information during the reporting period.

The estimates in accordance with the basis of preparation made in the Annual Consolidated Financial Statements and Interim Consolidated Financial Statements are consistent with estimates made for the same date in accordance with the IFRS reporting requirements as part of the consolidation group of Continental AG. Where there is objective evidence that those estimates are not in accordance with IFRS on a stand-alone basis, additional assumptions and estimates have been made. The corresponding areas with significant estimates and assumptions are disclosed.

Material accounting judgments were made with regards to taxes, goodwill, usefull life of property plant and equipment, restructuring and pensions. For more information, please refer to the Annual Consolidated Financial Statements, in particular note 1 of the Annual Consolidated Financial Statements as included in the Section "20. *Financial information*" of this Prospectus on page F-33.

7.13 Additional Information relating to the Audited Unconsolidated Financial Statements of the Company (formerly named: Continental Automotive Holding SE, before: Blitz 24-891 SE) prepared in accordance with German GAAP as at August 6, 2024 and December 31, 2024 and for the period from August 6, 2024 to December 31, 2024

The Company does not engage in material business activities prior to the Spin-off taking effect. Therefore, it has not yet generated any sales. In the period from August 6, 2024 to December 31, 2024, the net loss for the year (*Jahresfehlbetrag*) as shown in the Company's audited unconsolidated financial statements 2024 amounted to -€5,450. As at December 31, 2024, the total assets as shown in the Company's audited unconsolidated financial statements 2024 amounted to €119,897. For additional information on the Company's audited unconsolidated financial statements 2024, see Section "20. *Financial information*".

8. PROFIT FORECAST

8.1 Profit Forecast of Adjusted EBIT Margin for the period from January 1, 2025 to December 31, 2025, prepared by AUMOVIO SE

The profit forecast of Adjusted EBIT Margin (as defined below) prepared by AUMOVIO SE, Frankfurt am Main (the ***Company*** and, together with its consolidated subsidiaries after the Spin-off (as defined below) has taken effect, the ***Group*** or ***AUMOVIO***), with technical support from Continental Aktiengesellschaft (***Continental AG***) and Continental Automotive Technologies GmbH, Hanover (***CAT GmbH***) for the period from January 1, 2025 to December 31, 2025 (***Fiscal Year 2025***), together with the respective explanatory notes (hereinafter referred to as the ***Profit Forecast 2025***), is not a representation of facts and should therefore not be interpreted as such by prospective investors. Rather, it reflects the forward-looking expectations of the executive board of the Company (*Vorstand*, the ***Executive Board***) with respect to the Group's Adjusted EBIT Margin for Fiscal Year 2025.

At the date of the Prospectus and until the Spin-off (as defined below) becomes effective, the Company is a subsidiary of Continental AG and has neither a participation in CAT GmbH and its direct and indirect subsidiaries and participations (the ***Automotive Group***) nor, with the exception of limited administrative measures in preparation for the Spin-off, does the Company perform any material business. By way of a spin-off by absorption (*Abspaltung zur Aufnahme*) (the ***Spin-off***) which is expected to be effected on September 17, 2025, Continental AG will transfer all shares in CAT GmbH as well as the domination and profit and loss transfer agreement between Continental AG and CAT GmbH to the Company.

Up to the date of the Spin-off, the future business activities of the Group have been conducted by CAT GmbH and its subsidiaries. After the Spin-off has taken effect, which is expected for September 17, 2025, a new holding structure with AUMOVIO SE as the parent company of the Group will be created and AUMOVIO SE will hold 100% of CAT GmbH.

Further, as consideration for the Spin-off, 100,002,991 shares in AUMOVIO SE (equal to approximately 99.95% of AUMOVIO SE's share capital after the Spin-off) are being transferred to the shareholders of Continental AG in the same proportion as their shareholding in Continental AG after the Spin-off has taken effect. The AUMOVIO SE shares required for this will be created by a capital increase of AUMOVIO SE against contribution in kind (*Sachkapitalerhöhung*). Continental AG will retain 48,000 shares (equal to approximately 0.05% of AUMOVIO SE's share capital after the Spin-off) which will not be transferred to the shareholders of Continental AG and are intended to be sold on the stock market in a timely manner after the Spin-off and the listing of the shares in AUMOVIO SE on the stock exchange.

The Company's operations are managed in five business areas that also represent its reporting segments: Autonomous Mobility (***AM***), Architecture and Network Solutions (***ANS***), Safety and Motion (***SAM***), User Experience (***UX***), and Contract Manufacturing (***CM***). AM focuses on sensorics and electronics for Advanced Driver Assistance Systems (***ADAS***) and automated driving (***AD***) technologies and systems to enhance vehicle safety and optimize the driving experience for automated and autonomous mobility. Furthermore, AM provides an "as-a-service" business model in the area of autonomous trucking. In addition, AM offers tailored electronics, software and service solutions for commercial and special vehicles, addressing the specific needs for trucks, buses, two-wheelers and for Off-Highway vehicles operating in specialized environments. ANS designs and manufactures electronic products and solutions for classic and emerging vehicle architectures as well as for software-defined vehicles (***SDVs***) covering a wide spectrum of electronic products and solutions by providing server-zone architecture, advanced access solutions, vehicle connectivity solutions, comfort electronics, operating software, middleware and cybersecurity solutions as well as "build-to-print" services. SAM develops and manufactures products in the field of the chassis domain. Its product portfolio consists of components, systems and software for passive and active safety, driving dynamics and comfort, such as electronic brake systems and air bag control units. The aftermarket business is also part of SAM. UX designs, develops and manufactures products for driver and passenger information and the interaction with vehicles, such as display solutions, head-up displays and digital clusters i.e., digital instrument displays that provide the driver with relevant driving information (e.g., speedometer, rev counter, temperature, fuel, indicator lights and warnings) as well as additional information (e.g., navigation, radio, telephone). CM comprises the contract manufacturing of products by companies of AUMOVIO for Schaeffler AG and its subsidiaries (the ***Schaeffler Group***). The contract manufacturing is not intended to be a permanent situation; rather, the operational separation of production will continue to be promoted and the volume of contract manufacturing reduced, and contract manufacturing is expected to be entirely discontinued in the first half of 2026.

The Profit Forecast 2025 assumes the completion of the Spin-off and is based on factors and assumptions about events and actions made by the Executive Board with respect to the development of factors influencing the Group's Adjusted EBIT Margin for Fiscal Year 2025 as set out under Section "8.4 *Explanatory Notes to the Profit Forecast 2025*" These factors and assumptions relate to factors (i) that the Company cannot influence or (ii) that can be influenced by the Company. Even if the Executive Board considers these factors and assumptions to be reasonable on the date on which the Profit Forecast 2025 is prepared, they may retrospectively prove to be inappropriate or incorrect in the future. If one or more of these factors and assumptions prove to be unjustified or incorrect, the Group's actual Adjusted EBIT Margin for Fiscal Year 2025 (as defined below) may deviate materially from the Profit Forecast 2025. Accordingly, prospective investors should treat this information with caution and should not place undue reliance on the Profit Forecast 2025.

The Profit Forecast 2025 contains forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, without limitation, those regarding the Group's future financial position and results of operations, the Group's strategy, plans, objectives, goals and targets, future developments in the markets in which the Group participates or is seeking to participate or anticipated regulatory changes in the markets in which the Group operates or intends to operate. Any such forward-looking statements included in the Profit Forecast 2025 are necessarily based on a number of assumptions and estimates about future events and actions, including management's assessment of opportunities and risks. Such assumptions and estimates are inherently subject to significant business, operational, economic and competitive uncertainties and contingencies, many of which are outside the Company's influence, and upon assumptions with respect to future business decisions that are subject to change. The Group's business is subject to a number of substantial risks and uncertainties that could result in a forward-looking statement later proving to be incorrect.

8.2 Definition of Adjusted EBIT Margin

The Company considers Adjusted EBIT Margin as a meaningful financial measure in assessing the underlying operational and financial performance of the Group. Adjusted EBIT Margin is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100. Adjusted Sales are defined as sales adjusted for changes in the scope of consolidation. Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (***PPA***), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

Adjusted EBIT Margin is a non-IFRS financial measure (***APM***) as defined in the guidelines issued by the European Securities and Markets Authority on October 5, 2015, on alternative performance measures. It is not recognized as a generally accepted accounting principle measure under IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (***IFRS***). It is not a financial measure based on, or presented in accordance with IFRS, or any other generally accepted accounting principles, and should not be considered as an alternative to the financial results or other indicators of the Group's performance based on IFRS financial measures. In particular, Adjusted EBIT Margin should not be considered as an alternative to earnings before income taxes, or cash flows from operating activities or any other performance indicator as an indicator of the Group's performance or profitability as determined or defined by IFRS. Adjusted EBIT Margin, as defined by the Company, may not be comparable to similarly titled measures as presented by other companies due to differences in the way Adjusted EBIT Margin is calculated. Even though Adjusted EBIT Margin is used by the Executive Board to assess ongoing operating performance as well as earnings and liquidity potential and despite it being commonly used by investors, it has significant limitations as an analytical tool, and it should not be considered in isolation, or as substitutes for, the analysis of the Group's results as reported under IFRS.

The following table provides a reconciliation of the Group's EBIT to the Group's Adjusted EBIT Margin:

	EBIT
+	Amortization of intangible assets from purchase price allocation (PPA)
+/-	Changes in the scope of consolidation[(A)]
+/-	Special effects
	Impairment on goodwill
	Impairment[(B)]
	Restructuring[(C)]
	Restructuring-related expenses
	Severance payments
	Gains and losses from disposals of companies and business operations
	Other[(D)]
=	**Adjusted EBIT**
/	Adjusted Sales[(E)]
=	**Adjusted EBIT Margin**

(A) Changes in the scope of consolidation include additions and disposals as part of share and asset deals. Adjustments are made for additions in Fiscal Year 2025 (as defined above) and for disposals in the comparative period of Fiscal Year 2024 (as defined below).
(B) Impairment also includes necessary reversal of impairment losses. This item does not include impairment that arose in connection with a restructuring and impairment on financial investments and goodwill.
(C) This includes impairment losses related to restructuring.
(D) This includes impairment related adjustments to assets held for sale, costs for the preparation and implementation of the Spin-off, as well as other separation related costs.
(E) Adjusted Sales is calculated as sales adjusted for changes in the scope of consolidation.

8.3 Profit Forecast 2025

Based on the current development in Fiscal Year 2025, the Company expects the Adjusted EBIT Margin of the Group for Fiscal Year 2025 to be in a range from 2.5% to 4.0%.

8.4 Explanatory Notes to the Profit Forecast 2025

8.4.1 Basis of Preparation

The Profit Forecast 2025 was prepared in accordance with the principles of the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer in Deutschland e.V.*, ***IDW***) set forth in IDW Accounting Practice Statement: Preparation of Forecasts and Estimates in Accordance with the Specific Requirements of the Regulation on Prospectuses (IDW AcPS AAB 2.003) (*IDW Rechnungslegungshinweis: Erstellung von Gewinnprognosen und -schätzungen nach den besonderen Anforderungen der Prospektverordnung (IDW RH HFA 2.003)*) issued by the IDW. Although Adjusted EBIT Margin is not an IFRS financial measure of operating income, operating performance or liquidity, the Profit Forecast 2025 was derived using IFRS accounting principles.

With respect to the accounting principles applied, reference is made to the selected notes to the unaudited condensed consolidated interim financial statements of Continental Automotive Technologies GmbH and with its direct and indirect subsidiaries and participations for the six-month period ended June 30, 2025 (the ***Interim Consolidated Financial Statements***), which have been prepared in accordance with IFRS on interim financial reporting (IAS 34), and to the selected notes to the audited consolidated financial statements of the Automotive Group for the financial years ended December 31, 2024, 2023 and 2022 (the ***Annual Consolidated Financial Statements***), which have been prepared in accordance with IFRS. The Profit Forecast 2025 has been compiled based on the factors and assumptions stated below and prepared on a basis which is both (i) comparable with the Automotive Group's historical financial information included in the Prospectus, and (ii) consistent with the Automotive Group's accounting policies. The financial condition and results of operations of the Automotive Group in the Interim Consolidated Financial Statements, together with the Annual Consolidated Financial Statements (the ***Consolidated Financial Statements***) are generally comparable with those of AUMOVIO in the future.

The respective financial information for the year from January 1, 2024, to December 31, 2024 (***Fiscal Year 2024***) presented for comparative reasons is based on the figures for Fiscal Year 2024 as presented in the Annual Consolidated Financial Statements. Further, financial information for the period from January 1, 2025, to June 30, 2025 (***Half Year 2025***) is presented for comparative reasons.

In preparing the Profit Forecast 2025, the Company has considered the relevant factors relating to the operational and financial performance of the Group. The development of these factors is based on specific assumptions made by the Executive Board, which are set forth below.

8.4.2 Factors that the Company cannot influence and related assumptions

The Profit Forecast 2025 is subject to factors outside the Company's influence. Under the assumption that the Spin-off will take effect, these factors and assumptions regarding their development and impact are described below:

Factor 1: Unforeseen events

Unforeseen events might occur that could result in material or lasting constraints on the ongoing operations of the Group, such as, but not limited to, force majeure, including natural disasters (e.g., floods, storms, and droughts), wars or conflicts, terrorist attacks, extraordinary macroeconomic events, cyber-attacks, maintenance outages, telecommunication failures, power or equipment failures, social unrest, work stoppages, and public health concerns, including any pandemic situations (e.g., similar to the situation during the COVID-19 pandemic).

For the purpose of the Profit Forecast 2025, the Group assumes no unforeseen events will occur that could result in material or lasting constraints on the ongoing operations of the Group.

Factor 2: Legal and regulatory framework

As a global supplier to the automotive industry, the Group is required to comply with a variety of laws, regulations and standards in the jurisdictions in which the Group operates. These laws, regulations and standards encompass a wide range of areas, including product safety and product technology, environmental protection, chemicals and hazardous substances (handled on the sites and used in products), occupational health and safety (e.g., with regard to high noise exposure in workshops), emissions employment standards, and other matters, including social, ethical or governance-related matters. In particular, the Group faces increasing requirements regarding matters of Environmental, Social and Governance (ESG) and compliance with several trade tariff frameworks.

As the Group operates in many different jurisdictions around the world, its operations may become subject to new or changing regulatory requirements that create new compliance risks or negatively affect the Group's planned operations.

In the Group's ordinary course of business, AUMOVIO is party to or is threatened with litigation, claims (e.g., customer or supplier warranty and product liability claims) and disputes incidental to its business, e.g., alleging violations of due care, violations of warranty obligations, product defects, treatment errors due to design weakness, manufacturing failures, deviation from specification or quality spills at suppliers and claims arising from breaches of contract, recall actions or fines imposed by governmental or regulatory authorities. These proceedings or potential proceedings could involve substantial claims for damages or other payments.

For the purpose of the Profit Forecast 2025, the Group assumes a stable legal and regulatory framework and thus, no material impact from changes in the applicable legal and regulatory framework on the Group's operations in Fiscal Year 2025 compared to Half Year 2025.

Further, for the purpose of the Profit Forecast 2025, the Group assumes that accounting estimates and management judgements made in connection with legal proceedings as reported in the Interim Consolidated Financial Statements will remain unchanged and continue to be valid for Fiscal Year 2025.

Factor 3: Geopolitical and economic environment

Demand for the Group's products and services depends on geopolitical and economic conditions globally and in the Group's key markets, including Europe, the United States of America (***U.S.***), and the People's Republic of China (***China***).

The Group's operations may be affected by geopolitical conflicts such as the Russian invasion of the Ukraine and the related military conflicts (the ***Russia-Ukraine War***), increased military activity in the Baltic Sea, the Gaza conflict, including the attacks on shipping routes in the Red Sea area carried out by Houthi rebels, any potential increase in geopolitical tensions in Asia and the Middle East, particularly relating to the military tensions between the Islamic Republic of Iran and the State of Israel, or to Taiwan and North

Korea, and the potential for a trade war between the U.S. and several other countries and regions. These geopolitical conflicts may influence economic growth, affecting the growth rates of the global economy.

In addition to geopolitical conflicts, economic conditions can be impacted by a number of factors, such as a weak or uncertain macroeconomic environment (e.g., by protectionist policies, trade tariffs, the implementation of trade embargos, including the imposition of sanctions and other trade restrictions as well as corresponding counter-measures), high or rising inflation, recessions, a volatile interest rate environment, rising unemployment rates, and direct or indirect taxes. Furthermore, stagnating or falling wages or rising costs of living affect the disposable income and willingness of private households as well as commercial customers to invest in vehicles, thereby negatively affecting the demand for the Group's vehicle components and services.

For the purpose of the Profit Forecast 2025, the Group assumes geopolitical and economic environment will remain unchanged in its most relevant markets compared to Half Year 2025.

Factor 4: Market development

The markets for the products that the Group offers are characterized by rapidly changing technology, evolving technical and regulatory standards and changes in customer preferences. Customers demand increasingly complex and innovative solutions. The success of the Group depends on its ability to anticipate market trends and technological changes and to develop and commercialize new and improved products in a timely manner. In particular, the market for vehicles is shifting to electric mobility, automated and autonomous driving and SDVs and has faced a major change in electronic architectures, a shift from hardware- to software-defined technologies and a corresponding separation of hardware and software.

Due to the rapid technological developments in the market and in particular the shift toward digitalization, the Group has been faced with the necessity to react quickly to such market demands by also training its workforce. The training of workforce includes education programs in order to re- and up-skill the workforce according to market needs, specifically in digitalization and software.

In addition, new technologies are causing market shares between automotive suppliers to shift as new automobile manufacturers focusing exclusively on electric vehicles are producing vehicle components in-house or source these from new specialized suppliers.

The Group's operations may be impacted by the market shift towards electric, intelligent, connected, sustainable, safe and autonomous mobility solutions. Customers of the Group (e.g., original equipment manufacturers (***OEM***) are demanding greater availability of products and services to enable them to offer vehicles that align with the needs of individual end customers. Therefore, the Group's ability to adapt its product portfolio to these market developments, changing customer requirements and mobility transformation are crucial to its operations.

For the purpose of the Profit Forecast 2025, the Group assumes that market development is only of minor significance for the remainder of Fiscal Year 2025 because the Group's operations are largely determined by contractually assigned customer orders and actual customer orders placed alongside existing production capacities.

Factor 5: Competitive environment

The Group's key markets Europe, U.S., and China are highly competitive. These markets are characterized by changes in market structure and penetration, increased price competition, as well as the development and introduction of new products, product designs, and technologies by existing and new competitors mainly affecting the Group's mid-term operations. The Group competes primarily on the basis of price, quality, timeliness of delivery, and design, as well as the ability to provide engineering support and service on a global basis.

The Group competes with other international suppliers and, to a lesser extent, regional suppliers. Particularly within new technology fields (e.g., software and software-based functions), the Group faces increasing competition from new market entrants, such as software technology companies. The vertical integration of software technology companies and system-on-a-chip (***SoC***) companies in the form of joint ventures or direct collaborations between SoC companies and OEMs leads to a new group of competitors and an increase in the overall competition in the automotive supply industry. In this context, changes in the competitive environment affect the operating result of the Group more in the mid-term than the short-term.

Further, for the purpose of the Profit Forecast 2025, the Group assumes that the competitive environment will remain unchanged compared to Half Year 2025 in the Group's key markets to remain its strong

partnerships with major OEMs globally. Thus, for the purpose of the Profit Forecast 2025, the Group assumes no material impact on the Group's operations for the remaining period of Fiscal Year 2025.

Factor 6: Prices of materials and commodities

The Group's operations are affected by fluctuations in the prices for production materials (prices of raw materials and purchased components) and for non-production materials (e.g., energy, software, and services). The prices of raw materials (such as steel, copper, aluminum, and plastic resin) are influenced by global or regional supply/demand dynamics, transportation costs, government regulations and tariffs, geopolitical events, changes in currency exchange rates, price controls, the general macroeconomic and cyclical environment.

Production materials such as electronic components and semiconductors are essential semi-finished products for the Group. Market availability, particularly in this procurement segment, improved in Fiscal Year 2024 due to weak demand in the economy as a whole, a decline in vehicle production, and the utilization of previously built-up inventories in the Group's supply chain. However, capacities, particularly for semiconductors used in the automotive industry, remain scarce, and prices are rising.

Potential increases in the price of production materials might have a material impact on the costs for the Group and its segments. The Group tries to achieve lower prices for the production materials through annual price negotiations, adaption of supplier shares and implementation of material cost reduction programs in order to counteract potential price increases. When sourcing components, the Group manages procurement costs through various measures, including the selection of its suppliers through competitive tenders, continuous optimization of its supplier portfolio, and long-term supply contracts. The Group also uses, to the extent possible, material pricing clauses in supplier contracts that allow adjustments to initially agreed prices.

Regarding non-production materials, the Group entered into short-, medium-, and long-term price and supply agreements to mitigate the risk of rising energy prices arising on energy purchases for its own use.

For the purpose of the Profit Forecast 2025, the Group assumes prices of production and non-production materials to remain stable compared to Half Year 2025. Furthermore, for the purpose of the Profit Forecast 2025, the Group assumes that the prices of production and non-production materials will be to a large extent secured in Fiscal Year 2025.

Factor 7: Dependency on customers

The Group's customers, in particular OEMs, have significant negotiating leverage over their suppliers with respect to price, sales, capacity commitments and other commercial terms because the automotive supply industry is highly competitive (see Factor 5 "*Competitive environment*"), serves a limited number of OEMs, and at times has had periods of excess capacity. Customers seek price reductions in both the initial quote process, if and to the extent such a quote process takes place, and during the term, or upon the expiration, of an existing supply contract. Accordingly, AUMOVIO is subject to continuous pricing pressure from customers, in particular OEMs, to keep prices at competitive levels irrespective of increased production or development costs or even reduce the price of its products and expects such pricing pressure to continue in the future as customers continue to pursue cost-cutting initiatives. Customer contracts may contain a right to terminate for convenience, under consideration of applicable contract terms.

For the purpose of the Profit Forecast 2025, the Group assumes that the contractual relationships as well as the respective commercial terms and conditions with the Group's customers remain stable compared to Half Year 2025 and there will be no material effect on the Group's operations.

Factor 8: Supply chain

AUMOVIO requires substantial amounts of production materials, including electronics, mechanics and electromechanics, rare earths, and plastic components as well as the supply of non-production materials, such as buildings production equipment, spare parts, and energy as well as services relating to construction, engineering, freight and transportation, packaging, maintenance of facilities, human resources, travel, and consulting.

Although the Group aims to source products and materials from a variety of suppliers, AUMOVIO relies on a limited number of suppliers for some production materials and services and is therefore dependent on their ability and willingness to supply the Group. In some cases, the Group is forced to single source certain production materials, since multi-sourcing is not feasible technically or on economically viable terms. If any one of AUMOVIO's key suppliers becomes unable to meet its delivery requirements for any reason (for example, due to insolvency, force majeure events, the Russia-Ukraine War or similar conflicts,

subcontractor default or refusal to perform following a change in control), AUMOVIO might be unable to source production materials from alternative suppliers on short notice, in the required volume, or at all. Alternatively, AUMOVIO might be required to pay higher prices for these production materials, which would reduce AUMOVIO's operating margin.

The aforementioned supply chain risks are monitored by the Group through the utilization of a supply chain management organization (***SCM***) that is designed to monitor and manage supply chains, in particular at the Group and segment level. The SCM areas are strongly linked in order to achieve a clear and structured supply chain, the required transparency and agility, and in order to support AUMOVIO to fulfil customer demands.

For the purpose of the Profit Forecast 2025, the Group assumes that the supply chain situation will remain stable compared to Half Year 2025, and that essential input products and materials for production purposes, such as semiconductors or rare earths, will be available as required for the remaining period of Fiscal Year 2025, due to effective monitoring of the supply chain.

Factor 9: Protectionist measures to international trade

As a supplier to the global automotive industry with an international customer and supplier base, the Group is highly sensitive to restrictions on international trade. Rising protectionist tendencies in any of its key markets, including the introduction of (increased) tariffs and further economic barriers (e.g., import licensing, embargoes or quotas limiting the quantity of imports), resulting retaliatory trade policies, the withdrawal of target markets from free trade agreements and other similar developments, may negatively affect the Group's operations. Moreover, approximately one third of the Group's U.S. sales involve imported materials and commodities. Of these imports originating from Mexico and Canada, the majority of materials and commodities meet United States-Mexico-Canada Agreement (USMCA) compliance requirements and are exempt from tariffs until the Commerce Department establishes a way to identify parts sourced from the U.S.

For the purpose of the Profit Forecast 2025, the Group assumes no additional introduction of tariffs compared to Half Year 2025. Furthermore, for the purpose of the Profit Forecast 2025, the Group assumes that increasing costs due to tariffs on production materials can be fully passed on to customers, and thus will not have a significant negative effect on the Group's operations for the remainder of the Fiscal Year 2025.

Factor 10: Foreign exchange rate movements

The Group conducts its business in a number of currencies and is therefore exposed to risks and opportunities arising from fluctuations in currency exchange rates. Changes in the exchange rates can affect the Group's operations as a result of both transactional and translational exchange rate effects. Translational effects of exchange rate fluctuations arise because the results of subsidiaries of AUMOVIO SE are measured in the functional currency of the country in which the subsidiary operates. Transactional effects of exchange rate fluctuations arise when the Group's companies enter into sale or purchase transactions in a currency other than their local currency. The Group is exposed to material transaction risks with regard to fluctuations in euro (***EUR***) against the U.S. dollar (***USD***), Chinese yuan (***CNY***), Mexican peso (***MXN***), Brazilian real (***BRL***), Hungarian forint (***HUF***), South Korean won (***KRW***), and Romanian leu (***RON***), as cash in- and outflows are imbalanced in these currencies.

For the purpose of the Profit Forecast 2025, the Group assumes the following currency rates for its primary foreign currency exposure in Fiscal Year 2025:

Currency exchange rates	Fiscal Year 2025
EUR/USD	1.10
EUR/CNY	8.00
EUR/MXN	21.82
EUR/BRL	6.32
EUR/HUF	403.84
EUR/KRW	1,565.70
EUR/RON	5.01

For the purpose of the Profit Forecast 2025, the Group assumes EUR/USD to be the most relevant to the Group's operations.

8.4.3 Factors that can be Influenced by the Company and Related Assumptions

In addition to the factors and assumptions that are outside the Company's influence, the Profit Forecast 2025 is subject to factors that can be influenced by the Company. Under the assumption that the Spin-off will take effect, these factors and assumptions regarding their development and impact are described below:

Factor 11: Sales

The Group focuses on the development and production of electrical, electronic, mechatronic and mechanical components, modules and systems, as well as the performance of related services in the automotive technology sector. The Group's sales primarily include revenue generated from the sale of products and services resulting from ordinary business activities managed under the five segments AM, ANS, SAM, UX and CM. The highest contribution to the Group's sales is generated by the SAM segment. Further, the Group adjusts sales for changes in the scope of consolidation.

The Group's sales are determined by customer orders placed and consist of awarded business. During the contract term, customers communicate based on their own production planning which volumes will be demanded from the Group within the next approximately three months (also referred to as ***Takeover Horizon***). For this Takeover Horizon, the Group's sales are largely secure. Thereafter, sales are still contracted, but volumes may go up or down depending on customer production planning.

For the purpose of the Profit Forecast 2025, the Group assumes that the segment's sales fully consist of awarded business and that the contracted order volume will be utilized in its entirety by customers as reflected in the planning.

Autonomous Mobility (AM)

The AM segment develops and manufactures products and solutions for ADAS and AD technologies and systems in the area of autonomous mobility. With its ADAS and AD electronics, software and service solutions, AM provides technologies to enhance vehicle safety and optimize the driving experience for automated and autonomous mobility. With a strong network of technology partnerships AM leverages synergies with market-leading companies to offer customized, holistic and innovative solutions in the ADAS and AD sector addressing current market trends like SDVs. In addition, AM offers tailored electronics, software and service solutions for commercial and special vehicles (***CSV***) addressing the specific needs for trucks, buses, two-wheelers and for vehicles operating in specialized environments, e.g., in forestry and agriculture, in the construction industry and mining. AM also provides customized service solutions for vehicle fleets and workshops. Further, in Fiscal Year 2024 Zonar Systems, Inc., Seattle, USA, (***Zonar Systems***) a smart fleet management provider, was disposed as prior part of the AM segment.

For the purpose of the Profit Forecast 2025, the Group assumes the AM segment's sales to slightly decrease compared to Fiscal Year 2024, due to negative effects from foreign exchange rate fluctuations (see also Factor 10 "Foreign exchange rate movements"), and negative volume effects resulting from the disposal of Zonar Systems in Fiscal Year 2024, partly offset by a positive product mix and pricing effects.

Architecture and Networking Solutions (ANS)

The ANS segment designs and manufactures electronic products and solutions for classic and emerging vehicle architectures as well as for SDVs, i.e., vehicles that manage their operations, add functionality, and enable new features primarily or entirely through software. ANS offers server zone architecture (i.e., structured systems in which electronic components, modules and networks are divided into sub-areas independent of their vehicle function and centrally managed by servers or control units to increase efficiency and flexibility), advanced access solutions, vehicle connectivity solutions, a broad range of convenience electronics and software features as well as "build-to-print" services. With its broad range of partnerships with industry-leading technology companies, ANS uses synergies to further develop its products and solutions. For example, the partnership with Amazon Web Services (AWS) as cloud provider enables developers at vehicle manufacturers, suppliers and third parties to configure and run virtual cloud-based electronic control units (***ECUs***) in their specific development environments to help developing codes for microcontroller and processor hardware.

For the purpose of the Profit Forecast 2025, the Group assumes the ANS segment's sales to moderately decrease compared to Fiscal Year 2024, due to an earlier than expected termination of a "build-to-print"

business and negative effects from foreign exchange rate fluctuations (see also Factor 10 “Foreign exchange rate movements”).

Safety and Motion (SAM)

The SAM segment develops and manufactures products in the field of the chassis domain. Its product portfolio consists of components, systems and software for passive and active safety, driving dynamics and comfort, such as electronic brake systems and air bag control units. With its products, SAM serves the light vehicle and two-wheeler market. The Group’s aftermarket business is also part of SAM. It offers spare parts for vehicle components from the Group (including products from other segments of the Group) and other manufacturers for the original equipment services business and the independent aftermarket.

For the purpose of the Profit Forecast 2025, the Group assumes the SAM segment’s sales to remain stable compared to Fiscal Year 2024, due to positive volume effects, partly driven by the increased sales of the one box braking system, offset by negative effects from foreign exchange rate fluctuations (see also Factor 10 “Foreign exchange rate movements”), and negative product mix and pricing effects.

User Experience (UX)

The UX segment designs, develops and manufactures products for driver and passenger information and the interaction with vehicles, such as display solutions, head-up displays and digital clusters, i.e., digital instrument displays that provide the driver with relevant driving information (e.g., speedometer, rev counter, temperature, fuel, indicator lights and warnings) as well as additional information (e.g., navigation, radio, telephone). In addition, legacy products such as mechanical instrument clusters, interior cameras, in-car entertainment systems, radios and haptic controls complete UX’s portfolio.

For the purpose of the Profit Forecast 2025, the Group assumes the UX segment’s sales to slightly increase compared to Fiscal Year 2024, due to positive product mix and pricing effects and partially offsetting negative effects from foreign exchange rate fluctuations (see also Factor 10 “Foreign exchange rate movements”) as well as stable volumes.

Contract Manufacturing (CM)

The CM segment comprises the contract manufacturing of products by companies of the Group for the Schaeffler Group. The CM segment is not part of the Group’s core operational business and is not intended to be a permanent business area and segment. Contract manufacturing is expected to be terminated in full in the first half of 2026 in accordance with existing contractual agreements.

For the purpose of the Profit Forecast 2025, the Group assumes to further reduce the sales of contract manufacturing.

Group

For the purpose of the Profit Forecast 2025, the Group assumes that sales correspond to Adjusted Sales as no material changes in consolidation effects are expected for Fiscal Year 2025. Furthermore, for the purpose of the Profit Forecast 2025, the Group assumes Adjusted Sales to be in a range of €18.0 billion to €20.0 billion, based on the assumed development of the segments.

Factor 12: Cost of sales

Cost of sales includes the production costs incurred to generate the sales revenue and the cost of goods purchased for resale. In addition to direct material costs, which represent the majority of cost of sales, non-staff overheads and personnel costs, production cost also includes production-related indirect costs, including depreciation of production facilities and general warranty costs. The Group’s ability to manage the pricing of materials and commodities is essential for the Group’s profitability and Adjusted EBIT Margin (see Factor 6 “*Prices of materials and commodities*”). Moreover, referring to Factor 8 “*Supply chain*”, disruptions in supply chains may lead to increased logistics costs (such as ocean freight and land freight) affecting the Group’s profitability and Adjusted EBIT Margin.

For the purpose of the Profit Forecast 2025, the Group assumes cost of sales to moderately decrease compared to Fiscal Year 2024 primarily due to price reductions of materials sourced improvements in operational efficiency (e.g., improvements in materials management and related productivity gains), and partially offsetting increased restructuring expenses. As a percentage of Adjusted Sales, the Group assumes that cost of sales will moderately decrease in Fiscal Year 2025 compared to Fiscal Year 2024 as the Group’s price management of raw materials, energy and other commodities is assumed to be fully effective.

Factor 13: Research and development expenses

Research and development expenses comprise those expenses which are not eligible for capitalization in the respective period. Amortization of capitalized research and development expenses are recorded under cost of sales (see Factor 12 "*Cost of sales*").

AUMOVIO is a technology focused group and therefore its research and development activities are key to its business. The Group's research and development activities aim to invent, develop and launch products which implement new technologies in line with the evolving market environment, regulatory frameworks and customer needs with optimized time-to-market. The automotive industry is experiencing a fundamental transformation, characterized by the accelerating technological trend towards a higher level of digitalization and networking of vehicles (see Factor 4 "*Market development*").

For the purpose of the Profit Forecast 2025, the Group assumes research and development expenses to moderately decrease compared to Fiscal Year 2024 primarily due to the streamlining and relocation of research and development activities and further by fewer software-related development activities within the UX segment. As a percentage of Adjusted Sales, the Group assumes that the research and development expenses will slightly decrease due to research and development optimization measures, including headcount reductions in Fiscal Year 2025 compared to Fiscal Year 2024.

Factor 14: Selling and logistics expenses

Selling and logistics expenses include sales-related costs incurred at the functions selling, communication, distribution and also include costs incurred for the support of these functions.

For the purpose of the Profit Forecast 2025, the Group assumes selling and logistics expenses to moderately decrease compared to Fiscal Year 2024 primarily due to the disposal of Zonar Systems in Fiscal Year 2024 and the absence of the associated selling and logistics expenses in Fiscal Year 2025. Furthermore, for the purpose of the Profit Forecast 2025, the Group assumes to effectively manage its supply chain (see Factor 8 "*Supply chain*"), and thus assumes no negative effect from disruptions on the logistics expenses.

Factor 15: Administrative expenses

Administrative expenses include primary and allocated costs incurred for finance and accounting, auditing, personnel and industrial relations, systems and data processing, tax, insurance, general company expenses and company management. Administrative expenses also comprise the majority of the costs for the preparation and implementation of the Spin-off and relate to e.g., expenses for the set-up of independent structures in the IT area, costs for the Company's listing, costs incurred for external advisors (e.g., for the separation of operations, the separation of contracts and finance) and for personnel (in particular for severance payments, employee retention and external recruitment), local costs, in particular for rebranding measures, as well as further separation expenses. Further, administrative expenses also include additional costs due to the Company being public.

The Group historically has relied on administrative services in the area of financing and accounting, insurance, pension plans, recruiting, purchasing functions, legal services, tax services, audit services, and research and development of Continental Group (Continental AG together with its consolidated subsidiaries (***Continental Group***)) to operate its business. In connection with the separation from Continental Group, the Group must create its own financial, administrative and other support systems and functions or contract with third parties to replace functions and services previously provided by Continental Group. Regarding services and resources which cannot be replaced until the spin-off takes effect, the Group has entered into transitional services agreements. Under these agreements, the Group will be provided with certain transitional services after the Spin-off has taken effect to ensure the continuity of the Group's operations.

For the purpose of the Profit Forecast 2025, the Group assumes administrative expenses to significantly increase due to costs for the preparation and implementation of the Spin-off, additional restructuring expenses and additional costs due to the Company being public compared to Fiscal Year 2024, partially offset by optimization measures, including headcount reductions in Fiscal Year 2025.

Factor 16: Other income and expenses

Other income mainly includes income from research and development, income from litigation and environmental risks, income from currency translation, income from disposals of companies and business operations, compensation from customers and suppliers, income from the reimbursement of customer tooling expenses, income from the disposal of property, plant and equipment and other miscellaneous income. Other expenses mainly include additions to provisions for litigation and environmental risks,

expenses from currency translations, expenses from other taxes, compensation to customers and suppliers, impairments on property, plant and equipment, intangible assets and goodwill and other miscellaneous expenses.

For the purpose of the Profit Forecast 2025, the Group assumes net other income to significantly decrease compared to Fiscal Year 2024 primarily due to negative effects from research and development reimbursements affecting other income in Fiscal Year 2025, the absence of one-time payments related to projects with a large OEM recorded in Fiscal Year 2024, and the release of litigation accruals in Fiscal Year 2024, as well as impairments related to the termination of a "build-to print" business and other separation related costs in Financial Year 2025.

Factor 17: Income from equity-accounted investees

Income from equity-accounted investees includes the share of earnings of companies accounted for using the equity method. Shanghai Automotive Brake Systems Co. Ltd., Shanghai, China is material joint venture of the SAM segment. Another material joint venture of the AM segment is Continental Smart Core Technology Co. Ltd., Shanghai, China. In the ANS segment e.solutions GmbH, Ingolstadt, is a material associate. The joint ventures, as well as the associate, are accounted for as equity-accounted investees.

For the purpose of the Profit Forecast 2025, the Group assumes income from equity-accounted investees to significantly decrease compared to Fiscal Year 2024 primarily due to lower income from the associate e.solutions GmbH, Ingolstadt, and higher losses from the joint venture Continental Smart Core Technology Co. Ltd., Shanghai, China, being partially offset by higher income from the joint venture Shanghai Automotive Brake Systems Co. Ltd., Shanghai, China.

Factor 18: Workforce and related personnel expenses

The Group depends on its ability to attract and retain highly qualified personnel in order to successfully implement strategies, address technological developments (see Factor 4 "*Market development*"), and conduct day-to-day business, in particular in research and development. Furthermore, the Group must maintain appropriate staffing levels to perform its tasks on time. Personnel expenses represent a substantial portion of the Group's cost structure and are mainly included in cost of sales, research and development expenses, selling and logistics expenses and administrative expenses (see Factor 12 "*Cost of sales*", Factor 13 "*Research and development expenses*", Factor 14 "*Selling and logistics expenses*", and Factor 15 "*Administrative expenses*").

A significant number of the Group's employees is unionized. Their compensation and the related personnel expenses are therefore dependent on collective bargaining agreements. The Group depends on continuing constructive relationships with its employees and employee representatives. If these relationships deteriorate, the Group could experience strikes, further unionization efforts or other types of conflicts with employee representatives or employees (see Factor 1 "*Unforeseen events*"). Regarding the Group's global production, it manufactures and employs in both "best-cost" and "high-cost" countries. Best-cost countries are Portugal, Greece, Cyprus and Turkey, as well as countries in Africa, Eastern Europe, Latin America, South America, Oceania (excluding Australia) and Asia (excluding Japan, South Korea and Singapore). Other countries and regions are regarded as high-cost countries.

Future increases of statutory minimum wages, standard wages under collective bargaining agreements and general wage levels may increase the Group's personnel expenses (see Factor 2 "*Legal & regulatory framework*").

For the purpose of the Profit Forecast 2025, the Group assumes to continue to be able to hire and retain highly qualified personnel to ensure that it continues to have adequate technical and operational capabilities to process its contractual obligations.

Further, for the purpose of the Profit Forecast 2025, the Group assumes personnel expenses to moderately decrease compared to Fiscal Year 2024 primarily due to a further effective restructuring related to headcount reduction and a shift of research and development employees from high-cost countries to best-cost countries, leading to reduced overcapacity and cost savings.

Factor 19: Warranties

The Group is obligated to offer warranties (see Factor 2 "*Legal and regulatory framework*") for its products to customers, and typically records warranty provisions, drawing on historical data and existing claims related to sold products. In the course of its ordinary business activities, the Group becomes involved in warranty claims, both as active and passive party. This includes claims against or by customers and claims against or by suppliers. Claims by customers include, for example, claims in

connection with product liability of products produced by the Group or products used in the Group's products or claims where the Group is unable to deliver the agreed volume in time. The Group regularly analyzes current information to assess the risks of litigation to which it is exposed, as well as the type and extent of potential warranty claims. The Group's warranties include both general and specific warranties. However, the Group only forecasts general warranties. The respective expenses are largely accounted for within the cost of sales (see Factor 12 "*Cost of sales*").

For the purpose of the Profit Forecast 2025, the Group assumes total warranties (as included in Cost of Sales), including both general and specific, to considerably decrease compared to Fiscal Year 2024, since the Group recognised higher amounts of provisions for specific warranties in Fiscal Year 2024. Moreover, for the purpose of the Profit Forecast 2025, the Group assumes no material impact from further specific warranties for Fiscal Year 2025.

Factor 20: EBIT adjustments

The Group's adjustments to the EBIT include amortization of intangible assets from PPA, changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations). In particular, these adjustments relate to cost of sales, research and development expenses, selling and logistics expenses, administrative expenses, and other income and expenses (see Factor 12 "*Cost of sales*", Factor 13 "*Research and development expenses*", Factor 14 "*Selling and logistics expenses*", Factor 15 "*Administrative expenses*", and Factor 16 "*Other income and expenses*").

For the purpose of the Profit Forecast 2025, the Group assumes the adjustments to the EBIT to significantly increase compared to Fiscal Year 2024 primarily due to restructuring expenses related to the streamlining of research and development activities, costs for the preparation and implementation of the Spin-off, such as costs for the Company´s listing, IT related costs and real estate transfer tax, other separation related costs, as well as other special effects, e.g., related to the divestment of the site in Cairo Montenotte, Italy.

Factor 21: M&A activities

The Group may consider inorganic growth opportunities through acquisitions and joint ventures to generate synergies, to operate in or enter certain markets, in particular, emerging markets (see Factor 4 "*Market development*"), to diversify the Group's regional presence as well as to transform its existing product portfolio. Further, the Group may consider disposals of certain parts of its operations.

For the purpose of the Profit Forecast 2025, the Group assumes that there will be no significant impact from M&A activities on Adjusted Sales and Adjusted EBIT Margin in Fiscal Year 2025.

8.4.4 Other explanatory notes

The Profit Forecast 2025 does not take into account any extraordinary events, or results from non-recurring activities within the meaning of IDW Accounting Practice Statement (*IDW AcPS AAB 2.003*), except where explicitly stated otherwise in the explanatory notes above.

As the Profit Forecast 2025 relates to a period not yet completed and is prepared on the basis of several assumptions regarding uncertain future events and actions (factors), it inherently involves substantial uncertainties. As a result of such uncertainties, the Group's actual Adjusted EBIT Margin for Fiscal Year 2025 may deviate from the Profit Forecast 2025, even substantially.

The Profit Forecast 2025 was prepared solely for the inclusion in this Prospectus and represents the best estimates of the Executive Board as of September 5, 2025 and is still valid as of the date of the Prospectus.

9. MARKETS AND COMPETITION

9.1 Introduction

AUMOVIO operates in the automotive industry and is a business partner of virtually all major OEMs. AUMOVIO offers its products and solutions for light vehicles (consisting of passenger cars and vans), for commercial and special vehicles, i.e., for trucks, buses, two-wheelers, and for its Off-Highway customers as well as fleets and workshops. Its product portfolio consists of electrical, electronic, mechatronic and mechanical components, software, modules and systems, as well as the performance of related services in the automotive technology sector.

9.2 Global Automotive Market and Market Drivers

9.2.1 General Automotive Market and Key Players

The automotive market encompasses the design, development, manufacturing, marketing, and selling of motor vehicles, segmented into light, medium and heavy-duty vehicles. Distribution of automotive parts occurs through OEMs for new vehicle production and the independent aftermarket (***IAM***) for replacement parts. As a dynamic industry, the automotive market plays a crucial role in global transportation and economic activities, presenting diverse opportunities for innovation and growth.

Major players in the industry include OEMs such as Volkswagen Group, Toyota, Renault Group, Ford, Hyundai Motor Group, and others, as well as suppliers of automotive components and systems like Bosch, Denso, ZF Friedrichshafen and Magna International. OEMs typically manufacture multiple vehicle models with different equipment variants to meet market demand and outsource a significant portion of the development and production of components and solutions to their suppliers. Different vehicle models often share common vehicle platforms with shared components.

The demand for OEM automotive components is closely linked to vehicle demand and global vehicle production, which is influenced by macroeconomic factors, including geopolitical environment, supply chains, tariff environment, raw material costs, employment rates, interest rates, and fiscal policies. The supplier industry faces intense competition and ongoing consolidation, characterized by growth opportunities through market penetration, pricing strategies, and technological advancements. Companies are focusing on cost efficiency and meeting customer demands to maintain competitiveness, with a notable emphasis on expanding in the Asian market (for a more in-depth analysis of competition, please see Section "9.6 *Main Addressable Markets*").

In recent years, the industry has experienced growth trends, with markets like Asia, in particular China, and South America leading vehicle production growth, while traditional markets have faced slower growth or slight decline. Suppliers, especially from Asia, are seeing growth in sales and margins, with battery and semiconductor suppliers performing particularly well. Industry megatrends such as vehicle connectivity and autonomous driving are advancing. The electric vehicle (***EV***) transformation is reshaping the industry, with a high growth rate for companies exposed to EV and electronic components.

The vehicle market in China is characterized by increasing volatility in prices and volume. Due to governmental support measures for Chinese OEMs and electric vehicles in particular, Chinese OEMs produce more vehicles than are in demand, leading to overcapacities in the highly competitive domestic vehicle market and a decrease in vehicle prices. It is expected that a further consolidation of the Chinese OEM market will take place. In addition, the light vehicle production in China is forecasted to grow slightly below the global vehicle production levels (source: S&P Global July 2025). However, China remains a key market for the automotive industry with over 30 million forecasted light vehicles in production until 2037 (source: S&P Global July 2025).

The government of the U.S. has implemented a series of tariffs affecting the automotive industry, with significant implications for both vehicle and component imports. As at May 2025, a 25% tariff has been imposed on imported vehicles and automobile parts under Section 232 of the Trade Expansion Act of 1962. Parts that comply with the United States-Mexico-Canada Agreement (USMCA) are exempt from these tariffs until the Commerce Department establishes a way to identify parts sourced from the U.S. In addition, the U.S. government has introduced a way for manufacturers to offset some of the tariff costs. For vehicles assembled in the U.S. between April 3, 2025, and April 30, 2026, manufacturers can reduce their tariff liability by 3.75% of the vehicle's Manufacturer's Suggested Retail Price (MSRP). For vehicles produced in the following year, the reduction is 2.5%. This offset is designed to incentivize domestic U.S. production and reduce reliance on foreign imports. As at July 2025, a 15% tariff is applicable for goods and parts imported from the EU. The tariffs on steel and aluminium, which are either 25% or 50%

depending on the type of product, are now separate from the automotive tariffs, which reduces the overall burden on importers. As at July 2025, a 15% tariff is applicable for goods and parts imported from the EU. The imposition of these tariff regimes is expected to have a negative effect on vehicle and respectively automobile parts sales. As at the date of the Prospectus, AUMOVIO considers its exposure to the U.S. government's tariff measures to be limited.

Approximately one third of AUMOVIO's U.S. sales involve imported materials and commodities. Of these imports, approximately 62% originate from Mexico and Canada, with approximately 92% meeting USMCA compliance requirements. Approximately 20% originate from Europe, and approximately 18% from the rest of the world. In addition, for U.S. imports from Mexico that are not USMCA-compliant, the potential tariff impact is further mitigated, as in approximately 60% of these cases, AUMOVIO's customers act as the importer of record (IOR) therefore being responsible for tariff compliance. Moreover, for all global imports that are not covered by or compliant with USMCA, AUMOVIO has implemented proactive mitigation measures, including customer compensation agreements aiming at recover potential tariff-related cost impacts. As at early September 2025, the estimated tariff exposure for AUMOVIO is expected to be approximately USD 115 million for the year. Approximately 55% of this exposure is already covered by existing customer agreements, and for approximately 20%, ongoing compensation agreements are expected to be finalized in the near term.

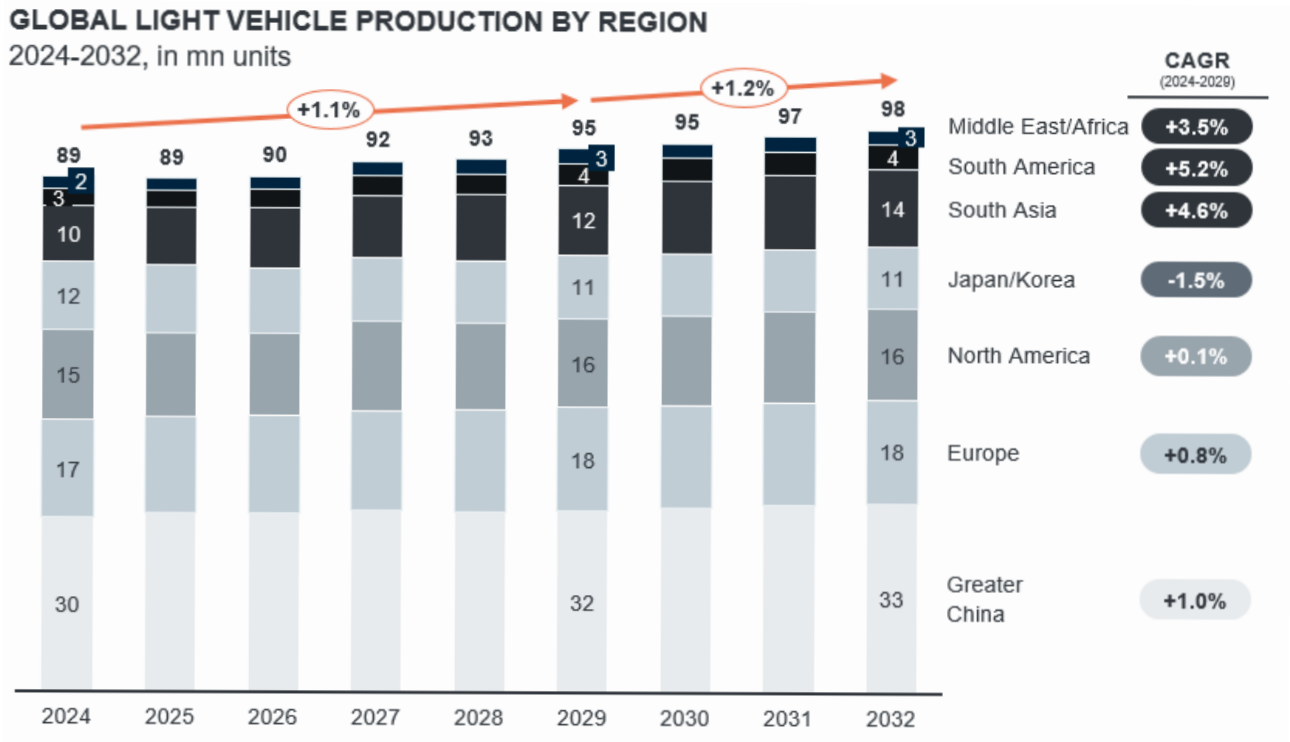
Given the volatility of global tariff regimes, AUMOVIO maintains continuous monitoring, recognizing that regulatory changes may be implemented at short notice. In order to address further tariff risks, the Group has implemented a task force to re-evaluate non-USMCA claimed materials and commodities, review customer agreements and optimise its production and supply chains.

9.2.2 Global Automotive Trends and Market Drivers

According to the Industry Study, the following global automotive trends could be observed, with further details on how they impact AUMOVIO in Section "9.6 *Main Addressable Markets*". The industry data and production forecasts in this Section that are not based on the Industry Study are marked accordingly.

9.2.2.1 *Light Vehicle Production*

The global light vehicle production (consisting of passenger cars, multipurpose vehicles with focus on private passengers, pickups, specific-build sports vehicles, SUVs, and vans) is projected to grow, reaching approximately 95 million units by 2029, with a compound annual growth rate (***CAGR***) of 1.1% from 2024 to 2029 and 1.2% from 2029 to 2032 (source: S&P Global July 2025). China is expected to have slower growing rates at a CAGR of 1.0% from 2024 to 2029 compared to the global light vehicle production levels, but to maintain its status as the largest market for passenger cars. Europe follows closely with a CAGR of 0.8% from 2024 to 2029. From 2024 to 2029, North America is projected to experience stagnation with a CAGR of 0.1%, and Japan and Korea are expected to see a decrease of CAGR of -1.5%, while the rest of the world, particularly driven by emerging regions like South Asia with a CAGR of 4.6% as well as South America with a CAGR of 5.2%, shows a growing light vehicle production (source: S&P Global July 2025).



Data from S&P Global July 2025.

The entry segment of affordable cars is expected to continue to be the largest market at a steady growth at a CAGR of 1.8% from 2024 to 2029. However, there is an increasing demand for mid-segment vehicles, which are expected to grow at a CAGR of 3.3%. The premium segment is anticipated to face challenges, with a modest growth rate of 0.8%, impacted negatively by the decline in high-end vehicle sales.

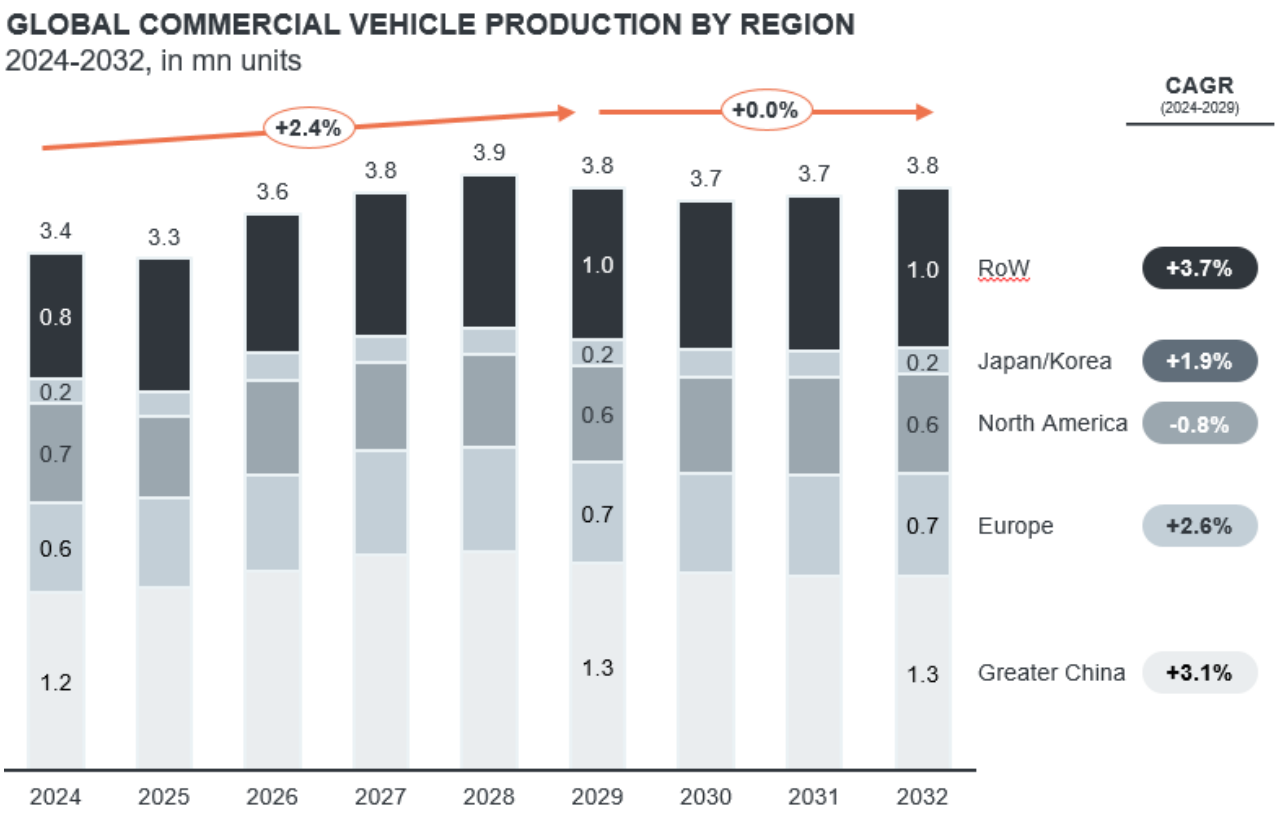
Each of the four business areas, Autonomous Mobility (AM), Architecture and Network Solutions (ANS), Safety and Motion (SAM), and User Experience (UX), serves the light vehicle market and is therefore influenced by the global production development. For a detailed overview of the trends for AUMOVIO's portfolio, please see Section "9.6 *Main Addressable Markets*".

9.2.2.2 *Commercial Vehicle Production*

The global production market for medium and heavy-duty commercial vehicles (consisting of buses, 6-15t medium trucks, >15t heavy trucks, motor home, and other types of commercial vehicles) is expected to grow at a CAGR of 2.4% from 2024 to 2029 and 0.0% from 2029 to 2032 (source: S&P Global Commercial Vehicle July 2025), outpacing passenger cars. China remains the largest market with 3.1% CAGR, followed by Europe at 2.6% and North America, which will see a contraction by -0.8%. Japan/Korea is projected to grow at 1.9% and rest of the world (***RoW***) at a CAGR of 6.1%, in each case from 2024 to 2029 (source: S&P Global Commercial Vehicle July 2025).

Electrified commercial vehicles are expected to surge (+29.0% CAGR), yet internal combustion engines (***ICE***) vehicles still dominate until 2029. Medium duty vehicles are forecasted to grow at 3.2% CAGR, while heavy duty vehicles are expected to grow at 2.9% CAGR.

AUMOVIO focuses its efforts in the commercial vehicle market primarily via its Autonomous Mobility (AM) business area, serving trucks, buses, two-wheelers and for Off-Highway vehicles. With this strategic focus AUMOVIO aims to capitalize not only on the growing demand for electrified and autonomous commercial vehicle but also on the sustained volume of internal combustion engine (***ICE***) vehicles.



Data from S&P Global Commercial Vehicle July 2025.

9.2.2.3 *Player Economics*

In 2023, suppliers experienced growth in sales and margins post COVID-19 and the resulting supply chain issues. American and Chinese suppliers demonstrated strong margins, while the market share and the number of legacy suppliers in the TOP-100 are declining (>30% are new entrants within the last twelve years) likely due to new technologies entering the market. German suppliers experienced declines in profitability likely due to increasing energy prices, labour costs and weaker demand from China. Generally, legacy suppliers are facing an industrial shift, as the automotive blueprint is changing with new competitors entering the market, reflecting the current trends in vehicle production, such as an increased focus on electrification and software-defined vehicles. New players, such as battery and semiconductor suppliers achieved high double-digit growth, whereas the remaining product groups, such as seats and interiors, tires, metal processing, and energy supply, managed to achieve single-digit margins. For 2024, revenues of the Top-100 suppliers have declined compared to 2023, while margins remained nearly stable (source: Berylls Top 100 Suppliers 2024). Onwards, classic and powertrain-agnostic component suppliers are expected to develop in line with vehicle production, while suppliers addressing ongoing trends will have higher growth rates. In contrast, predominantly ICE-dependent suppliers are expected to continuously decline.

9.2.2.4 *Connectivity*

The rapid advancement of vehicle connectivity is expected to drive significant growth in cloud-enabled vehicles, increasing demand for high-value antennas and telematic solutions. This development could offer opportunities for new digital services and business models but also present challenges like cybersecurity risks, rising costs, and fragmentation in technology. Globally, governments are advancing vehicle connectivity to secure technological leadership and improve road safety. Regulations include indirect incentives, such as standardized communication technologies, and direct requirements, like the mandatory eCall feature in the EU and emissions reporting. OEMs are further encouraged to adopt connectivity features, as vehicle-to-everything (*V2X*) capabilities are crucial for attaining high safety ratings.

9.2.2.5 *Autonomous Driving*

The momentum for autonomous driving in passenger cars is increasing, fueled by consumers with ADAS experience who appreciate and are willing to invest in these features. This trend is further supported by improving consumer ratings and the development of regulatory frameworks that foster the integration of advanced safety features and enable the deployment of higher levels of automation. 80% of vehicles produced include SAE[2] level of driving automation 1 (***L1***) (driver assistance, driver controls the vehicle) or level 2 (***L2***) (partial automation, driver must remain engaged) technology. In the long-term, nearly all vehicles are expected to have L 1, with L2 and a SAE level of driving automation beyond L2 (***L2+***) (enhanced partial automation, driver must remain engaged, but assistance features reduce cognitive workload) technology becoming dominant. SAE level of driving automation 3 (***L3***) (conditional automation, driver required but does not need to always be engaged) adoption is anticipated to rise in the premium segment. Higher levels of automation, such as SAE level of driving automation 4 (***L4***) (high automation, driver has option to control the vehicle) are expected to emerge first in commercial vehicle applications, driven by new business models and operational efficiencies. Meanwhile SAE level of driving automation 5 (***L5***) (full automation, no driver needed) technology is not expected to emerge in the next decade. Autonomous vehicles are rather complex systems with substantial capital demand for initial research and development. The market for autonomous vehicles is entering the phase of materialization where first systems are available in series production. Autonomous vehicle operations are facilitated by the development of adaptable regulatory frameworks. Combining expertise through strategic partnerships makes the acceleration of autonomous driving deployment, such as autonomous taxis and trucking, apparent and feasible.

9.2.2.6 *Shared Mobility and Commercial Transportation as a Service (TaaS)*

On-demand mobility services like car sharing and ride-hailing are prevalent, delaying vehicle purchases and impacting production. The next phase will likely feature autonomous shared mobility, reducing costs by integrating vehicle ownership with mobility on-demand features. The evolution of urban transport is expected to unfold in two stages throughout the 2030s. Presently, on-demand mobility services, including flex leasing, car sharing, and ride-hailing, provide direct connections at relatively low costs. The subsequent phase is anticipated to introduce autonomous shared mobility, which will reduce costs and combine vehicle ownership with mobility on-demand features. The growth of shared mobility in urban areas are expected to increase the need for electronic components and the number of miles driven is anticipated to increase due to autonomous sharing options. Production forecasts continue to predict growth, emphasizing vehicles with attractive interiors and durable materials for heavy use.

Besides, commercial transportation as a service (TaaS), describing the full-service offering for buses and trucks in return for a rate based on the time of availability or usage or other parameters (e.g., milage driven), is parallelly emerging and strongly driven by the rapid development of technology and structural changes, such as increasing transportation costs, driver shortages, operation time limitations, road safety concerns and the focus on zero-emission trucking.

The automotive ecosystem is evolving, and AUMOVIO believes that OEMs need to adapt their business models by focusing on services and customer-centricity. In this context, recurring revenues are expected to increase within the upcoming ten years (source: McKinsey Truck as a Service). This shift also drives the growth of ‘as-a-service’ business models, such as offering hardware as a service to truck fleets. These models benefit directly from the TaaS development by aligning with the demand for flexible, scalable, and service-based transportation solutions.

9.2.2.7 *New Energy Vehicles (NEVs)*

The shift to electric vehicles is transforming the automotive value chain with technology and electronics companies entering the new energy vehicles (***NEVs***) market, including, among others, battery electric vehicles (***BEVs***) as well as plug-in electric vehicles (***PHEVs***) that typically have a much smaller battery and an engine as backup. Both BEVs and PHEVs require electricity and have regular charging needs, driving the rapid growth of the charging landscape and the respective entry of new companies. In parallel, traditional suppliers face the challenge to provide suitable products for NEVs and need to remain flexible to manage the uncertainties and increasing competitiveness in the market. However, ICE

[2] SAE International provides a taxonomy clustering the levels of driving automation from Level 0 (no driving automation) to Level 5 (full driving automation) in the context of motor vehicles and their operation on roadways (SAE J3016).

vehicles will likely persist for some time following the global slow-down in adoption due to limited acceptance in North America and Europe.

Since AUMOVIO's product portfolio is predominantly powertrain-agnostic, its business is not expected to be highly impacted by the shift to NEVs.

9.3 Value Chain in the Automotive Supply Market

9.3.1 Automotive Supplier Value Chain

AUMOVIO is a Tier-1 supplier selling its products directly to OEMs, ranging from small individual components to complete sub-assemblies or systems that may incorporate elements from other suppliers as well as integrating software from third parties, including OEMs, software providers or suppliers, and therefore deeply embedded in the automotive value chain. Established OEMs drive the development, production, and sale of light vehicles, offering a range of brands and models to customers, fleet owners, and new mobility providers. These nameplates (also called "brands" or "models") are often built on shared vehicle platforms incorporating common components. AUMOVIO serves as an integral part of this ecosystem, delivering advanced technologies and solutions across the spectrum, from assisted and automated driving systems to braking and comfort systems and innovative camera solutions for virtually all top OEMs.

OEMs deploy varying strategies within the value chain based on their strategic, commercial, and technical needs. For instance, a long-established OEM may prefer sourcing individual components and integrating them internally, whereas smaller OEMs might favor for purchasing entire subsystems. Furthermore, some new entrants or strongly growing OEMs, especially in the EV area, develop a major part of the electronics systems in-house and use traditional Tier-1 suppliers or electronic manufacturing service providers (EMS) to manufacture their products. In general, the complexity of subsystems increases the closer suppliers are to the OEM in the value chain. Suppliers may serve different OEMs with the same product but in different tier positions.

Suppliers are generally categorized according to their position in the value chain:

- Tier-1 suppliers: These suppliers sell their products directly to OEMs, ranging from small individual components to complete sub-assemblies or systems that may incorporate elements from Tier-2 suppliers as well as integrating software from third parties, including OEMs, software providers or suppliers.

- Tier-2 suppliers: These suppliers typically produce smaller components, often incorporating products from Tier-3 suppliers.

- Tier-3 and Tier-4 suppliers: Depending on the complexity of the value chain, additional suppliers, such as raw material providers, are involved.

9.3.2 Value Chain Developments

9.3.2.1 *Shift towards Software-Defined Vehicles (SDVs)*

The automotive value chain is moving from hardware to software-driven functionality, with software now playing an important role in defining vehicle quality and user experience, becoming a key differentiator and resulting in growing demand for software (source: Industry Study). Hardware-only manufacturers lose their distinct value due to rising industry standards and commoditization, which reduce differentiation among components (source: Industry Study). Vehicles are increasingly distinguished by software-driven features, highlighting the trend towards SDVs. AUMOVIO believes that this development offers significant opportunities for its technology-advanced product and solution portfolio (for more details see Section "10.3.1 *Market-leading products and broad expertise in hardware, software and services addressing the technological transformation in the automotive industry.*").

9.3.2.2 *Innovative Business Models through Diffusion of New Technologies*

The rise of connected vehicles and autonomous driving is expected to enable Tier-1 suppliers to move from traditional one-time hardware sales to subscription-based models (source: Industry Study). This shift enables them to offer integrated hardware alongside value-added services, ensuring sustained revenue from OEMs with continuous access to updates, data, and services. Tier-1 suppliers are enhancing

traditional hardware sales, such as sensors and charging interfaces, by adding value-added services like regular updates and remote diagnostics to ensure continued functionality and compliance with evolving technologies and regulations (source: Industry Study). Advances in technology enable them to provide products like ADAS hardware and cloud-based software platforms on a lease or subscription basis, securing continuous revenue from OEMs.

9.4 Customers

The automotive industry is also undergoing significant changes driven by technological advancements and evolving consumer preferences. Key developments include the introduction of dedicated BEV platforms, changes in sourcing strategies by OEMs, and the formation of strategic alliances. These elements are influencing the operational and strategic approaches of industry players. Information in this Section "9.4 *Customers*" is based on the Industry Study, unless stated otherwise.

The shift towards dedicated BEV platforms is a defining trend in the automotive industry. OEMs are increasingly investing in BEV-dedicated platforms, which offer scalability and flexibility across various vehicle segments. Stellantis' "STLA platforms", Volkswagen Group's "Scalable Systems Platform" (SSP), and BMW Group's "Neue Klasse" are examples of this trend, each designed to enhance energy density, range, and charging speed. These platforms incorporate advanced technologies, such as 800V architectures and innovative battery systems, enabling OEMs to meet diverse costumers needs and regulatory requirements. The introduction of these platforms signifies a strategic move towards electrification, with OEMs aiming to balance regional drivetrain preferences while maintaining flexibility during the transition phase. For suppliers, this shift presents both opportunities and challenges, necessitating offerings that complement new technologies and provide flexibility to accommodate multiple platforms. Suppliers should adapt to the evolving landscape by developing solutions that cater to BEV-only, ICE-only, and shared platforms (including hybrid electric vehicles like PHEVs and mild hybrid), thereby addressing the varied needs of OEMs.

Furthermore, OEMs are re-evaluating their sourcing strategies in response to technological advancements and shifting strategic priorities. Traditionally, OEMs maintained in-house production for components of high strategic importance. However, the emergence of new technologies has prompted a shift towards more dynamic sourcing approaches. OEMs are increasingly pursuing outsourcing, insourcing, and partnerships based on the strategic value of specific components. Vehicle exterior and powertrain components are typically outsourced, while OEMs are insourcing key enablers of BEVs, SDVs, and ADAS. This shift impacts suppliers, who adapt to changing demands and offer solutions that align with OEMs' evolving sourcing strategies. The trend towards insourcing and partnerships requires suppliers to provide complementary solutions that enhance technological integration and meet increased demand. Conversely, the outsourcing of architecture and network solutions presents challenges, as suppliers navigate the separation of hardware and software to remain competitive.

Strategic alliances are playing an important role in the industry's development, as OEMs seek to enhance their manufacturing expertise with dedicated know-how in software and autonomous driving. OEMs typically pursue three types of alliances: strategic partnerships, strategic investments, and joint ventures. The joint venture between Volkswagen Group and Rivian as well as the partnership between BMW Group and Amazon Web Services illustrate these collaborative initiatives. The alliances offer both opportunities and risks for suppliers, contingent on their ability to provide complementary solutions to defined software standards or become part of extended partnerships. The formation of alliances underscores the industry's commitment to innovation and the integration of advanced technologies. Suppliers strategically position themselves to capitalize on these alliances, either by aligning with OEMs' technological standards or by co-developing solutions that enhance vehicle capabilities. The impact of alliances on suppliers is contingent on their ability to provide complementary solutions to defined software standards or become part of extended partnerships.

9.5 Competitive Landscape

The dynamic competitive landscape in the automotive industry offers opportunities for growth and innovation, characterized by evolving market penetration, competitive pricing strategies, strategic capital investments, and the continuous development and introduction of cutting-edge products and technologies – such as active security systems. This dynamic environment affects both international suppliers and, to a lesser extent, regional players. Key competition criteria include price, quality, technological advancement, delivery time, design, and the ability to offer products and solutions on a global scale. Additionally, cost efficiency has become increasingly important amid a volatile macroeconomic environment. Automotive companies must meet customer requirements for products

and solutions to avoid losing business to competitors. Information in this Section is based on the Industry Study, unless stated otherwise.

Automotive companies are strengthening their presence in the Asian market, where the growing opportunities in China and India are encouraging competition. This growth may prompt Asian companies to increase their presence in European markets. After initially focusing on vehicle software functions, Chinese companies are now emphasizing their vehicles' performance features, an area previously dominated by German manufacturers. The market sees frequent introductions of new Chinese competitors and products, although many struggle to achieve profitability, signaling potential consolidation. In 2024, thirteen Chinese suppliers ranked among the Top-100 automotive suppliers worldwide (up from just one in 2012), with an additional nine suppliers projected to join the Top-100 by 2030 (source: Berylls Top 100 Supplier 2024). However, recent introductions of tariffs have added further complexities, affecting strategic decisions and global supply chains.

Over past years, "local-for-local" strategies have become more prominent with global automotive suppliers. This strategy requires suppliers to establish local production facilities, ensuring they can efficiently handle regional demand peaks and navigate the complexities of varying local regulations. Additionally, local nameplates and end-markets differ significantly from one region to another, shaped by distinct consumer preferences and economic conditions. While “local-for-local” can be an effective way to remain competitive in international markets, it also more strongly exposes the local businesses to regional competitors, for example in China.

Traditional suppliers are facing the challenge of shifting their business models from component manufacturing to software development. In contrast, software technology companies commit substantial resources to research and development, often investing more than 20% of their revenues, compared to the automotive industry's standard research and development investment rate of 5% to 6% of revenue. With growing demand needs of OEMs, new participants from the technology sector are increasingly establishing their influence within the automotive software market. Major tech companies such as Microsoft, Nvidia, and Amazon are challenging the traditional roles of suppliers by introducing innovative technology and new business models. While traditional suppliers maintain confidence in their software strategies, there remains a pressing need to enhance these capabilities to meet the evolving needs of a rapidly changing market.

9.6 Main Addressable Markets

AUMOVIO serves a diverse range of end-markets within the automotive industry. As such, AUMOVIO is not only exposed to the general automotive market development and the unit production, but also to product and segment specific trends and developments. Consequently, the expected growth rate for AUMOVIO’s business units differs from the growth rate of the general automotive industry. Factors such as the number of components per vehicle, the take rate per component as well as the price per component can lead to growth expectations greater than the automotive unit growth expectation alone.

A common measure to assess the interplay of those unit-independent components is the total content per vehicle (***CPV***), which measures the value per car which can be served by the products and services of AUMOVIO. The management team estimates that overall, AUMOVIO is positioned in end markets which have exposure to trends that unlock CPV growth in excess of light vehicle production unit growth. This CPV growth above market builds on favourable exposure to general industry trends outlined in Section “9.2.2 *Global Automotive Trends and Market Drivers*” as well as sub-segment specific trends favourable to the market development. Given the broad range of end-markets, the underlying trends, market volume developments and CPVs are organized in accordance with the end markets served by the business areas of AUMOVIO. Data in Section “9.6 *Main Addressable Markets*” is based on the Industry Study, unless stated otherwise. Market figures (e.g. size, market shares and market positions) referring to passenger cars and light commercial vehicles of up to 3.5 tons, excluding aftermarket, unless stated otherwise.

9.6.1 Autonomous Mobility Market

AUMOVIO's Autonomous Mobility business area (AM) serves both the autonomous mobility market with ADAS and AD hardware and software markets, as well as the commercial and special vehicle market. AM's commercial and special vehicle portfolio is only partly reflected in the following commercial vehicle market disclosure; the scope for the commercial vehicle market as market under consideration in this Section includes medium duty and heavy duty commercial vehicles which are primarily intended for the transport of goods or passengers in the course of business, whereas AM's commercial and special vehicle

portfolio additionally encompass vehicles designed for specific functional purposes (Off-Highway), such as construction and agriculture.

The autonomous mobility market under consideration includes sales for sensing products, (i.e., cameras, ultrasonic, LiDAR, radar), computing products (i.e., ADAS electronic control unit (***ECUs***)) and software stack (i.e., 4D model, localization, motion, perception, sensor fusion). The commercial vehicle market under consideration includes sales for instrumentation (i.e., analogue and digital instrumentation, cockpit domain solution), body and vehicle control units (i.e., basic setup (body and vehicle control units), domain centralized setup (body/domain, vehicle control unit, external module), software defined setup (body high performance computer (HPC), zone control unit (ZCU)), tachographs, fleet management service for medium- and heavy-duty commercial vehicles, without aftermarket.

9.6.1.1 *Autonomous Mobility Market*

Market Position and Competition

AUMOVIO's autonomous mobility offering comprises ADAS and AD technologies including ADAS ECUs, AD and ADAS software stacks (for parking and cruising L2+), radar, cameras, LiDAR, and ultrasonic sensors. Based on sales in 2023 for sensing, computing, software stack compared to a selection of competitors considered to be relevant, i.e., Bosch, Denso, Aptiv, Valeo, Magna, ZF Friedrichshafen and Hyundai Mobis, AUMOVIO held a 7% market share, placing it among the top ten overall players in the AD and ADAS software and hardware market. For its components, including radars, front sensing cameras and 3D non-mechanical lidars, based on units sold in 2022 compared to competitors considered to be relevant, i.e. (i) for radars, Bosch, Forvia, Veoneer, Aptiv, Denso, Hyundai Mobis, HL Mando, WHST, Valeo and KUS; (ii) for front sensing cameras, ZF Friedrichshafen TRW, Valeo, Magna, Bosch, Veoneer, Denso, Aptiv, Mando, HikAutomotive and Hyundai Mobis; (iii) for 3D non-mechanical lidars, the market in 2022 was mainly limited to AUMOVIOs 3D non-mechanical lidar, AUMOVIO holds a Top-3 market position (source: Techno Systems Research). The market for AD and ADAS hardware and software is very dynamic, driven by rapid innovation in high-performance sensors, complementary ECUs, and software. While established Tier-1 suppliers continue to play a significant role, the competitive landscape is evolving with the entry of new players – particularly in the area of software and system integration – intensifying the race for innovation, cost efficiency, and scalability. Companies in this sector strive for innovation, cost optimization, and scalability to maintain a competitive edge.

Growth Drivers

The growth drivers for the AD and ADAS hardware and software market include the general underlying trend of autonomous mobility and consequently the adoption of AD and ADAS technologies. As maturity and trust in technology grows, the acceptance of these solutions further increases. This trend, along with ongoing technological advancements and additional safety regulations, drive CPV. Ultimately, this key development also fuels growth in the product segments. More components such as radars, cameras and sensors are needed for advanced AD features and capabilities. System solutions including ADAS ECUs and AD software as well as an “as a service business model”, in which revenues are recurring e.g. as pay per mile, are among the fastest growing solutions. ADAS ECUs hold the highest value share within the market. The growth of these system solutions is primarily driven by the democratization of the L2+ market.

Market Development

The global autonomous mobility market is expected to grow at a rate higher than that of the overall light vehicle production market from 2024 to 2029. The market size reached €30 billion in 2024 and is projected to grow to €39 billion by 2029, with a CAGR of 5.5%. All product segments within the ADAS market are forecasted to demonstrate considerable growth, a trend that is expected to persist with the increasing mass-market adoption of L2+ ADAS and AD technologies. For the realization of higher levels of automation, vehicles require more sensors and sophisticated software. By 2029, the market for ADAS ECUs is projected to reach a volume of €14.0 billion, followed by cameras at €9.7 billion and radar at €6.2 billion. AD software is projected to grow at a 7.3% CAGR, while ADAS ECUs are expected to increase at 6.3% CAGR over the same period. The market for “as a service business models” is expected to start around 2027 and gain momentum in the next decade, leveraging cost reduction potentials, and avoiding work force shortages.

Content per Vehicle

Products with significant expected growth in CPV include AD and ADAS software, projected to increase at a CAGR of about 5% from 2024 to 2029. ADAS ECUs, are expected to grow at a CAGR of about 4% from 2024 to 2029. LiDAR is forecasted to grow at a CAGR of about 25%. The number of sensors and

electronic components integrated into vehicles is expected to rise significantly in the coming years. This growth is mainly driven by regulatory requirements, the progression toward higher SAE automation levels and the transition to software-defined vehicles (SDVs), in which functionality is largely defined and continuously enhanced through software.

9.6.1.2 *Commercial Vehicle Market*

Market Position and Competition

The commercial vehicle market encompasses products such as commercial vehicle instrumentation, fleet management services, tachographs, and body and vehicle control units.

Based on sales in 2023 in the commercial vehicle market, i.e. only reflecting a part of AM´s commercial and special vehicle offering, compared to a selection of competitors considered to be relevant, i.e. ZF Friedrichshafen, Denso, Stoneridge, Visteon and Bosch, AUMOVIO held a market share of 28%, positioning the Group as the market leader in this domain.

Market Development

The market volume for AD and ADAS products within the commercial vehicle sector is notably smaller compared to passenger vehicles. The global commercial vehicle market under consideration is valued at €2.5 billion in 2024 and is projected to grow to €3.1 billion by 2029, representing a CAGR of 4.1%. Fleet management services are anticipated to grow slightly faster than the market average, with a 4.2% CAGR from 2024 to 2029, reaching €1.0 billion by 2029. Following this, AD ECUs are expected to reach €0.9 billion by 2029, experiencing a 3.0% CAGR from 2024 to 2029. Instrumentation is forecasted to grow at a 6.1% CAGR from 2024, reaching €0.8 billion by 2029. The market for tachographs is projected to grow at a slower rate, with a 2.5% CAGR from 2024 to 2029, likely remaining the smallest market segment at €0.3 billion by 2029.

Content per Vehicle

The CPV for commercial vehicle components is expected to remain stable overall given already high take-rates, with most developments driven by slightly increasing take rates offset by marginally declining prices. However, instrumentation is an exception, showing a clear upward trend. The shift from analogue to digital instrument clusters and the adoption of cockpit domain solutions with additional functionalities are expected to increase content per vehicle.

9.6.2 Architecture and Network Solutions Market

AUMOVIO´s Architecture and Network Solutions business area (*ANS*) features a broad offering across the vehicle architecture including HPCs, ZCUs, control units, connectivity, access functional software and services, automotive middleware and operating systems and tools, as well as vehicle electronics “build to print”. These products are clustered into “Foundation” (HPCs and ZCUs, connectivity, automotive middleware and operating systems and tools), “Solutions” (control units, access functional software) and “Services” (engineering and manufacturing services).

Due to the broad product offering of ANS, the business is subject to various market dynamics. The market is generally driven by the development from classic to emerging architecture. Classic architecture features bound to static hardware and architecture. Emerging architectures leverage standardized core products with innovative edge products and software features. While the pace of the transformation is uncertain, the shift to the emerging architectures is mainly driven by the adoption of SDVs.

9.6.2.1 *HPCs and ZCUs*

Market Position and Competition

The market for HPCs and ZCUs is fragmented since all leading automotive suppliers offer a HPC and ZCU portfolio and focus on their own original domain solutions competences. Competitors that offer HPCs and ZCUs are Bosch, Denso, Aptiv, Harman and Desay.

Growth Drivers

The industry is shifting towards a centralized vehicle electronic/electrical (*E/E*) architecture, with HPCs and ZCUs serving as central components. This transition aims to reduce system complexity, enable SDVs, and support cutting-edge features such as ADAS and connectivity.

Market Development

The market size for these components is expected to experience significant growth, projected to reach €29.8 billion by 2029, up from €10.3 billion in 2024. This represents a CAGR of 23.7%. Specifically, the HPC market is expected to reach €25.8 billion by 2029, while the ZCU market is forecasted to hit €4.0 billion by 2029. The demand for HPCs (+23.6% CAGR from 2024 to 2029) and ZCUs (+24.2% CAGR from 2024 to 2029) is poised to grow likely due to the move towards a centralized E/E architecture.

Content per Vehicle

The CPV for HPCs is expected to more than double by 2029 compared to 2024, growing at a CAGR of about 21% from 2024 to 2029. The growth is mainly driven by the transition to domain-integrated and zone-integrated architectures, where domain-integrated setups typically involve multiple single-domain HPCs per vehicle or cross-domain solutions to manage increasing computational demands. Growth will moderate towards the end of this period as the transition completes. For ZCUs, the CPV is projected to also more than double by 2029 compared to 2024, growing at a CAGR of about 22% from 2024 to 2029. The growth is mainly driven by the need to efficiently manage zonal systems, which simplify wiring and improve scalability.

9.6.2.2 *Control Units*

Market Position and Competition

Control units encompass body control modules, actuator control modules, pneumatic seat systems, and light control units. The control unit segment is characterized by similar product offerings from major players, competing on integration. Based on sales in 2023 for E/E architecture and hardware (ECUs incl. body control modules, actuator control modules, pneumatic seat systems, light control units) compared to a selection of competitors considered to be relevant, i.e. Denso, Marelli, Bosch, Forvia, Aptiv and Keboda, AUMOVIO is the market leader with an 18% market share.

Growth Drivers

Due to changes in vehicle architecture affecting body control units and actuators, the segment observes a contraction, signaling an impactful market shift.

Market Development

The global control unit market is valued at €11.4 billion in 2024 and is projected to decrease to €9.9 billion by 2029, representing a CAGR of -2.7% from 2024 to 2029. This market contraction is primarily driven by an expected 11.4% decrease in body control modules between 2024 and 2029, as these units are likely being replaced by ZCUs. While the demand for body control modules is declining, the forecast for actuator control modules, pneumatic seat systems, and light control units shows a slight projected CAGR of 0.8-2.4% from 2024 to 2029. The market for pneumatic seat systems, featured predominantly in premium vehicles, is expected to grow at a moderate rate of a CAGR of 2.4% from 2024 to 2029, reflecting its cost-sensitive nature. Light control modules are anticipated to see a slight increase in demand primarily driven by the growing complexity of lighting systems. While heat dissipation challenges limit their consolidation into zonal or centralized architectures, the need for advanced, localized control sustains their role as dedicated ECUs. Meanwhile, the market for actuator control modules is projected to remain relatively stable, with only modest growth of a CAGR of 0.8% from 2024 to 2029.

Content per Vehicle

The CPV for body control modules is expected to decrease at a CAGR of about -13% from 2024 to 2029. Actuator control modules (approximately -1% CAGR from 2024 to 2029) and light control units (approximately -0.5% CAGR from 2024 to 2029) also show a slight decrease in CPV due to decreasing prices from scale effects. On the other hand, broader adoption of pneumatic seat systems is expected to lead to a slight increase in CPV.

9.6.2.3 *Connectivity*

Market Position and Competition

The connectivity market includes telematics control modules and antennas. Based on sales in 2023 for telematic systems (telematics control modules) and antennas (broadcast antennas, telematics antennas) compared to a selection of competitors considered to be relevant, i.e. Denso, Valeo, LG, Harman and Hyundai Mobis, AUMOVIO is a leading player in this growing market with a market share of 14%, driven by advancements in telematics, 5G technology, and connectivity solutions. Due to the specialized

knowledge and increasing demand in this sector, traditional automotive suppliers, as well as segment-focused companies, are competitors of AUMOVIO.

Growth Drivers

The main growth driver is the adoption of connected vehicles, being supported by regulatory mandates like emergency calls, which rely on telematics control units and antenna technology. Additionally, the integration of ADAS and AD technologies is further propelling the need for robust telematics and antenna systems.

Market Development

The market is forecasted to showcase significant growth, being valued at €7.5 billion in 2024 and expected to reach €12.1 billion by 2029, representing a CAGR of 10.1% from 2024 to 2029. This growth is expected to be driven by the increasing need for enhanced connectivity. The market for telematic control modules and antennas is expected to grow over the forecast period, with the majority of the market attributed to the telematics control unit market (€6.2 billion market size in 2024 and €10.5 billion by 2029, with a CAGR of 11.2% from 2024 to 2029). The automotive antenna market is projected to grow from €1.3 billion in 2024 to €1.6 billion by 2029, at a CAGR of 4.1% from 2024 to 2029, driven by the increasing demand for cellular and connectivity antennas.

Content per Vehicle

The CPV for telematic control modules and antennas is expected to exhibit significant growth. The CPV for telematic control modules is projected to grow at a CAGR of about 9% from 2024 to 2029, while the CAGR for the CPV of antennas is anticipated to grow at a rate of about 3% from 2024 to 2029. This growth is attributed to the escalating demand for real-time data exchange, V2X communication, and over-the-air updates, which necessitate more sophisticated and integrated antennas and telematic control modules. The transition from basic antennas to smart antennas, which consolidate multiple functions such as GPS, cellular, Wi-Fi, and V2X within a single unit, is enhancing their value. Additionally, the rising penetration of electric vehicles is driving the need for telematics to manage batteries and charging processes. Premium vehicles are adopting advanced telematics and antennas earlier than other segments.

9.6.2.4 *Access*

Market Position and Competition

Based on sales in 2023 for classic access and digital access including various further technologies, e.g., bluetooth low energy (***BLE***), near field communication (***NFC***), ultra-wideband (***UWB***) on vehicle side, antenna, access control unit compared to a selection of competitors considered to be relevant, i.e. Denso, Valeo, Forvia, Bosch, Marquardt, LG Innotek and Tokai Rika, AUMOVIO is the market leader in the access segment, holding a 31% market share. The vehicle access market can be divided into digital and classic. Classic access refers to remote keyless entry systems, which include radio frequency identification (RFID) sensors, antennas, access ECUs, and potentially passive start and entry (PASE) systems. Digital access encompasses NFC, BLE, and UWB technologies, the latter being prevalent in mid and premium vehicles.

Growth Drivers

The rapid advancement of digital access hardware is expected to significantly challenge classic access hardware, with both potentially sharing equal market size by 2029. The high growth rates in digital access are mainly driven by the increasing adoption of UWB technology, which substantially enhances the CPV.

Market Development

Digital access hardware is expected to rapidly gain market share from classic access hardware, potentially reaching an equal market size by 2029. The overall access market is projected to grow from €3.0 billion in 2024 to €4.0 billion in 2029, representing a CAGR of 5.5% from 2024 to 2029.

Content per Vehicle

The CPV for classic access systems is anticipated to decline significantly by 2029 compared to 2024 likely due to a decrease in the production of classic access units. The CPV for classic access vehicles is expected to decline at a CAGR of about -6% from 2024 to 2029. Conversely, the CPV for digital access vehicles is projected to rise sharply as the market shifts from classic to digital solutions. By 2029, the CPV

for digital access systems is expected to triple compared to 2024 with a CAGR of about 25% from 2024 to 2029.

9.6.2.5 *Functional Software and Services*

Market Position and Competition

The functional software and services segment includes automotive software, integration, and maintenance services. OEMs produce up to 75% of software in-house, depending on the domain. Tier-1 companies provide additional functionalities or specialty applications. Functional software adds value in key vehicle domains such as motion, infotainment, and interior. The market size for maintenance is expected to be driven by the increasing frequency of updates required for highly differentiating functions. Integration is divided into two categories: horizontal, which focuses on centralized vehicle architecture, and vertical, which includes integration updates for new model releases and thus exhibits cyclical patterns.

Growth Drivers

Overall, the growth of functional software and services is propelled by advancements in vehicle electrification, connectivity, and cabin sensing technologies.

Market Development

The global functional software and services market is expected to grow from €9.3 billion in 2024 to €12.7 billion in 2029. Functional software is likely to remain the largest market segment, reaching a market size of €6.1 billion by 2029, followed by horizontal integration at €3.2 billion and vertical integration at €2.5 billion. Almost all services show strong growth indicators, with the market for horizontal integration predicted to grow the fastest at a CAGR of 10.9% from 2024 to 2029. This is followed by maintenance services at a CAGR of 8.7% and functional software at a CAGR of 7.5% from 2024 to 2029. Only the market for vertical integration is forecasted to stagnate, with a modest CAGR of 0.1% from 2024 to 2029, due to its cyclical nature.

Content per Vehicle

The CPV for functional software is expected to rise at a CAGR of about 6% from 2024 to 2029. The CPV for maintenance services is also projected to increase at a CAGR of about 8% in the same period. Overall, the growth of functional software and services is propelled by advancements in vehicle electrification, connectivity, and cabin sensing technologies.

9.6.2.6 *Automotive Middleware, Operating Systems and Tools*

Market Position and Competition

Automotive middleware and operating systems encompass all essential layers for full vehicle functionality, including ADAS and AD. Tools and services cover the complete market for automotive software development tools, their integration, and operation. Many different types of companies provide solutions for middleware and operating systems, often to protect their hardware or software core businesses. The tools market is highly fragmented.

Growth Drivers

Due to the shift to SDV and the increasing need for tools and services, these factors serve as the primary growth drivers. Tools and services encompass the entire market for automotive software development tools, their integration, and the operation of these tools, for example, on cloud platforms.

Market Development

The global market for automotive middleware, operating systems and tools and services is expected to grow at a CAGR of 6.6% from 2024 to 2029, from €9.6 billion in 2024 to €13.2 billion by 2029. The need for enhanced security to support connectivity drives the growth of middleware and operating systems.

Content per Vehicle

The rapid advancement of SDVs and the proliferation of development tools and services are expected to lead to a notable increase in the CPV from 2024 to 2029.

9.6.2.7 *Vehicle Electronics "Build to Print"*

"Build to print" in vehicle electronics refers to the manufacturing approach where suppliers produce components strictly according to detailed specifications and designs provided by OEMs, without

engaging in the design or development process themselves. The dynamics of the vehicle electronics "build to print" market are primarily influenced by the markets for HPCs, ZCUs, and ECUs. This market is highly dependent on the addressable market, which is shaped by the specific needs of OEMs and the proportion of outsourcing they undertake. Consequently, the market dynamics are subject to various external factors and estimates, making it a multifaceted and evolving sector.

9.6.3 Safety and Motion Market

The market addressed by SAM covers brake systems, electronic air suspension, airbag electronics, and sensor systems. The market is fundamentally driven by the necessity that every car must have brakes, airbags, and sensors. Regulatory requirements, totalling around 1,000, play a significant role in driving the market. This sector is characterized by longer innovation cycles and stable CPV growth. Growth is mainly driven by the future incorporation of dry brakes and greater installation rates of air suspension systems. The market has high entry barriers due to regulatory requirements, the need for a wide range of competencies and substantial capital investment.

9.6.3.1 *Brake Systems*

Market Position and Competition

AUMOVIO is a supplier of all required components for all brake system variants (from hydraulic conventional wheel braking systems and integrated brake systems to electro-mechanical systems) ranging from vacuum boosters, hydraulic and electro-mechanic brake calipers, drum brakes, electric parking brakes, to electronic brake systems. The market for brake systems is dominated by six major suppliers. Based on sales in 2023 for "classical" braking systems and brake by wire compared to a selection of competitors considered to be relevant, i.e. Bosch, ZF Friedrichshafen, Advics, HL Mando and Hyundai Mobis, AUMOVIO held a market-leading share of 19%.

Growth Drivers

Demand remains steady across different powertrains, with an additional boost from the approximately 20% increase in weight of BEVs compared to ICE vehicles. The market is expected to shift towards integrated braking systems (so called "one box"), driven by the need for enhanced braking performance and stricter environmental regulations that favour more efficient systems. This trend is further reinforced by the adoption of one box solutions in BEVs and plug-in hybrid electric vehicles, which require greater integration with other vehicle components due to their more complex brake systems. Conversely, the demand for actuators, anti-lock-braking system (***ABS***) and electronic stability control system (***ESC***) systems is projected to decline as those systems are exchanged for one box braking systems.

Market Development

The market for integrated one box braking systems is projected to grow at a CAGR of 12.6% from 2024 to 2029, reaching a market size of €11.4 billion by 2029. In contrast, the demand for actuators, ABS and ESC is expected to decline, with projected CAGRs of -10.6% and -11.2%, respectively, from 2024 to 2029, resulting in an estimated market size of €0.8 billion for actuators and €2.8 billion for ABS/ESC by 2029. Traditional brakes, including calipers, brake pads, and electric parking brakes, are expected to maintain the largest market volume, reaching a market size of €11.6 billion by 2029, with a modest growth rate of 1.6% CAGR from 2024 to 2029. This segment's growth is projected to align with global vehicle production, as it is already largely commoditized and primarily dependent on production volumes.

Content per Vehicle

The anticipated development of CPV until 2029 highlights the shift towards one box solutions. By 2029, one box systems are expected to become the leading market solution, almost doubling CPV from 2024 levels, growing at a CAGR of about 10% from 2024 to 2029. This growth is expected to be driven by greater integration in electrified vehicles and the push for CO2 emissions compliance, particularly in Europe, which favours faster adoption mainly due to their superior efficiency. On the other hand, standalone components like ABS, ESC and actuators are gradually being phased out in favour of one box systems. CPV for ABS and ESC is expected to decline at a CAGR of about -14% from 2024 to 2029, and for actuators at a CAGR of about -12% for the same period. Traditional brake components, such as brake calipers, brake pads, and electric parking brakes, are expected to maintain their market stability, with CPV declining only slightly from 2024 to 2029. This stability reflects their highly commoditized nature and the projected development in production volumes.

9.6.3.2 *Electronic Air Suspension Systems*

Market Position and Competition

AUMOVIO supplies the market for electronic air suspension systems with air springs and struts, integrated air supply and control units, and scalable chassis control units. Based on sales in 2023 for electronic air suspension compared to a selection of competitors considered to be relevant, i.e. Vibracoustic, Baolong, KH Automotive Technologies, ZF Friedrichshafen and Firestone, AUMOVIO is the second largest supplier with a market share of 19%. However, Vibracoustic maintains the lead, while Chinese competitors Baolong and KH Automotive Technologies are gaining global traction. This is mainly driven by higher adoption rates in China and increasing collaborations with European OEMs.

Growth Drivers

The primary market driver for electronic air suspensions is the growing adoption in BEVs and premium vehicle segments. This technology is becoming standard in high-end vehicles, especially in China, Europe, and North America, where there is rising demand for enhanced comfort and improved vehicle dynamics.

Market Development

The market for electronic air suspension systems is expected to grow at a slightly higher rate, with a CAGR of 9.5% from 2024 to 2029, compared to 8.8% CAGR for scalable chassis control units during the same period. By 2029, the market for electronic air suspensions is projected to reach a size of approximately €3.4 billion from €2.2 billion in 2024, while the scalable chassis control units market is estimated to reach around €0.7 billion in 2029 from €0.5 billion in 2024.

The growth of the market for electronic air suspension systems is expected to be driven by the increasing weight of vehicles and the rising demand for enhanced driving comfort, particularly in the premium and luxury segments. In contrast, scalable chassis control units are expected to continue to grow steadily, providing OEMs with customizable solutions that offer a unique driving experience and help counteract the effects of commoditization. As technology advances, electronic air suspensions are likely to become standard in premium and luxury vehicles over the next decade. However, their adoption in lower-end vehicle segments is expected to remain limited.

Content per Vehicle

The CPV for electronic air suspensions is anticipated to more than double by 2029 compared to 2024, growing at a CAGR of about 7% from 2024 to 2029. This increase is expected to be driven by the growing adoption in BEVs and the premium vehicle segment. This technology is becoming increasingly standard in high-end vehicles, particularly in markets such as China, Europe, and North America, where there is a demand for heightened comfort and improved driving dynamics. Similarly, the CPV for scalable chassis control units is expected to grow at a CAGR of about 10% from 2024 to 2029. The scalable chassis control unit is projected to experience growth as it becomes central to providing customized driving solutions. This growth is largely driven by the rising adoption of electronic air suspensions and the demand for tailored solutions, especially in developed markets where premium OEMs prioritize offering a brand-specific driving experience.

9.6.3.3 *Airbag Electronics*

Market Position and Competition

In the market for airbag electronics, AUMOVIO is market leader and held a share of 21% based on sales in 2023 for airbag control unit (incl. collision sensors) compared to a selection of competitors considered to be relevant, i.e. Bosch, Denso, ZF Friedrichshafen and Veoneer. The market for airbag control units and crash sensors is experiencing slow growth but remains highly competitive.

Growth Drivers

The market for airbag electronics is projected to grow in tandem with overall vehicle production in the coming years. Growth in value will be driven by stricter regulations requiring more advanced components, offsetting the impact of price pressure. Despite regulatory advancements in emerging markets, overall market growth will likely be limited by the commoditization and standardization of passive safety requirements.

Market Development

The market is expected to grow by a CAGR of 1.8% from 2024 to 2029, reaching a market size of €4.1 billion by 2029 from €3.8 billion in 2024. In the short term, a slight decline in the market for airbag control units and crash sensors is primarily attributed to lower global vehicle production volumes. Collision sensors are expected to face moderately high price pressure due to the growing commoditization of basic technology. However, the adoption rates of premium control units are expected to increase, partially offsetting the impact of declining prices. Additionally, satellite sensors are anticipated to gain wider market penetration, driven by their growing role in supporting advanced safety and automation features.

Content per Vehicle

The CPV for airbag control units, including sensors, is anticipated to remain stable. The CPV for these components is expected to see slight growth, driven by stricter regulations requiring higher-value control units and an increased adoption rate of advanced satellite sensors.

9.6.3.4 *Sensor Systems*

Market Position and Competition

AUMOVIO maintains a significant presence in the sensor systems market, particularly in the realm of safety systems, where it competes with key industry players. As at 2023, AUMOVIO is the market leader with an 18% market share based on sales in 2023 for sensor systems compared to a selection of competitors considered to be relevant, i.e. Bosch, Denso, Forvia and Baolong.

Growth Drivers

The sensor systems market is anticipated to remain stable, with the demand for tire-related and chassis positioning sensors balancing out the commoditization. Moreover, there will be a slight decline in the need for engine and transmission speed sensors.

Market Development

The market is projected to grow at a CAGR of 0.2% from 2024 to 2029, reaching a market size of €4.3 billion by 2029 from €4.2 billion in 2024. In the short term, a slight decline is expected in the market for airbag control units and crash sensors, primarily due to lower global vehicle production volumes. Collision sensors are experiencing moderately high price pressure because of the growing commoditization of basic technology. However, the adoption rates of premium control units are expected to increase, partially offsetting the impact of declining prices. Additionally, satellite sensors are anticipated to gain wider market penetration, driven by their growing role in supporting advanced safety and automation features.

Content per Vehicle

The CPV for airbag control units, including sensors, is expected to remain steady. However, a slight growth is predicted mainly due to stricter regulations mandating higher-value control units and an increased adoption of advanced satellite sensors.

9.6.4 User Experience Market

Market Position and Competition

AUMOVIO's User Experience business area (UX) is dedicated to improving the in-car experience through modern display solutions, head-up displays (HUDs), and digital clusters. Positioned strategically to address the evolving market demands, UX offers advanced technologies designed to enhance driver and passenger interactions. With a strong emphasis on innovation, AUMOVIO aims to lead the market by delivering intuitive and sophisticated user interfaces that prioritize both safety and comfort. Competitors such as Visteon and LG are focusing on display solutions, while companies like Hyundai Mobis, Nippon Seiki, Valeo, and Panasonic are concentrating on head-up displays. AUMOVIO serves both segments, holding a market share of 14% based on sales in 2023 for driver information displays with software (digital cluster), display solutions without software (center displays, driver information displays, multi displays), HUDs (classic windshield, scenic and advanced augmented reality) compared to a selection of competitors considered to be relevant, e.g., Visteon, LG, Hyundai Mobis, Nippon Seiki, Valeo and Panasonic. For display solutions as well as head-up displays AUMOVIO is the global market leader, while AUMOVIO is ranked second for digital cluster; market positions based on sales in 2024 for (i) display solutions (incl. center displays, FDC displays, multi large displays and other displays), (ii) HUDs (incl. augmented reality HUDs, combiner HUDs, scenic view HUDs, windshield HUDs) and (iii) digital cluster, in

each case (i) to (iii) compared to internal estimates of sales of competitors considered to be relevant, i.e. (i) for display solutions, Desay, Innolux, LG, Visteon, Samsung, Panasonic, Denso, Hyundai Mobis, Wuhan Highway and Bosch; (ii) for HUDs, Nippon Seiki, LG, Denso, Valeo, Panasonic, Adayo, Hyundai Mobis, E-Lead, Futurus and New Vision; (iii) for digital clusters, Visteon, Denso, Marelli, Bosch, Nippon Seiki, Fudi Technology, TYW, Yazaki and Desay in 2024 and estimates of the market size (accessible market excl. BYD and Tesla) based on light vehicle production volumes (source: S&P Global May 2023).

Growth Drivers

The demand for driver information displays with integrated software is expected to decline as these solutions are gradually phased out. In contrast, hardware-based solutions with separated HPCs are a widespread adoption across all vehicle segments, including entry-level models. This shift is considered to be largely attributed to the transition by OEMs towards centralized vehicle architectures.

Market Development

The global market for vehicle user experience is expected to grow at a CAGR of 5.4% from 2024 to 2029, increasing from a market size of €16.5 billion in 2024 to €21.5 billion by 2029. The market for displays and head-up displays is projected to grow approximately three times faster than vehicle production over the next five years from 2024 to 2029 mainly due to advanced display integration and rapid HUD adoption, before experiencing a gradual slowdown.

Demand for driver information displays with integrated software is forecasted to decline at a CAGR of -6.9% from 2024 to 2029 as holistic solutions are phased out. Conversely, the demand for display solutions without software is expected to grow at a CAGR of 6.6% from 2024 to 2029, and HUDs are anticipated to grow significantly at a CAGR of 11.6% in the same period. Display solutions without software are likely to remain the largest market by 2029, reaching a market size of €15.9 billion, driven by decreasing display costs and widespread adoption across all vehicle segments. The head-up display market is expected to nearly double from 2024 to 2029, reaching €3.5 billion by 2029.

Content per Vehicle

The CPV for driver information displays with integrated software is expected to decline significantly at a CAGR of about -9% from 2024 to 2029. This decline is attributed to OEMs transitioning to hardware-based solutions in combination with HPCs.

In contrast, the CPV for driver infotainment displays without integrated software is projected to grow at a CAGR of about 5% from 2024 to 2029. This growth is expected to be driven by the expanding market, with more advanced and bigger size displays across all segments.

Meanwhile, the head-up display market is set to experience substantial growth, with the CPV expected to grow at a CAGR of about 10% from 2024 to 2029. This growth is mainly driven by an increased adoption in all vehicles segment and due to the introduction of new HUD types and is anticipated to see strong growth across all regions.

10. BUSINESS

10.1 Overview

AUMOVIO focuses on the development and production of electrical, electronic, mechatronic and mechanical components, software, modules and systems, as well as the performance of related services in the automotive technology sector. Its portfolio includes innovative solutions for assisted and automated driving, display technologies, braking and comfort systems, camera solutions for the vehicle interior as well as intelligent ICT associated with the mobility services of fleet operators and commercial vehicle manufacturers. Comprehensive activities relating to assistance systems, vehicle connectivity, architecture platforms and electronics, as well as high-performance computers (HPCs) and software solutions, round off the range of products and services.

With this comprehensive product and service portfolio, AUMOVIO is a business partner of virtually all major OEMs and supplies its customers worldwide. AUMOVIO offers its products and solutions for light vehicles (consisting of passenger cars and vans), for commercial and special vehicles (consisting of trucks, buses, two-wheelers) and for its Off-Highway customers as well as fleets and workshops. AUMOVIO operates its manufacturing and R&D activities at 88 main sites in 25 countries. The Group is headquartered in Frankfurt am Main, Germany. As at June 30, 2025, AUMOVIO had over 86,000 employees globally.

With its broad range of modern mobility solutions, AUMOVIO addresses current developments in the vehicle market, such as the ongoing digitalization and transformation towards SDVs. AUMOVIO aims to become the preferred system integrator for SDVs. AUMOVIO also plans to drive forward the increasing trend towards automated and autonomous vehicle applications through pioneering collaborations with established technology companies. Strategic partnerships are intended to contribute to a higher level of innovation and agility when launching products, further optimize research and development costs and help AUMOVIO to improve its competitive position. In addition, AUMOVIO has a stable core business in many of its product groups. For details on AUMOVIO's product portfolio, see Section "10.5 *Product Portfolio*".

The operations of AUMOVIO are managed in five business areas that also represent its reporting segments under IFRS: Autonomous Mobility (***AM***), Architecture and Network Solutions (***ANS***), Safety and Motion (***SAM***), User Experience (***UX***), and Contract Manufacturing (***CM***).

AM focuses on sensorics and electronics for ADAS and AD technologies and systems to enhance vehicle safety and optimize the driving experience for the automated and autonomous mobility sector. Furthermore, AM provides an "as-a-service" business model in the area of autonomous trucking. In addition, AM offers tailored electronics, software and service solutions for commercial and special vehicles, addressing the specific needs for these vehicles. ANS covers a wide spectrum of electronic products and solutions by providing server-zone architecture, advanced access solutions, vehicle connectivity solutions, comfort electronics and "build-to-print" services. SAM develops and manufactures products in the field of the chassis domain. Its product portfolio consists of components, systems and software for passive and active safety, driving dynamics and comfort, such as electronic brake systems and air bag control units. UX designs, develops and manufactures technologies and products for driver and passenger information and the interaction with vehicles, such as display solutions, HUDs and digital clusters.

CM comprises the contract manufacturing of products by companies of AUMOVIO for the Schaeffler Group. The contract manufacturing is not intended to be a permanent situation; rather, the operational separation of production will continue to be promoted and the volume of contract manufacturing reduced, and contract manufacturing is expected to be entirely discontinued in the first half of 2026.

In the Fiscal Year 2024, the Automotive Group generated sales of €19,648 million (€9,545 million in the six-month period ended June 30, 2025) with an Adjusted EBIT Margin[3] of 2.5% (2.7% in the six-month period ended June 30, 2025). From the sales (total) in Fiscal Year 2024, 17% were generated by AM, 28% were generated by ANS, 38% were generated by SAM, 16% were generated by UX, and 1% were generated by CM. In the six-month period ended June 30, 2025, 17% were generated by AM, 27% were generated by ANS, 39% were generated by SAM, 16% were generated by UX, and 1% were generated by CM.

[3] "Adjusted EBIT Margin" is calculated as Adjusted EBIT divided by Adjusted Sales multiplied by 100. Adjusted EBIT is calculated as EBIT before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects (e.g., impairment, restructuring and gains and losses from disposals of companies and business operations).

10.2 History

AUMOVIO SE was established on August 6, 2024 as a stock corporation under European and German law (*Societas Europaea (SE)*) under the name Blitz 24-891 SE and registered with the commercial register of the local Court (*Amtsgericht*) of Munich under HRB 295655 on August 22, 2024. Continental AG acquired all shares in AUMOVIO SE on October 24, 2024.

With effect on February 12, 2025, the name of the Company was changed to Continental Automotive Holding SE. The Company's registered office was relocated from Munich to Frankfurt am Main on April 3, 2025. The entry in the commercial register of the local court (*Amtsgericht*) of Frankfurt am Main was made on April 23, 2025 under HRB 138483.

On May 22, 2025, the extraordinary shareholders' meeting resolved to change the Company's legal name to AUMOVIO SE. The change in legal name was registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main, Germany on June 3, 2025.

The Company does not own any assets and, with the exception of limited administrative measures in preparation for the Spin-off, does not perform any material business prior to the Spin-off taking effect.

The roots of AUMOVIO's business date back to the beginning of the 20th century. Notable innovation milestones include the introduction of the Autorex Clock as the first VDO tachograph (1923), the launch of the world's first microprocessor-controlled anti-lock brake system (ABS) for passenger cars (1969), the first adaptive cruise control (***ACC***) system (1999), the design and development of one of the first windshield HUDs in the market in cooperation with BMW Group (2003), and the introduction of the first virtual key (2016). Such innovations and advancements laid the foundation for AUMOVIO's business, which grew and diversified over the last decades. In 1995, the automotive business of Continental AG was centralized by establishing the Automotive Systems division, the predecessor of Continental AG's Automotive group sector. With several strategic combinations of various businesses, the Automotive group sector of Continental AG has become one of the leading global automotive suppliers worldwide. The acquisition of ITT Brakes & Chassis (Teves & Co GmbH) in 1998 was an important step in transforming into an international automotive supplier with strong expertise in chassis systems. In 2006, the automotive electronics business of Motorola, Inc., was acquired, strengthening the telematics portfolio. With the acquisition of the international electronics specialist Temic in 2001 and the acquisition of Siemens VDO in 2007, AUMOVIO enhanced its activities in the growing market for vehicle electronics. The acquisition of Elektrobit in 2015 has increased the software and system expertise for solutions in the automotive industry.

10.3 Strengths

AUMOVIO believes that the following competitive strengths differentiate the Group from its competitors and position it as a technology-leading vehicle component and system supplier.

10.3.1 Market-leading products and broad expertise in hardware, software and services addressing the technological transformation in the automotive industry

AUMOVIO develops and manufactures electrical, electronic, mechatronic and mechanical components, software, modules and systems, and performs related services in the automotive technology sector. AUMOVIO is among the technology market leaders in its product and solution areas holding leading positions for its products representing more than 80% of its sales.[4] From basic brake system components to complex vehicle architectures AUMOVIO's portfolio is broadly diversified with a focus to make mobility safe, exciting, connected and more autonomous.

AUMOVIO has the hardware and software expertise for modern mobility solutions and the ability to provide a comprehensive suite of products and solutions required for the fundamental technological transformation in the vehicle industry. With its broad offering, AUMOVIO addresses current and anticipated future developments such as the digitalization of vehicles and shift towards SDVs. AUMOVIO has a strong innovation track record focusing on the technologies that are key drivers for the mobility of the future, such as emerging vehicle architectures, including HPCs, automated driving and parking

[4] Leading position refers to market positions number one to three for AUMOVIO's core products, i.e. actuator control modules, antennas, body control modules, classic access, digital access, telematics commercial special vehicle (CSV), instruments and drivers work place (DWP) CSV, control unit CSV, advanced driver-assistance systems (ADAS) CSV, services CSV, tachograph solutions CSV, radars, airbag systems, digital cluster, display solutions, sales in Fiscal Year 2024 compared to internal sales estimates for competitors in Fiscal Year 2024 based on light vehicle production volumes based on S&P Global April 2024. For core products of UX, i.e. digital cluster and display solutions, only the accessible market is considered for the internal sales estimates.

solutions combining hardware and software products into one vehicle system, semi-dry brakes, new integration opportunities for drive brake units and corner modules, and innovative display solutions (e.g., Augmented Reality head-up displays (HUDs), pillar-to-pillar displays (i.e., displays covering the entire width of the dashboard) and organic light-emitting diode (OLED) displays). AUMOVIO leverages its full system integration capabilities and technological know-how by cross-business area offerings, such as its deviceless vehicle access solutions and cabin sensing applications, both of which combine several capabilities and products of AUMOVIO's business areas. AUMOVIO also maintains pioneering collaborations with established technology companies and start-ups. For example, the joint venture with the Horizon Robotics Group (***Horizon***) allows the combination of AUMOVIO's hardware and Horizon's AI-based computing platform and software expertise for ADAS and AD (such as L2+) solutions customized for the requirements of Chinese OEMs and for global customers. The exclusive partnership with Aurora Operations Inc. (Aurora) enables AUMOVIO to offer the first commercially viable "as-a-service" business for autonomous trucking (L4). Through its partnership with Ambarella Inc. (***Ambarella***), AUMOVIO develops scalable domain controllers for such autonomous driving systems, leveraging Ambarella's high-performance SoC technology. AUMOVIO is convinced that its strong ecosystem of strategic partnerships accelerates the innovation of products, services and business models, enhances agility to bring new solutions to the market, and supports R&D efficiency and competitiveness. AUMOVIO believes that only a very limited number of competitors are currently able to meet its comprehensive portfolio. For further details of AUMOVIO's portfolio and its key business partnerships, see Sections "10.5 *AUMOVIO's Product Portfolio*" and "10.21.5 *Joint Venture Agreements and strategic business partnerships*".

AUMOVIO's R&D capabilities are a key factor to successfully address the fundamental technological transformation in the automotive industry. With approximately 31,000 R&D employees across 48 main R&D sites in 21 countries (as at December 31, 2024), it has a globally active R&D organization with the scale and regional presence required to drive innovation across all emerging vehicle trends. AUMOVIO can leverage global synergies by centralized technology organization supporting new innovations and technologies cross-business areas on a global level ("global-for-global"). At the same time, AUMOVIO builds local R&D centers and enters partnerships – such as with Horizon – to address the specific needs of customers in their domestic markets ("local-for-local"). AUMOVIO also utilizes regional expertise and local solutions to adapt and scale them for global markets meeting diverse customer requirements worldwide ("local-for-global"). This approach allows AUMOVIO to create mobility solutions tailored for local preferences and global demands, both in line with customer expectations.

At the same time, AUMOVIO is largely independent from the speed of SDV and BEV development, as it offers a balanced and predominantly powertrain-agnostic portfolio of established and emerging products, services and solutions for all vehicle classes. AUMOVIO's sustainably established product offering includes for instance electronic components, body control modules (BCM) and brake components (including wheel brakes and electronic stability control) as well as the aftermarket business. Its combination of traditional vehicle technologies and future vehicle and mobility solutions provides AUMOVIO with flexibility to react to changing market developments and creates resilience in challenging market conditions.

10.3.2 Financial flexibility based on solid cash flow management and robust capital structure

AUMOVIO's business model translates into an attractive financial profile, combining sales growth potential and further margin upside potential with solid cash flow upside from operating cash generation potential paired with investment discipline. The Automotive Group's Adjusted EBIT Margin increased from 0.1% in Fiscal Year 2022 to 2.2% in Fiscal Year 2023 and 2.5% in Fiscal Year 2024, and sales developed from €18,979 million in Fiscal Year 2022 and €20,814 million in Fiscal Year 2023 to €19,648 million in Fiscal Year 2024.

AUMOVIO focuses on profitable growth by increasing its emphasis on higher-margin offerings across its business areas. This strategic focus has been reflected in disciplined portfolio management with a conscious reduction of low-margin business and a prioritization of value-accretive products. As a result, AUMOVIO's margins are expected to grow, supported by an order intake of approximately €11.5 billion in Half Year 2025 (AM: €4.8 billion; ANS: €2.5 billion; SAM: €3.7 billion; UX: €0.4 billion) representing an increase of approximately 9.5 % of Order intake compared to €10.5 billion in Half Year 2024 (AM: €2.2 billion; ANS: €2.8 billion; SAM: €2.8 billion; UX: €2.4 billion). With an order intake of €19.3 billion already in Fiscal Year 2024, AUMOVIO believes to have a profitable and wide-ranging business providing the resources for its targeted market growth backed by a strong order intake momentum.

AUMOVIO has the financial capacity to invest in its R&D activities, future technologies, finance working capital, and pursue value-enhancing product development opportunities also during challenging market

conditions. Strong cash generation from its underlying business and disciplined capital allocation have led to a significant growth of Adjusted Free Cash Flow and enable AUMOVIO to self-fund key investments, maintain resilience through industry cycles, and is expected to deliver sustainable value for its shareholders. Adjusted Free Cash Flow of the Automotive Group improved from -€458 million in Fiscal Year 2022 to €252 million in Fiscal Year 2024 through operating improvements, including measures to increase the cost efficiency of AUMOVIO's product portfolio with a strong focus on profitable products and systematic divestitures, e.g., by selling the fleet management solutions provider Zonar Systems, Inc. In addition, structural improvements lead to increased operational efficiency of AUMOVIO (e.g., by reducing Automotive Group's selling, logistics and administrative expenses as a percentage of sales from 5.3% in Fiscal Year 2022 to 5.0% in Fiscal Year 2024 (5.0% in Half Year 2025)). The improved Adjusted Free Cash Flow is further based on AUMOVIO's investment discipline reflected in a decreased Capital Expenditure as % of sales of the Automotive Group from 7.1% in Fiscal Year 2022 to 4.9% in Fiscal Year 2024 after one-time effects caused by investments in so-called megafactories as modern and more efficient manufacturing sites. In addition, AUMOVIO has set a particular emphasis on improving its Adjusted Free Cash Flow through optimized Working Capital management, including inventory efficiency programs, strict management of accounts receivables and the renegotiation of payment terms.

AUMOVIO also benefits from a strong balance sheet with no financial debt and a solid liquidity position consisting of a yet undrawn €2.5 billion revolving credit facility and a €1.5 billion cash and cash equivalents basis for its liquidity position.[5] With this robust capital structure AUMOVIO is one of the few automotive suppliers with no financial debt and the only OEM supplier without financial debt compared to listed peers in Europe and North America with a market capitalization of more than €1.0 billion[6], allowing full focus on strategic execution and value creation while maintaining operational stability and agility. Based on its capital structure and supported by improved cost efficiency and strong business opportunities AUMOVIO targets to pay annual dividends between 10% to 30% of the IFRS consolidated net income after taxes attributable to the shareholders per fiscal year in the mid-term, while maintaining capacity to support organic and strategic growth.

10.3.3 Global powerhouse with strong and resilient value chains and business across the world

AUMOVIO has a large and diverse customer base compromising of virtually all OEMs, such as BMW Group, Ford Motor Company, Hyundai Motor Group, Mercedes-Benz Group, Stellantis Group, Toyota, and Volkswagen Group, as well as non-traditional and new entrant customers, such as Rivian, Leap Motors, Xiaomi, Tesla and BYD. AUMOVIO's positioning as one of the leading automotive suppliers is also strengthened by a well-balanced global sales split, with the Automotive Group having realized its sales in Germany (26%), Europe excluding Germany (24%), North America (22%), China (14%), Asia excluding China (12%), and other countries (3%), in Fiscal Year 2024.

AUMOVIO believes it is one of few OEM suppliers with a comprehensive global value chain ecosystem. Its local-for-local set-up provides a high level of customer proximity with the ability to promptly adapt to local market demands and to respond to local market dynamics swiftly. With its 56 main manufacturing and 48 main R&D sites in all relevant vehicle markets, AUMOVIO maintains a balanced global footprint and can serve its customers regionally. Its regional scale allows operational agility and enhances the Group's ability to reduce the risks from supply chain volatility and shifting market dynamics. AUMOVIO believes that its global network of suppliers and local sites footprint increases its resilience.

The Group has established a strong market presence in Europe, where it maintains longstanding business relationships with leading OEMs and has built a comprehensive regional network of manufacturing and R&D sites. With €9,797 million in sales of the Automotive Group in Europe (including Germany) (50% of total sales) in Fiscal Year 2024, 25 manufacturing sites, and a workforce of 51,000 employees, AUMOVIO is one of the leading vehicle suppliers with a longstanding legacy in the European market. AUMOVIO's deep expertise in addressing European regulatory, quality, and sustainability standards further strengthens its competitive position and its reputation as a trusted partner to its customers in the region.

In North America, AUMOVIO is one of the leading automotive suppliers, with €4,267 million in sales of the Automotive Group (22% of total sales of the Automotive Group) in Fiscal Year 2024, ten manufacturing sites, and a workforce of 16,000 employees. The Group's strong local footprint, longstanding relationships with the region's largest OEMs, and significant capacity expansion potential

---

[5] As at June 30, 2025, the Automotive Group would have had no remaining liabilities to Continental Group from intercompany financing and the Automotive Group's cash and cash equivalents would have amounted to €1.5 billion, if the capital had been increased on June 30, 2025 (for further information, please see Section "3.1 *Preparatory Measures for the Spin-off*").

[6] Comparable data based on reports as at June 13, 2025.

support its market position. AUMOVIO believes it is able to mitigate all tariff proposals of the U.S. government, with approximately 92 % of imported products from Mexico and Canada being compliant with the United States-Mexico-Canada Agreement (USMCA) and a majority of its sales from Mexico to the U.S. with AUMOVIO's customers being the importer of record (IOR) and responsible for tariff compliance. Moreover, by continuously adapting to local market demands and the regulatory framework, AUMOVIO increases customer proximity and is in a strong position to participate in future growth opportunities in the North American market.

Building on a foundation of regional expertise and collaborations, AUMOVIO maintains a significant footprint in Asia. The Group's close collaboration with local OEMs in combination with its comprehensive network of manufacturing and R&D sites, enables AUMOVIO to address specific market demands and regulatory requirements in the dynamic Asian markets. With €5,073 million in sales of the Automotive Group (26% of total sales of the Automotive Group), 18 manufacturing sites and a workforce of 25,000 employees AUMOVIO considers itself to be well positioned to capture additional market share in Asia over the coming years.

AUMOVIO believes it is well positioned for the vehicle market in China. With approximately 10,000 employees in China and twelve manufacturing sites, the Automotive Group generated sales of €2,719 million in China corresponding to 14% of its total sales in Fiscal Year 2024. The Chinese vehicle production is expected to grow slightly below the global vehicle production levels (source: S&P Global July 2025). However, China remains a key market for the automotive industry and AUMOVIO. With over 30 million forecasted light vehicles in production until 2037 (source: S&P Global July 2025), China is considered to offer various business opportunities for AUMOVIO. Building on business relationships with more than 85% of the top-20 leading Chinese OEMs in Fiscal Year 2024, AUMOVIO strives to further strengthen these relationships with localized R&D hubs and partnerships, such as the joint venture with Horizon Robotics. With its diversified customer structure AUMOVIO also expects to be able to react swiftly to market volatility and consolidation tendencies in the Chinese vehicle market.

AUMOVIO's purchasing power supports its cost competitiveness and supply chain resilience. With production material purchases in a low double-digit billion € amount in Fiscal Year 2024, it is one of the largest global purchasers of automotive electronics and semiconductors. AUMOVIO's regional manufacturing footprint and global scale enables it to optimize supply chains across its business areas, increasing efficiency and resilience. Its centralized approach is particularly effective when sourcing components or materials that are subject to supply constraints or limited availability and can provide for better access and a more efficient supply risk management. AUMOVIO uses its scale to centralize key functions such as purchasing and supply chain management where this delivers benefits for the Group. By combining purchasing for all business areas, AUMOVIO is able to negotiate economically attractive terms with its suppliers, in particular for critical components like semiconductors. In some cases, AUMOVIO is able to develop and source critical semiconductor components internally based on its 'fabless' semiconductor strategy, with approximately 15% of its semiconductor requirements planned to be addressed by in-house solutions. For the purchasing of its materials, AUMOVIO has a multi-sourcing approach designed to mitigate supply chain, supplier performance and dependency risks. As at December 31, 2024, AUMOVIO had 2,631 suppliers for production materials and over 25,000 suppliers for non-production materials. The share of multiple sourced production materials for new awards accounted for 56% of the awarded purchase volume in Fiscal Year 2024. AUMOVIO strives to further increase the share of multiple sourced products where multi-sourcing is feasible technically or on economically viable terms. Through its purchasing and supply organization, AUMOVIO is able to support reliable delivery to its customers, respond quickly to supply chain challenges, and maintain competitiveness in a dynamic automotive market.

10.3.4 Efficient organizational set-up positions AUMOVIO to deliver growth

AUMOVIO's organizational structure is designed to support the evolving requirements of the global automotive industry, and to allow AUMOVIO to respond rapidly to market dynamics and specific customer demands. AUMOVIO believes the Spin-off will permit it to act with greater operational agility, flexibility and financial independence to effectively address market developments with the aim to assume a leading role in the dynamic market environment for automotive electronics. After the Spin-off has taken effect, AUMOVIO operates as an independent group with a lean holding structure, including four dedicated operating business areas, each with defined operational responsibilities and specific reporting lines.

The business areas are supported by AUMOVIO's operations and technology unit (***AOT***), a centralized technology organization. AOT enables a holistic and collaborative approach to innovation and

technology roadmaps to foster operational excellence in the business areas' R&D activities. By leveraging synergies in development activities, standardization and process optimization, centralizing purchasing and improving supply chains, AOT is designed to improve R&D and cost efficiency and harness each business area's full potential. Further efficiency gains will be supported by automation of manufacturing processes and the use of AI in development processes of AUMOVIO's products. For example, AUMOVIO, managed by AOT, is using AI tools provided by Microsoft to simplify the handling of engineering specification sheets leading to a faster and higher quality of analyses.

Several organizational challenges have been identified and addressed and efficiency measures implemented in recent years, leading to more efficient organizations. The organizational transformation was accompanied by several strategic transformation projects targeting and leading to a reduction of AUMOVIO's workforce by around 12,000 full-time equivalents as per standard labour contract in the respective country (***FTE***) until Fiscal Year 2024. In addition, management complexity was reduced by removing two general management layers and two R&D management layers, thereby also reducing costs, improving efficient decision-making, and fostering accountability. Significant structural improvements have also been realized by an optimized site footprint, including in particular the consolidation of R&D sites. From 2019 to 2024, nine manufacturing and R&D sites have been closed globally. Where it is considered to be economically viable, AUMOVIO also evaluates M&A transactions to further streamline its business operations and footprint. For example, in Fiscal Year 2025, AUMOVIO signed an agreement under which Mutares SE & Co. KGaA will acquire AUMOVIO's drum brakes production and R&D location in Cairo Montenotte, Italy; the divestment is subject to customary closing conditions and approvals and is expected to close in the fourth quarter of 2025. AUMOVIO increased its headcount share in best-cost countries to approximately 82 % in Fiscal 2024 aiming to reach over 88 %. Through successful repricing measures AUMOVIO was able to adjust the contract set-up with its suppliers and customers. In addition, product clusters with low margin corresponding to approximately 10 % of all product clusters were started to be phased out in Fiscal Year 2024, while AUMOVIO has a strong focus on profitable business with approximately 900 product ramp-ups since Fiscal Year 2022 at the same time.

An efficient R&D organization is a key priority for AUMOVIO. The share of R&D expenses (net) on sales of the Automotive Group has been decreased from 12.0 % in Fiscal Year 2022 to 11.5 % in Fiscal Year 2023 and 11.2 %[7] in Fiscal Year 2024. This improvement is the result of R&D optimization measures, including significant R&D headcount reduction from approximately 33,900 R&D FTEs in Fiscal Year 2022 to approximately 30,800 R&D FTEs in Fiscal Year 2024 as well as the consolidation of R&D sites and a reduction of external R&D services by approximately €150 million from Fiscal Year 2023 to Fiscal Year 2024. Furthermore, the R&D best-cost country site share improved to over 60%.

AUMOVIO believes that these efficiency and organizational optimization measures enable a stronger focus on its core R&D capabilities, while increasing its operational agility and financial profitabiliy, and improves its competitiveness. In combination with AUMOVIO's profound technology competence, innovation capabilities and customer access, AUMOVIO has a strong foundation to create order intake supporting continued business growth.

10.3.5 Highly capable and experienced management team

AUMOVIO has a highly experienced management team combining strong industry and transformation experience with innovation leadership.

Philipp von Hirschheydt is the Company's chairman, CEO as well as the acting CFO on an interim basis. Philipp von Hirschheydt has longstanding management expertise in the automotive industry and assumed responsibility for Continental Group's automotive business as Head of the Automotive group sector in May 2023. He led the transformation and successful turnaround as responsible executive board member of Continental focusing on business growth and profitability. Prior to that, Mr. von Hirschheydt headed the UX business area and had management roles within Continental across Asia, Europe, and the Americas. Before joining Continental in 2007, he worked in investment banking for several years, laying the foundation of his deep capital market expertise.

The future CFO of the Company is Dr. Jutta A. Dönges taking office on March 1, 2026 at the latest. She has extensive expertise in finance and executive management, gained through several management positions, including in global investment banking, corporate finance, and for federal financial agencies.

---

[7] Excluding restructuring expenses. For Fiscal Year 2024, Research and Development Expenses (Net) also includes restructuring expenses totaling €149 million. Including this one-time effect in Fiscal Year 2024, the Research and Development Expenses (Net) as % of sales correspond to 12.0%. No comparable material restructuring expenses affected the Research and Development Expenses (Net) in Fiscal Year 2023 and Fiscal Year 2022.

AUMOVIO's CHRO, Ingo Holstein, acted as chief human resources officer of the Automotive group sector of Continental Group before assuming his Executive Board role at AUMOVIO. Before that, he was the chief human resources officer of Vitesco Technologies for more than five years, including as member of the Vitesco Technologies executive board for nearly three years. Previously, he acted as chief human resources officer of the Tire division of Continental Group and in this function successfully restructured the Continental Group's tire dealer business.

The business areas SAM, ANS and AM will be represented in the Executive Board by Dr. Boris Mergell, Jean-François Tarabbia and Dr. Ismail Dagli, respectively, while Philipp von Hirschheydt will be responsible for the UX business area in the Executive Board. The direct representation of the business areas in the Executive Board enable strong integration between the operational business and the strategic decision-making at Group level. Each member of the Executive Board has more than 15 years of experience in the industry.

The management team is complemented by a wider leadership team, which consists of professionals with deep experience in their area of responsibility and the automotive industry. For example, the areas of operational excellence and innovation leadership are combined and managed by Nino Romano as Chief Technology Officer (CTO). In addition, it is a management priority to find a best-in-class manager for the CFO role and AUMOVIO is well advanced in the process. AUMOVIO believes it is well positioned to successfully exploit AUMOVIO's market opportunity.

10.4 Strategy

Under the tag line "LEAD. TRANSFORM. DELIVER." AUMOVIO has defined its strategy to successfully exploit its market opportunity. AUMOVIO's strategy is built on the following pillars: LEAD. TRANSFORM. DELIVER.

10.4.1 LEAD in future technologies: Shaping the transition to the SDV with new technologies

AUMOVIO aims to further expand its position in the emerging technology fields and growth markets of mobility and believes it has the right setup to be among a group of few leading automotive suppliers driving this transformation. AUMOVIO's products with a top three market position worldwide already account for more than 80% of global sales in Fiscal Year 2024.[8] AUMOVIO intends to further expand this share supported by its strong technologies in all profitable product areas. With a stronger focus on software-enabled vehicle functions and a further separation of software and hardware development cycles, AUMOVIO believes that the future of the automotive industry lies in the software defined vehicle (SDV). AUMOVIO is ready to successfully capitalize on market opportunities from the transition to the SDV, which it believes can be served through its attractive and innovative product portfolio. AUMOVIO distinguishes itself by its comprehensive and differentiated understanding of entire vehicle systems, enabling it to address complex functional requirements across domains. The Group's extensive expertise in system integration, developed through years of collaboration with leading OEMs across the world, allows AUMOVIO to seamlessly connect hardware and software components into comprehensive system solutions. This strong integration know-how positions AUMOVIO as a preferred partner for customers seeking holistic mobility technologies, in particular for the SDV.

The shift to SDV offers significant business opportunities for AUMOVIO, in particular in its ANS and AM business areas. With its modern computing and connectivity foundation and solutions, the ANS business area is well positioned to benefit from the SDV transition. Zone controllers and HPCs are seen as the technology of the future in server-based architectures, while ANS also offers smart access solutions and operating systems as well as middleware being the foundation of software driven vehicle applications. ANS' services cluster enables AUMOVIO to participate in almost all vehicle lifecycle stages, from engineering services for architecture design to feature integration and maintenance. AUMOVIO's AM business area is also well positioned for the transition towards SDV. The components foundation combined with assisted and automated driving control units (***ADCUs***) and software functions enables AM's "Xelve Park and Xelve Drive" functionalities, which are offered as a ready-to-use system. AUMOVIO

[8] Leading position refers to market positions number one to three for AUMOVIO's core products, i.e. actuator control modules, antennas, body control modules, classic access, digital access, telematics commercial special vehicle (CSV), instr. & drivers work place (DWP) CSV, control unit CSV, advanced driver-assistance systems (ADAS) CSV, services CSV, tachograph solutions CSV, radars, airbag systems, digital cluster, display solutions, sales in Fiscal Year 2024 compared to internal sales estimates for competitors in Fiscal Year 2024 based on light vehicle production volumes based on S&P Global April 2024. For core products of UX, i.e. digital cluster and display solutions, only the accessible market is considered for the internal sales estimates.

expects that its “as-a-service” business based on the ”Xelve Pilot” truck solution will be the industry first solution to commercially scale autonomous trucking.

AUMOVIO’s SAM business area is expected to benefit from the development and commercialization of semi-dry brake systems. With series production targeted for 2028, AUMOVIO is well positioned to become a leader in this innovative technology segment, further strengthening its role in advanced safety and motion solutions. AUMOVIO expects further business opportunities arising from the integration of drive-brake units, enabling the provision of compact, modular solutions that combine braking and drive functions at the wheel level. AUMOVIO’s UX business area is positioned to benefit from ongoing advances in digital display solutions, including pillar-to-pillar displays, augmented reality head-up displays, and innovative integration of camera and sensor technologies. With a strong order intake from leading global OEMs and several high-value projects already awarded, AUMOVIO anticipates a continued leadership position in next-generation vehicle interior experiences, particularly in electric vehicles and SDVs.

10.4.2 TRANSFORM into a high-performance organization: Shifting to a highly efficient organization

The automotive industry is facing a variety of challenges, including limited market growth for light vehicle production, market and technological uncertainties as well as a volatile geopolitical and macroeconomic environment. AUMOVIO’s broad product offering is continuously assessed and managed with a view to value accretion by focusing on high margin business opportunities, while outsourcing insufficiently profitable legacy products or products at risk of obsolescence. AUMOVIO’s portfolio optimization is aimed in particular at products that are expected to represent a higher CPV in the near future. While the global light vehicle market is expected to only grow with a compound annual growth rate of 1.8% from 2024 (approximately 88 million vehicles) to 2029 (approximately 97 million vehicles) (source: Industry Study), AUMOVIO believes that certain Tier-1 suppliers will be able to grow at distinctly higher rates where they can realize higher equipment rates and an increased CPV. AUMOVIO believes to have an effective strategy in place to profit from this development and considers its portfolio to be uniquely positioned to benefit from CPV growth in the coming years achieving above-market growth. The CPV of AUMOVIO’s products is expected to grow by an average of 4.7% annually until 2029 and therefore more dynamically than the global market for passenger cars and light commercial vehicles (source: Industry Study).

CPV is expected to be a key driver of value creation across AUMOVIO’s business areas, which are predicted to have a overall CAGR growth of 4.7% from 2024 to 2029 (source: Industry Study). The market demand for larger and more complex display solutions is addressed by UX, e.g., through its pillar-to-pillar displays. UX is projected to show a CAGR growth of 3.5% from 2024 to 2029 (source: Industry Study). ANS is expected to grow at a CAGR of 8.7% and profit from the forecasted CPV development for advanced connectivity solutions (e.g., telematic control modules) and for computing, in particular HPCs. From 2024 to 2029 the CPV for HPCs is projected to grow at a CAGR of 23.6%, while the CPV for digital access products is predicted to grow at a CAGR of 26.6% and the CPV for telematic control modules at a CAGR of 11.2% (source: Industry Study). SAM is expected to have a stable CAGR development of 1.0% from 2024 to 2029 and profit from the higher CPV growth particularly through its one box braking system and electronic air suspension systems (source: Industry Study). By 2029, one box systems are predicted to become the leading market solution growing at a CAGR of approximately 10% from 2024 to 2029, while electronic air suspension systems are also forecasted to have a strong growth with 9.5% CAGR from 2024 to 2029 (source: Industry Study). AM is forecasted to show a CAGR growth of 3.2% from 2024 to 2029 (source: Industry Study). The CPV for AM’s ADAS and AD solutions is predicted to increase (source: Industry Study) being a key profitability driver for AUMOVIO. The size of the autonomous mobility market reached €30 billion in 2024 and is projected to grow to €39 billion by 2029 with a CAGR of 5.5% (source: Industry Study).

AUMOVIO started to address the vehicle market challenges by strategic transformation projects which led to significant efficiency improvements and increased operational and financials performance in Fiscal Year 2023 and Fiscal Year 2024.

As an independent group, AUMOVIO will continue striving for further profitable growth and cost competitiveness. AUMOVIO has identified further potential in the coming years to continue evolving into a high-performance organization and has already started to execute identified tangible measures.

AUMOVIO strives to optimize its product portfolio, e.g., through the introduction of additional innovative and high-margin products as well as the phase-out or divestment of low-margin products. The manufacturing footprint has already been consolidated by closing nine manufacturing sites between 2019 and 2024, and the target is to reach a total of 45 remaining manufacturing sites following the closure

of five additional sites in high-cost countries in the mid-term, while gradually increasing the share of headcount in best-cost countries to over 88% focusing on locations with centralized manufacturing capabilities. AUMOVIO targets average utilization of its remaining manufacturing sites of 95% (Fiscal Year 2024: approximately 83%). By following a central goods strategy across its global sites network, including regular benchmarking of its manufacturing goods, and supporting its manufacturing sites with lean management and shopfloor management initiatives, AUMOVIO expects to further reduce variable and fixed manufacturing cost.

AUMOVIO has also streamlined its organizational structure and adjusted its workforce, seeing further right-sizing potential of approximately 2,000 FTEs in its selling and administrative departments through natural fluctuations and a disciplined hiring approach. The total workforce has already been reduced from 103,266 employees as at December 31, 2023, to 92,745 employees as at December 31, 2024, corresponding to an average monthly FTEs right-sizing rate of over 800 headcounts since December 2023. AUMOVIO has identified further potential to adjust its workforce in line with current market developments.

AUMOVIO pursues a value-based pricing strategy, aligning prices with the differentiated value and innovative features its products provide to customers. This approach is designed to capture improved margins by emphasizing product performance, quality, and technological advancement.

To further enhance Capital Expenditure efficiency, AUMOVIO has implemented measures to increase the utilization of its manufacturing assets through the re-use of existing production equipment, which has resulted in significant savings. AUMOVIO continues to improve the loading of its standardized electronics production lines and applies rigorous project prioritization, ensuring that infrastructure investments are made at the appropriate level and timing to support profitable growth. As a result, AUMOVIO targets maintaining Capital Expenditure at less than 5% of sales over the mid- to long-term.

Furthermore, AUMOVIO aims to continue its R&D optimization measures to reduce its R&D Expenses (Net) as % of Sales below 10% by 2027 with a long-term ambition to reach a share below 9.0%. AUMOVIO aims to further shift its R&D capabilities to best-cost countries from approximately 61% to over 70% and reduce its R&D headcounts further with the target of less than 27,000 R&D FTEs. With additional consolidation measures AUMOVIO will further right-size its R&D footprint, including right-sizing at 31 smaller R&D sites with less than 50 employees. AUMOVIO aims to make its R&D effort more efficient, including reducing spending on external R&D services to a targeted maximum of €100 million for each fiscal year and by implementing AI in each product development stage (from requirement analysis and code test cases generation to execution), as well as by further automation of internal processes and operational methods. AUMOVIO expects that its more standardised engineering infrastructure and streamlined R&D processes, in particular by centralizing defined functions within the recently established AOT, will also lead to a decrease in its R&D Expenses (Net) as % of Sales. In addition, a stricter prioritization towards high profitability business opportunities for investments shall allow for further improvement with regard to AUMOVIO's R&D cost.

With regard to its cash flow management, AUMOVIO aims to improve its cash flow by bringing Capital Expenditure below 5%, leverage the potential to manage inventory more efficiently and increase its best-cost country share of manufacturing sites to over 88%.

With these measures AUMOVIO aims to accelerate the transformation to an efficiency-powerhouse achieving its ambition of 6-8% Adjusted EBIT Margin in the long-term.

10.4.3 DELIVER on commitments: Unlocking the potential of AUMOVIO

AUMOVIO's strategy comprises a strong focus on disciplined execution and sustainable value delivery supported by the transformation into a standalone, publicly listed entity with lean structures and clear accountability for results. The organizational setup aims to translate strategic priorities into measurable outcomes, while balancing entrepreneurial flexibility at the business area level with efficiency and risk management advantages from group-wide expertise, shared technology solutions, and centralized operational standards. By combining rigorous execution discipline, robust control systems, digital enablement, and value-based management, AUMOVIO has already and seeks to continue to translate its strong technological and market foundation into visibly improved financial results and profitability growth. AUMOVIO is convinced to translate its strong order intake momentum into actual sales. Reflecting the successful implementation of operational and efficiency measures, the Automotive Group achieved a significant increase in its Adjusted EBIT Margin, rising from 0.1% in Fiscal Year 2022 to 2.5% in Fiscal Year 2024.

Performance and alignment with shareholder interests are key pillars of AUMOVIO's leadership commitment. The variable compensation of the Executive Board is directly linked to the achievement of clearly defined financial and strategic Group objectives. The Executive Board incentive rewards annual delivery on key metrics such as Adjusted EBIT Margin, adjusted free cash flow, and selected ESG and individual targets, with payout levels adjusted based on actual performance achieved. In addition, the remuneration is based on a virtual performance share plan that ties the ultimate payout to the Company's total shareholder return relative to peers, as well as improvements in return on capital employed and defined sustainability (ESG) goals. In addition, Executive Board members are required to invest a portion of their remuneration in AUMOVIO shares and hold them over a multi- year period, further strengthening shareholder alignment. These mechanisms ensure that management remuneration is closely connected to the delivery of the Company's strategic and financial targets, reinforcing a management culture of accountability and long-term value creation for investors.

Through the introduction of AOT, AUMOVIO has installed a cross-business area and integrated R&D and manufacturing management unit, which promotes a seamless transition from innovation to industrialization, while harnessing advanced digitalization throughout the product lifecycle. This approach supports shorter lead times, resource optimization, and enhanced responsiveness to customer requirements. Digital and AI-driven process automation, for example, has enabled substantial efficiency gains, with more than 2.4 million working hours removed from engineering, contributing to the Group's targeted reduction in R&D expenses (net) as % of sales.

Execution excellence is embedded in all AUMOVIO's ongoing strategic transformation programs, which are part of its commitment to disciplined strategy execution and sustainable value creation. These programs encompass targeted measures in particular in commercial excellence and cost optimization. Initiatives such as sustainable pricing programs to improve EBIT, the simplification of administrative structures to become more agile and leaner, and measures to increase operational excellence by reducing both fixed and variable manufacturing costs are crucial for AUMOVIO to unlock its full business potential. To optimize the efficiency of its R&D organization, AUMOVIO is enhancing its engineering effectiveness and long-term competitiveness through the global standardization, automation, and optimization of R&D processes, resulting in reduced development efforts and increased innovation efficiency. Additional strategic transformation initiatives include the consolidation of the Group's footprint in key regions, enhanced Working Capital and overdue management procedures. Furthermore, AUMOVIO is advancing the establishment of a cost-competitive and agile China organization, selectively discontinuing non-profitable business activities, and centralizing business support functions through global business services hubs in best-cost countries. These strategic transformation programs serve as a key driver in aligning AUMOVIO's operating model with its long-term operational and financial objectives thereby positioning the Group for continued value creation and long-term performance enhancement.

10.5 AUMOVIO's Product Portfolio

AUMOVIO's operations are managed in its five business areas AM, ANS, SAM, UX and CM that also represent its reporting segments under IFRS. Set forth below are the principal business activities of AUMOVIO's business areas as at the date of the Prospectus. Key developments of AUMOVIO's principal areas of business in the period covered by the Consolidated Financial Statements and until the date of the Prospectus are outlined in Sections "10.6.3 *Key R&D Innovations in AM*", "10.6.4 *Key R&D Innovations in ANS*"10.6.5 *Key R&D Innovations in SAM*10.6.6 *Key R&D Innovations in UX*", 10.6.7 *Key R&D Innovations in CM*" and "10.16 *Mergers & Acquisitions*".

10.5.1 Autonomous Mobility (AM)

The Autonomous Mobility business area (AM) develops and manufactures products and solutions for Advanced Driver Assistance Systems (ADAS) and automated driving (AD) technologies and systems in the area of autonomous mobility. With its ADAS and AD electronics, software and service solutions, AM provides technologies to enhance vehicle safety and optimize the driving experience for automated and autonomous mobility. Furthermore, AM provides an "as-a-service" business model in the area of autonomous trucking. With a strong network of technology partnerships AM leverages synergies with market-leading companies to offer customized, holistic and innovative solutions in the ADAS and AD sector addressing current market trends like SDVs.

In addition, AM offers tailored electronics, software and service solutions for commercial and special vehicles (***CSV***), addressing the specific needs for trucks, buses, two-wheelers and for vehicles operating

in specialized environments (Off-Highway), e.g., in forestry and agriculture, in the construction industry and mining. AM also provides customized service solutions for vehicle fleets and workshops.

The following table provides an overview of the key technologies and products of AM:

Autonomous Mobility

ADAS aims to enhance vehicle safety and efficiency. AM's ADAS use various sensor technologies monitoring the surrounding environment and assisting drivers by enhancing driver attention and responsiveness as well as by minimizing human errors. By providing real-time information, warnings, and assistance, ADAS helps to prevent accidents, mitigate the severity of collisions, and reduce driver stress. AM's ADAS provide the basis for automated and autonomous driving by performing more driving functions and increasing drivers' safety and comfort.

With over 25 years of experience in the ADAS field and as a global component and ADAS system and software supplier, AM focuses on the development and industrialization of sensors as well as assisted and automated driving control units (ADCUs) for ADAS and AD solutions. The comprehensive component product portfolio includes radar and camera sensors, which are the basis for the complete automated driving domain, ranging from non-automated assistance and information systems (L0) to high driving automation (L4), based on the SAE levels of driving automation standard.

AM offers ADCUs from entry to premium level. As safe and secure multipurpose processing platforms ADCUs are a core element of ADAS and AD system solutions for sensor data processing, environmental perception, and a host of driving functions. To strengthen AMs position for high-performance ADCU based ADAS and AD system solutions, AM entered into a strategic partnership with system-on-chip (***SoC***) provider Ambarella Inc. (Ambarella) to develop scalable ADCUs.

AM offers a broad sensor portfolio, including radar, camera and Light Detection And Ranging (***LiDAR***) solutions. Sensors are essential parts of modern vehicles and able to reliably detect the vehicle's surroundings such as road users and complex traffic situations.

AM offers comprehensive radar solutions that are integral for detecting objects, measuring distances, and monitoring speeds to ensure a safe and efficient driving experience. A key benefit of radar sensors for ADAS and AD solutions is that they work under difficult weather conditions, e.g., low light scenarios. AM's radar portfolio includes smart radars capable of data processing and hosting of driving functions, such as ACC or autonomous emergency braking (AEB). In addition, AM develops and produces 4D imaging radar sensors with high-resolution techniques for better detection capabilities in complex driving environments and for higher automation levels.

Furthermore, AM develops and provides camera solutions. AM's high-definition cameras provide detailed images of the vehicle surroundings for ADAS and automated and autonomous driving functions, enhancing decision-making and reducing accident risks by providing accurate visual data. Especially the scalable and modular satellite cameras are essential for environmental sensing and visualization, e.g., in

parking situations. AM also offers ultrasonic sensor solutions dedicated to support low-speed maneuvering situations from driver warning to automated parking.

AM also has experience in the design and manufacturing of automotive LiDAR sensors and is currently focusing on the production of LiDAR sensors for L4 autonomous trucking for Aurora (as defined and described in more detail below).

Well established systems like lane keeping assist, blind spot detection, and ACC are part of the ADAS functionalities that AM provides to increase vehicle safety and to deliver a smooth driving experience. AM's lane keeping assist systems use cameras to detect lane markings and alert the driver if the vehicle drifts out of its lane without signaling. The blind spot detection systems help drivers to spot vehicles or objects that may be in their blind spot by using sensors to monitor the vehicle's surroundings and providing visual or audible warnings. ACC systems allow an automatic adjustment of the vehicle's speed to maintain a safe distance from the vehicle ahead.

AM develops and provides powerful, energy-, cost-efficient and scalable system solutions for the autonomous mobility sector. AM is aiming for a full system approach from parking and driving functions to middleware and dedicated sensor suites that are designed to enable a safer and smoother driving experience. AM provides system solutions for major and strategic customers based on a strategic partnership with SoC provider Ambarella. AM's approach can tailor the full-stack to customer requirements and SoC strategies. Besides that, AM allows integration of third-party stacks and gives customers the flexibility to integrate their own software and/or purchase only parts of AM's software enabling SDV-solutions.

With the so-called Xelve solutions for parking, driving and piloting, AM provides new system solutions with functionalities up to L4.

With the Xelve Park solution, AM offers a comprehensive range of parking functionalities supported by ADCU and other sensors, e.g., camera, radar and ultrasonic sensors. The underlying Xelve Park system enables drivers to use a mostly autonomous parking assistance making parking processes smoother and enhancing the overall driving experience. The Xelve Park solution aims to reduce driver's stress during complex park manoeuvres by automatically visualizing different 3D views adapted to the current parking situation. The production of the Xelve Park solution started in 2025 and has received several awards (i.a. CES innovation award honouree in 2024). The Xelve Drive solution is an automated driving system with a humanized driving approach comprising scalable L2+ semi-automated driving systems based on a robust SoC strategy, also leveraging a strategic partnership with Ambarella's SoC portfolio. It includes base variants for the passenger vehicle market and enhanced L2+ features supported by low-level fusion perception technology, which integrates various environmental sensor data to process specific driving functions. The Xelve Pilot truck solution comprises of multiple sensors and pre-assembled hardware kits, including several ADCUs and is currently used in the partnership with Aurora as a complete fallback path to enable L4 driving. This solution supports a full autonomous operation of the vehicle, including the capability to handle complex traffic situations in the unlikely event of the main system is not available for an extended timespan until a safe position can be ensured.

In 2021, AM entered into a joint venture with Horizon Robotics Group (Horizon), a leading Chinese provider of artificial intelligence (***AI***) computing platforms. The aim of the joint venture is to provide ADAS and AD solutions based on Horizon's current Chinese SoC and AI-based software stack customized for the requirements of Chinese OEMs and for global customers. The joint venture combines AUMOVIO's hardware and Horizon's software expertise for L2+ solutions and started production in 2023 (for more details please see Section "10.21.5.1 *Joint Venture with Horizon Robotics Group*").

In 2023, AM entered into an exclusive partnership with Aurora to deliver the first commercially scalable generation of Aurora's flagship integrated hardware and software system with an "as a service business model" where AM earns revenue based on milage driven. With its holistic autonomous mobility service solution AM provides a continuous autonomous driving concept with regular service intervals and fast exchange of technical components in case of malfunctioning. AM develops and industrializes the complete technology in driverless trucks consisting of the required ADAS hardware with multiple sensors combined in hardware pods, i.e., pre-assembled hardware, as well as the fallback system with software, computers and driving functions that drives the truck into a safe position in the event of a failure in the primary autonomy system. While AM provides the hardware, Aurora provides the self-driving software system. The "as-a-service business model" is currently planned to be made available to freight forwarders and commercial fleet operators in the U.S., helping them to reduce cost and thus enabling broad utilization. The beginning of the production and scaling is currently expected for 2027.

Commercial and Special Vehicles

AM offers electronics, software and service solutions for truck, bus, two-wheeler and Off-Highway customers as well as fleets and workshops. It provides customized products and systems according to customers' needs by applying passenger car technology know-how, utilizing synergies and economies of scale, as well as tachograph and standardized fleet solutions to enable fleets to be compliant with certain regulatory requirements.

In the OEM business, AM offers a comprehensive product portfolio of advanced vehicle electronics and safety solutions. The portfolio covers the product lines Cluster, Video and Multimedia (CVM), Body and Vehicle Control Units (BVCU), Telematic Control Units (*TCU*), ADAS and Advanced Rider Assistance Systems (*ARAS*) as well as Tachograph Solutions (TS).

AM provides various types of instrumentation and displays, ranging from customized developments to off-the-shelf products for hybrid and full digital clusters. AM also develops cockpit solutions for the central handling of human-machine interface (HMI) concepts with a cockpit domain controller and monitors turning the cockpit into an information center with high computing power for various applications. AM offers modular and scalable body and vehicle control units and other electronic control units (ECUs) based on integrated software platforms. The central hosting of body and vehicle control functions is addressed by offered HPCs, which are acting jointly with multiple zone controllers to enable more centralized vehicle architectures. Furthermore, AM develops digital vehicle access solutions via smartphone and has a portfolio of electrification components (e.g., electric vehicle charging controller) dedicated for electric vehicles in multiple customer markets, e.g., for trucks and two-wheelers. AM also develops telematic control units to securely connect in-vehicle communication networks to the outside world via latest wireless standards, e.g., cellular 4G/5G, WiFi, Bluetooth, V2X, C-V2X, and GNSS. These units integrate all functions in one device and are specifically designed to withstand extreme conditions of all global on- and off-road customer markets addressed by AM. In addition, the telematic control unit product line enables tolling providers to create, deploy and run road user charging schemes. In addition, AM offers state-of-the art automotive safety components and systems adapted to the needs of commercial vehicles (ADAS) and two-wheelers (ARAS). The radar and camera sensors as well as the ADCU are developed to cover various side-, back- and forward-looking applications to fulfil legal required safety functions and enable comfort features. The tachograph solutions product line consists of different kind of tachographs, sensors and antennas ensuring compliance to European and international tachograph regulations.

In the fleet and workshop business, AM offers a comprehensive tachograph ecosystem under the VDO brand providing several service solutions to fleets and workshops regarding the tachograph to create value across the lifecycle. The solutions aim to ensure compliance with and control of a safe and fair transport industry within the European infrastructure of cross-border transport. The "Fleet Solutions" product line provides a range of compliance and standardized fleet management solutions developed to enhance the operational efficiency of commercial vehicle fleets by utilizing tachograph data. The "Workshop Solutions" product line utilizes the authorized VDO workshop partner network to provide solutions for installation and verification of tachographs, including periodical inspections and replacements.

10.5.2 Architecture and Network Solutions (ANS)

The Architecture and Network Solutions business area (ANS) designs and manufactures electronic products and solutions for classic and emerging vehicle architectures as well as for SDVs, i.e., vehicles that manage their operations, add functionality, and enable new features primarily or entirely through software. ANS offers server-zone architecture (i.e., structured systems in which electronic components, modules and networks are divided into sub-areas independent of their vehicle function and centrally managed by servers or control units to increase efficiency and flexibility), advanced access solutions, vehicle connectivity solutions, a broad range of convenience electronics and software features as well as "build-to-print" services. With its broad range of partnerships with industry-leading technology companies, ANS uses synergies to further develop its products and solutions. For example, the partnership with Amazon Web Services (AWS) as cloud provider enables developers at vehicle manufacturers, suppliers and third parties to configure and run virtual cloud-based ECUs in their specific development environments to help developing codes for microcontroller and processor hardware.

Its offering for classic vehicle architecture, i.e. vehicle features that are bound to static hardware, focuses mainly on vehicle design and vehicle production, while ANS positions itself in the modern vehicle architecture, i.e. software-defined vehicle features, along the entire value chain from the vehicle concept to the maintenance of its products. Covering the entire lifecycle of a vehicle, ANS combines hardware

and software solutions in the fields of vehicle architecture and vehicle networking, and develops, designs and produces its technologies and software, as well as integrates them in entire vehicle systems.

The ANS product portfolio is structured into three clusters:

- In its Foundation Cluster, ANS provides the complete computing and networking infrastructure for classic and modern vehicle architectures and SDVs, consisting of key hardware, e.g., high-performance computers (HPCs) and zone control units (ZCUs), telematics, and basic software, e.g., operating systems and middleware.
- The Solutions Cluster offers a comprehensive portfolio of functions also for a connected user experience with actuator controls, sensors, antennas, edge ECUs, i.e., integrated systems managing and controlling a specific vehicle operation, and software applications.
- The Services Cluster comprises a broad spectrum of engineering and manufacturing services along the value chain of SDVs from architecture design and integration to manufacturing and maintenance.

The following table provides an overview of the key technologies and products of ANS:

Foundation Cluster

ANS' portfolio covers all main components of vehicle information technology and modern server-zone architectures, from body control modules to ZCUs, and includes solutions for HPCs (each as described and defined in more detail below).

Body control modules (BCM) control electrical and electronic vehicle body functions based on the specific vehicle architecture and functional partitioning. Depending on customer requirements, ANS offers various central BCMs based on pre-developed platform modules for hardware, software and mechanical components. Central Body Control Modules are basic building blocks of modern vehicle architectures. In addition, ANS designs and manufactures ZCUs. ZCUs enable a domain independent zonal management of vehicle functions for new server-based vehicle architectures being the component in the vehicle to consolidate inputs and outputs from the various sensors and actuators. This supports the separation of hardware and software and further reduces complexity and costs. ANS has modular and scalable concepts for its ZCUs to meet specific customer requirements and to address various vehicle variants. ANS' ZCUs offer a smart power distribution and various automotive-specific security and safety measures, enabling a risk classification based on the Automotive Safety Integrity Level (***ASIL***), a risk classification scheme defined by ISO 26262 (Functional Safety for Road Vehicles standard).

ANS offers a variety of HPCs providing solutions across all vehicle domains. ANS' HPC portfolio includes, i.a., the cockpit HPC for all cluster and infotainment functions enabling personalization for drivers and passengers, the vehicle control HPC as central high performance computing platform for the integration of applications from multiple domains, and the automated driving HPC as the integration host for the entire spectrum from assisted to automated driving including functions of surround view and automated parking. ANS further offers various cross-domain HPC solutions that enable function integration across

all vehicle domains addressing the increasing customer's demand for centralized vehicle architecture. The market trend to further centralized computing power is also addressed by the designed central HPC, whereby different configurations are possible, e.g., central HPC with exchangeable modules or fully integrated central HPC.

ANS also offers gateways. Gateways are central electronic control modules for vehicle data network management transmitting data between various communication protocols within the vehicle and evaluating them. Furthermore, gateways function as a host for additional applications and functions, e.g., for vehicle energy management.

ANS provides in-house developed networking devices with customizable configurations scale from cost-optimized 4G LTE to 5G. With its TCUs and antenna solutions, as well as network access devices (***NAD***) and related services ANS enables vehicle's connectivity to the outside world. The provided telematic solutions include flexible memory for data storage, advanced embedded security hardware and software, and a software development kit for third party application software. The TCUs include complex diagnostics, on-board applications, and custom over-the-air protocols. ANS' antenna solutions comprise a broad range of vehicular antenna systems, from broadcast antennas, roof antennas to car body integrated antenna modules.

ANS' product portfolio also consists of operating systems (OS) and middleware. Under the brand Elektrobit, ANS offers software products, platform components, virtualization, system integration, and cloud-based tool workflows for real time computing solutions, i.e., ECUs with real-time requirements, such like smart sensors to airbags. In addition, ANS offers digital life experience solutions (DLE) under the Elektrobit brand, i.e., cockpit requirements shaping the passenger's overall vehicle experience.

ANS further provides cybersecurity solutions for diversified automotive use cases, for most of its solutions under its brand PlaxidityX. To ensure that vehicle components, networks and fleets are protected throughout their lifecycle, ANS designs vehicle- and cloud-based security solutions for OEMs and vehicle suppliers, including, i.a., network security tools, prevention systems and intrusion detection designed to recognize and neutralize malicious software.

Solutions Cluster

ANS provides a wide range of actuator control systems. The offered seat comfort systems provide passengers with a wide range of customized comfort and safety functions, including heated seats, climate-controlled seats, memory seats as well as especially engineered pneumatic seat systems. ANS' pneumatic seat systems cover static and drive dynamic functionalities including modern shape memory alloy valves for performance and small packaging, compressors and pneumatic bladders. ANS provides electronics for power closure systems such as electrically controlled window lifters, liftgates, sunroofs and power doors, including protection and control algorithms that ensure the closure systems move smoothly and harmoniously and minimize the risk of injuries. The trailer control module is designed to enable control of large trailers. These modules can serve as brake control module that supplies power to the electric or electric over hydraulic brakes on a trailer.

ANS also offers the electronics and software for intelligent glass functions, which allows the seamless control of shading technologies enhancing the cabin ambience by integrating light-emitting diode (***LED***) light panels into the glass. ANS' overhead console modules serve as an integration hub for a wide array of sensors used for in cabin sensing and roof embedded functions, such as e-call and intrusion detection, sunroof controls, integrating switch panels with haptic force feedbacks and ECU into one module.

ANS develops and offers technologies for vehicle access, including remote keyless entry systems, classic and digital access systems, innovative access functions based on ultrawide band (UWB), and intuitive access using sensor fusion. The classic access systems allow the vehicle to be opened without the driver having to take the key into his or her hand. With its remote keyless entry systems, ANS offers and manufactures the full range of car keys and driver identification devices for vehicle access and start systems representing the standard solution for conveniently locking and unlocking a vehicle's door. The digital access systems enable smartphone-based vehicle access through precise localization of the smartphone around the vehicle for a hands-free experience. ANS' digital access system solutions work with UWB or Bluetooth and include advanced antitheft security. With its UWB access solutions ANS can provide functions beyond car access, such as child presence detection in the vehicle's cabin, or movement sensing, e.g., to open the car trunk.

ANS provides software solutions that improve the overall user experience, from cabin sensing applications with algorithm-based driver and cabin monitoring, sensor visualization to connected experience applications. ANS' cabin sensing applications allow health and attentiveness monitoring, face recognition and emotion detection of the driver, and wider cabin monitoring for seatbelt, child presence

and pet detection. With its sensor visualization systems, ANS offers augmented reality applications for additional navigation, traffic, and driver assistance information. The sensor visualization systems are able to correct the image distortion caused by curved windshields and to visualize the vehicle's environment. The connected experience applications allow an user specific interaction with the vehicle and are based on scalable cloud computing with machine learning (***ML***) and Google AI, an AI simulating human conversation. The software recommends relevant content for the driver and supports the driver's personal preferences, driving behavior, and travel needs.

ANS covers the development, design and production of software solutions and control units for vehicle light areas, from front light control units, rear light control units, to HD light control systems and projection light solutions. Its portfolio includes light solutions for nearfield projection in automated driving scenarios to prevent car accidents, adaptive light control algorithms, energy efficient technologies, and welcome/goodbye functions.

Services Cluster

ANS offers "build-to-print" manufacturing services internally and for third parties, including Tier-1 suppliers as well as OEMs. The offering comprises purchasing and R&D services with a particular focus on advanced manufacturing services. ANS assembles and tests automotive electronics, from simple to complex ECU covering the complete modern vehicle portfolio from powertrain, communication, to chassis and safety applications and its products (including products from other business areas), e.g., ZCUs, ADCUs, and airbag control units (***ACUs***) up to HPCs. ANS offers complete manufacturing services without own design and development activities in order to address the fragmentation of the requested services of its customers, some of whom design software and hardware themselves and only request manufacturing services for their hardware and software development. ANS supports and assists its customers in development projects. ANS' product-related services include design for manufacturing (DFM), cybersecurity modelling, end-to-end control cards for product manufacturing, interlocking, data tracking and data storage in accordance with automotive industry requirements, supply chain management (***SCM***) (dual sourcing of components), change management during the series production period and general project management. ANS further supports its customers vehicle concept and design projects with its virtual software defined vehicle composer (vSDV Composer) as cloud-based development and collaboration framework and ecosystem to embrace SDVs from architecture to software integration.

10.5.3 Safety and Motion (SAM)

The Safety and Motion business area (SAM) develops and manufactures products in the field of the chassis domain. Its product portfolio consists of components, systems and software for passive and active safety, driving dynamics and comfort, such as electronic brake systems and air bag control units. With its products, SAM serves the light vehicle and two-wheeler market. SAM's product portfolio is divided into four product clusters:

- Brake Systems
- Integrated Safety Systems
- Electronic Air Suspension Systems
- Sensor Systems

AUMOVIO's aftermarket business is also part of SAM. It offers spare parts for vehicle components from AUMOVIO (including products from other business areas of AUMOVIO) and other manufacturers for the original equipment services business and the independent aftermarket.

Brake Systems

SAM's portfolio covers all brake system variants, from hydraulic conventional wheel braking systems and integrated brake systems to electro-mechanical systems. SAM offers all required components for these brake systems, from vacuum boosters, hydraulic and electro-mechanic brake calipers, drum brakes, electric parking brakes, to electronic brake systems. In addition, SAM has certain strategic partnerships with innovative companies to combine its expertise with accesses to non-core AUMOVIO technologies, e.g., the partnership with DeepDrive GmbH (***DeepDrive***) for the production of brake-drive units consisting of DeepDrive's radial-flux motor as wheel hub drive and SAM's braking technologies and industrialization capabilities.

For the wheel brake, SAM offers fist- and fixed-type calipers and drum brakes with and without an integrated electric parking brake for all light vehicle segments. SAM also offers sustainable brake calipers combining high braking performance with lower weight and significantly reduced residual drag torque which can save up to two grams of CO_2 per km. SAM's electronic brake systems are integrating an electronic control unit with a hydraulic valve block to control the wheel slip and provide functions such as anti-lock braking for optimal deceleration and steerability while braking, traction control to avoid spinning wheels and under- or oversteering during the acceleration on wet or slippery roads, and electronic stability control (ESC) to prevent a vehicle from skidding when taking a corner too fast or braking sharply.

The successor of the classic electronic brake system is the integrated brake system, a so-called "one box". The system offers a three times faster pressure build-up compared to a classic electronic brake system, blending capabilities for recuperation and addressing upcoming trends such as electrification, automated driving and SDVs. After being first to market in 2016, the second-generation is now being introduced by SAM which offers further improved product characteristics at lower cost for customers and AUMOVIO compared to the first generation. Next generation brake systems are expected to introduce electro-mechanic instead of hydraulic actuators. The first development step are semi-dry systems with hydraulic brakes at the front wheels and electro-mechanic brakes at the rear wheels.

Integrated Safety Systems

With its product portfolio of ACUs and acceleration and pressure sensors, SAM provides key components of an integrated safety system. SAM's acceleration and pressure sensors offer functionalities, such as satellite-based side crash detection, battery impact detection for electric vehicles, and front crash protection by pressure-based systems. With its ACUs SAM provides the technology in vehicles which monitor, control, and deploy airbags during a collision event to enhance passenger safety. The portfolio includes scalable systems for airbag control units ranging from entry-level variants with firing loops for front airbags to airbag control units integrated sensors, and premium airbag control unit variants with multiple satellite sensors that enable up to 48 firing loops for front and side collision, as well as for leg, head and rear passenger airbags to optimize the passive safety strategy. In addition, SAM's ACUs have the option to integrate an event data recorder to store information about an accident.

Electronic Air Suspension Systems

SAM develops and manufactures components for electronic air suspension systems allowing the adaption of the vehicle load and compensation of uneven road surfaces and aiming to provide a smooth and comfortable driving experience by controlling the pressure in the air spring for functions such as active damping control and lowering the car. SAM offers all parts of these systems, including air struts and air springs, as well as integrated solutions for air supply and air suspension control systems. With the controlled air supply system CAirS that integrates compressor, valve block and electronics in one unit SAM was first to market and improved the performance and energy efficiency of air suspension systems significantly.

Sensor Systems

SAM's portfolio further comprises a variety of sensor systems for passenger vehicles. SAM offers speed sensors measuring the rotational information of wheels, combustion engines and transmissions to enable related control functions of electronic brake systems and engine and transmission control units. SAM offers the complete range of wheel speed sensors from simple passive up to high resolution and driving direction detecting variants for applications such as automated driving. SAM also offers E-Mobility sensors measuring, i.a., the current for low and high voltage applications in passenger vehicles. SAM's E-Mobility sensors are designed for the specific requirements of electric mobility protecting essential components of the BEV by detecting harmful impacts, monitoring key parameters and enabling efficient operation. SAM also designs and manufactures a tire pressure monitoring system (***TPMS***) measuring the pressure and temperature inside a tire directly, transmits the reading, and displays them. It alerts the driver about pressure loss or tire damages to avoid a vehicle breakdown or critical situations that could lead to an accident. Additional capabilities of SAM's TPMS are functions such as individual tire load, tread depth, winter or summer type and speed limit data storage. SAM enables innovative add-on TPMS features, such as advanced 'problem tire' localization functions and ultra convenient Smartphone Apps such as Filling Assistant and Tire Data to enhance TPMS usability and benefits for the end user.

Aftermarket

The Aftermarket organization offers spare parts for vehicle components from AUMOVIO (including products from other business areas of AUMOVIO) and other manufacturers for the original equipment services (***OES***) business and the independent aftermarket (IAM) including, i.a., vehicle brake fluids, brake disks, batteries and windscreen wipers. After the end of a customer's series production, AUMOVIO typically continues the supply of spare parts until the contractually agreed end of delivery obligation through its OES as part of its aftermarket business. Besides OES sales to OEMs, AUMOVIO also pursues spare parts business in the IAM. AUMOVIO's aftermarket platform offers a comprehensive portfolio of products for vehicle components and a variety of vehicle-related services. The product portfolio includes, i.a., battery programs, brake systems, spare and repair parts for different systems and sensors, workshop equipment and small production runs for special-purpose vehicles. AUMOVIO provides services for workshop concepts, practical on-site and online training in technical and commercial topics, product and brand protection, as well as a hotline for technical questions regarding ATE products.

10.5.4 User Experience (UX)

The User Experience business area (UX) designs, develops and manufactures products for driver and passenger information and the interaction with vehicles, such as display solutions, HUDs and digital clusters, i.e., digital instrument displays that provide the driver with relevant driving information (e.g., speedometer, rev counter, temperature, fuel, indicator lights and warnings) as well as additional information (e.g., navigation, radio, telephone). UX covers the whole lifecycle of its products, from innovation and technology pre-development to the development for serial customer projects based on the respective customer specifications as well as serial manufacturing. UX features designs based on the customers' needs as display and cluster solutions dominate the optics of a vehicles interior and are currently seen in the industry as differentiator for OEMs brand image. With its integration abilities, UX is able to serve the volume market for cost competitive mass market solutions as well as the premium market for advanced high-tech displays. UX drives innovation through own technologies and integration of partners' technology. UX performs a variety of pre-assembly processes inhouse, e.g., optical bonding, display backlight manufacturing, plastic injection molding as well as display closing processes, but also purchases key components, such as display panels, from a worldwide supplier network. With more than ten qualified display panel suppliers, UX is vastly independent from display panel producers enabling resilience in its supply chain and flexibility in sourcing.

The UX business area is divided into the following main product groups:

- Display Solutions
- Head-up Displays
- Digital Clusters

In addition, mechanical instrument clusters, interior cameras, in-car entertainment systems, radios and haptic controls complete UX's portfolio. These legacy products are no longer actively offered. However, they are still in serial production to fulfil existing customer orders.

The following table provides an overview of the key products of UX:

Display Solutions	Head-Up Displays (HUDs)	Digital Clusters
Driver Information Displays	Windshield HUDs	Digital Clusters
Center Displays	Augmented-Reality HUDs	
Multi-Display Solutions	Scenic View HUDs	
	Projection Solutions	

Display Solutions

UX offers a variety of display solutions, including driver information displays, center displays and large multi-display solutions. UX is able to address a wide range of complex requirements of its customers and can design its displays according to the respective specifications of them. UX's display solutions do not include related content software, which is part of the customer's multimedia system or their HPCs.

Driver information displays present the classical information relevant for drivers, such as speed, power availability, and warnings, and are shown on a display placed on the driver side of a vehicle. In addition, they are also able to display functionalities, e.g., radio, telephone or navigation. With Swarovski Mobility, UX designs the first driver information display fully embedded in a modern crystal body creating the illusion that the content displayed is floating. The transparent microLED display technology in combination with colored crystal from Swarovski creates a novel visual impression. This technology can also be used for center displays.

Center displays are located in the middle of the vehicle's cockpit focusing on displaying contents from in-car information and entertainment systems and showing, i.a., detailed navigation, radio, and the outdoor and in-vehicle temperature. In many cases center displays are equipped with touch functionality, making them the primary interaction device in the vehicle. UX's center display solutions are implemented, among other vehicles, in the latest Class C series of Mercedes-Benz providing swiping motion and additional gesture control functions.

Multi-display solutions are combinations of several displays. They mainly combine driver and center displays or driver, center and passenger displays. UX is able to combine a variety of technologies and features within its large display solutions. UX offers, i.a., switchable privacy functions in a passenger display of a multi-display solution allowing displays to switch into a state where the driver is not able to see screen content of the person sitting next to him, e.g., while passengers are watching a movie.

The display sizes provided by UX range from 7" for single displays to over 50" for large pillar-to-pillar display solutions (i.e., covering the entire width of the dashboard). With its "curved ultrawide display" UX showcased a curved pillar-to-pillar display in passenger cars with a so-called shy technology control surface, becoming invisible when not needed and enabling interaction on demand (so-called In2Visible technology).

UX further offers a broad range of display-related technologies, i.a., touch functionality, camera integration (camera modules and camera behind the display), kinematics, and haptic feedback, and has the capabilities to integrate them into its display solutions according to the respective customer requirements. By integrating these technologies into its complex displays, UX enables its products to reach the next stage of production. UX camera integration solutions enable monitoring of the driver's attention and awareness with regard to the road traffic. In addition, the camera integration solutions can feature contactless and secure driver authentication.

Head-up Displays

UX's display portfolio is complemented by its HUDs presenting the required information directly in the driver's line of sight. The information is mirrored into the windshield by an optical system and projects the information as a virtual picture in front of the windshield. As a result, HUDs enable drivers to view important information such as speed, warning signals and indicator arrows for navigation without having to look at the instrument cluster area or a center display. UX develops different variants of HUDs, including classical windshield HUDs, augmented reality HUDs and scenic view HUDs. In addition, the UX business area also develops projection solutions for extended applications in vehicles. These projections can display a welcome screen on the side windows of the vehicle, for example, or show the charge level of electric vehicles, information regarding potential driving routes or advertisements. The projection solutions can also be personalized.

Classical windshield HUDs display the information in a small to medium image size with a virtual projection distance of one meter to up to 4.5 meter, while augmented reality HUDs has a large image size and a large virtual projection distance of mainly more than 7.5 meters in front of the driver. Scenic view HUDs consist of one to multiple displays that are typically mirrored into a specially coated, black-printed area along the lower edge of the windshield and create a crisp image with a virtual picture about one meter in front of the windshield.

Digital Clusters

The business area also provides digital clusters informing the driver about relevant driving information. Digital clusters combine a driver information display, an ECU and the related content software in one product. Digital clusters are the successor of mechanical instrument clusters offering more options to show information compared to the mechanical pointer and dials in mechanical instrument clusters. Digital clusters are also able to display information of advanced driver assistance systems and to personalize content and style. Digital clusters tend to be replaced by displays as offered by the UX product groups "Display Solutions" and "Head-up Displays" and which are driven by ECUs that are not part of the display.

10.5.5 Contract Manufacturing (CM)

Continental's former Contract Manufacturing (CM) group sector has become part of AUMOVIO as a business area after the Spin-off has taken effect. The CM business area comprises the contract manufacturing of products by companies of AUMOVIO for the Schaeffler Group. Products of Schaeffler Group and products of AUMOVIO are manufactured in parallel on several manufacturing sites. As part of the carve-out of Vitesco Technologies Group AG and its subsidiaries (***Vitesco Technologies***) from Continental in 2021, manufacturing sites were legally either transferred as a whole to Vitesco Technologies, or retained by entities of AUMOVIO. Consequently, companies of AUMOVIO manufacture products for Schaeffler Group, formerly Vitesco Technologies, and vice versa. Powertrain products are no active part of AUMOVIO's product portfolio but are exclusively manufactured for and delivered to Schaeffler Group as a consequence of Vitesco Technologies' carve-out in 2021.

The CM business area is not part of AUMOVIO's core operational business and is not intended to be a permanent business area. AUMOVIO's management intends to further reduce the volume of contract manufacturing and to dissolve CM as a business area. Contract manufacturing is expected to be terminated in full in the first half of 2026 in accordance with existing contractual agreements.

10.6 Research and Development

10.6.1 Overview and Strategy

AUMOVIO is a technology focused group and therefore its R&D activities are key to its business. AUMOVIO's R&D activities aim to invent, develop and launch products which implement new technologies in line with the evolving market environment, regulatory frameworks and customer needs with optimized time-to-market. In line with its strategic focus, the main emphasis of AUMOVIO's R&D

team is to develop products for commercialization using access to the latest trends in global research (e.g., through university collaborations) and to enable advanced engineering across AUMOVIO's business areas. In addition, the "Central Engineering" department delivers effective engineering processes, methods and tools for all business areas, including overarching topics such as Artificial Intelligence, functional safety and cyber security.

The Group's R&D development process includes innovation as well as platform development and volume production, customer acquisition and customer application and series support. AUMOVIO's capabilities in the field of software, hardware and system solutions for vehicles are based on decades of experience of its predecessor companies in developing and supplying products and innovations to the market. Please see Sections "10.2 *History*" and "10.16 *Mergers & Acquisitions* " for more details. In addition, AUMOVIO's innovation and technology competence is supported by its strategically planned standardized worldwide development footprint. AUMOVIO also follows an "in the market for the market" approach for the geographic allocation of its R&D activities. While its engineering teams are located in the headquarter locations in Europe, AUMOVIO has also set up interdisciplinary development teams in the major oversea markets such as China, Korea, Japan and the U.S. The Group has main parts of its engineering capacity located in best-cost countries supporting the main markets. AUMOVIO is pursuing a strategy of further increasing the percentage of R&D employees in best-cost countries, which was approximately 60.9% as at December 31, 2024. AUMOVIO's R&D teams are strongly interconnected, collaborating on a cross-locational and cross-regional basis. Please also see Section "10.15 *Properties & Plants*".

The key areas of AUMOVIO's R&D activities are driven by the market trend towards (i) autonomous driving, (ii) new vehicle architecture, in particular SDVs, (iii) customizable vehicle user experience, as well as (iv) connectivity and active safety systems. AUMOVIO's R&D activities have a strong focus on the utilization of AI solutions and innovative software solutions for electric, smart, connected, sustainable, safe and autonomous mobility. The technologies and products of the AM business area address the trend towards the integration of automated and autonomous vehicle functions (e.g., by system solutions for automated parking), while the ANS business area pursues the centralization of vehicle information technology by server-based system architectures, primarily by the development of high-performance computers (HPCs), zone control units (ZCUs), telematic solutions, the digitalization of vehicle access systems and the development of actuators for SDVs. The internal R&D activities of the ANS business area are supported by a broad portfolio in the area of operating systems and cybersecurity. The focus of the R&D activities of the UX business area includes, in particular, display technologies such as microLED, a flat screen technology based on LEDs for higher display brightness, and modern display functions such as auto-stereoscopic 3D, In2Visible (i.e., making control panels invisible behind decorative surfaces instead of appearing black or empty), haptic feedback, new kinematics solutions and interior sensors, which are able, among other things, to measure passengers' vital parameters for various safety and comfort functions and offers comprehensive driver monitoring functionalities. The SAM business area is developing the first generation of an electro-mechanical brake for volume production and has already won a first contract in a tender for its use on a rear axle. At the same time, the SAM business area is also working on a new generation of its integrated solution for the air supply and control of air suspension systems. The SAM business area has received a first order for the "Holistic Motion Control" software under development, which is decoupling driving functions from hardware during manual, assisted and autonomous driving. The software package is to be launched as a pilot series in 2025 and underlines AUMOVIO's industrialization expertise for SDV solutions. In addition, the SAM business area has developed the next generation technology platform of ACUs with increased modularity and is currently in the phase of introducing its ACU variants into mass production globally.

In the Fiscal Year 2024, the Automotive Group incurred costs for Research and Development (Net) of €2,357 million.

10.6.2 R&D Organization

As at December 31, 2024, AUMOVIO had approximately 31,000 R&D employees at 48 main R&D sites[9] in 21 countries. In Europe, AUMOVIO has 33 main R&D sites, while it has eleven main R&D sites in Asia/Pacific (thereof five main R&D sites in China) and four main R&D sites in North America. Approximately 18,000 R&D employees are employed in Europe, approximately 10,000 in Asia/ Pacific and approximately 2,000 in America. Employees may be involved in R&D projects without regard to the

[9] Main R&D sites are locations with more than 50 R&D employees that are not planned to be closed. In addition, AUMOVIO had 31 smaller R&D sites with less than 50 R&D employees as at December 31, 2024.

business area to which they are allocated in the organizational structure. This structure enables specialized engineers to work together with other technicians with interdisciplinary collaboration at and between the locations. The joint use of personnel and testing facilities improves the knowledge transfer.

Overview of AUMOVIO's main R&D sites as at December 31, 2024; R&D locations with fewer than 50 R&D employees or R&D locations that are planned to be closed are not shown.

All R&D activities follow a centralized and standardized product lifecycle and innovation management process.

AUMOVIO's operations and technology unit (AOT) is focused on leveraging synergies and efficiency across all business areas and harmonizing the R&D environment by ensuring standardization where it is considered to be useful, e.g., by utilizing automated toolchains as part of AUMOVIO's digital transformation, including the use of AI, optimizing resources in manufacturing and R&D, including monitoring of internal site performances and strategic footprint adjustments, and developing focused fields expertise for the engineering part of AUMOVIO. By monitoring governance principles, implementing production standards and supporting the business areas with the implementation of standardised processes, methods and tools, AOT aims to increase AUMOVIO's product quality and to enable the re-use of assets. AOT also assists the business areas by deciding if a technology shall be developed and produced inhouse or a strategic acquisition of a third party technology is considered to be more efficient. Innovative partnerships, in particular with start-ups, are regularly assessed with co-pace GmbH, an independent subsidiary supporting the identification of investment and partnership opportunities. AOT is further involved in the management of IP and sustainability solutions, as well as in the supply chain management, e.g., by managing AUMOVIO's in-house "fabless" semiconductor solutions (for more details please see Section "10.10 *Purchasing and Supplier Quality Management*") aiming at strenghtening supply chain resilience. In addition, AOT identifies further business opportunities and commercial use cases for AUMOVIO's products and technologies and determines innovative objectives for new product applications. For example, AOT has initiatedinnovative use cases for certain products, which were initially developed for civil purposes but are capable of being adapted for non-civil end-use cases. The development and commercialization of new products are executed by the respective business area.

The business areas and AOT collaborate closely to ensure knowledge transfer and synergies.

With the separation from Continental AG, AUMOVIO has restructured its IT infrastructure and IT-supported development tools. Only limited substantial connections existed between the development areas of ContiTech and Tires and AUMOVIO, which for the majority could be reorganized as customer-supplier relationships similar to those with third parties.

10.6.3 Key R&D Innovations in AM

The following examples show key R&D innovations that are part of AM's product portfolio.

Since 1999, AM has been a leading innovator in automotive radar technology, introducing the first radar for ACC. By 2015, AM had pioneered high technological integration and new modulation techniques in its long- and short-range radars, supporting global ADAS regulatory requirements and selling 100 million units by 2021. In 2021, AM launched the first automotive 4D imaging radar, enhancing resolution with increased channels.

In 2005, AM began developing smart camera technology, starting with blind spot monitoring. By 2013, AM integrated stereo cameras for advanced depth estimation and, in 2017, launched satellite cameras e.g., for parking/low speed maneuvering systems. AM's scalable satellite camera platform supports major AD stack players and perception stacks.

With over 25 years of experience, AM has been a market leader in automotive LiDAR technology, starting with LiDAR-based ACC in 2001. A breakthrough in 2008 was the start of production of short-range LiDAR for automated emergency braking systems, with over 28 million sold LiDARs until 2024. In 2015, AM introduced a combined LiDAR-camera smart sensor, and in 2021, the first solid-state high-resolution flash LiDAR (HFL) for series production in the automotive market delivering a high-resolution 3D point cloud output.

Since 2001, AM has developed ADCUs, evolving to include advanced multi-sensor fusion and computer vision. In 2020, AM began series production of ADCUs for L3 semi-automated driving systems. The ADCUs of AM are capable of meeting ASIL-D safety standards.

In addition to the features that AM delivered in combination with its components, AM was first in the market with diverse ADAS/AD stack systems, including:

- ACC system, allowing for automatic speed adjustments to maintain a safe distance from the vehicle ahead (1999)
- ACC with stop-and-go function, enabling the vehicle to come to a complete stop and resume driving in heavy traffic conditions (2005)
- Video-based lane departure warning system, alerting the driver if the vehicle drifts out of its lane (2007)
- Autonomous emergency braking as standard equipment, automatically applying brakes to prevent collisions (2008)
- Trailer merge assist system, helping drivers merge lanes safely while towing a trailer (2016)
- Top view parking visualization system, providing a bird's-eye view of the vehicle's surroundings (2017)
- Trailer reverse assist system, assisting with steering for easier and more precise trailer reversing (2020)
- Rear autonomous emergency braking system, automatically braking to avoid rear-end collisions (2021)
- Radar vision parking combining high-resolution surround radars and cameras, to enable precise and close-range measurement, was recognized as a CES innovation award honoree (2023)

With Xelve Park, Drive, and Pilot, AM will provide new functionality up to L4 driving automation, responding to growing demands for increased levels of automated driving, enhanced safety, and improved user experience (for more details please see Section “10.5.1 *Autonomous Mobility (AM)*”).

In 2018, AM introduced surround view software to a major European OEM, and in 2022, Qualcomm named AM a preferred software partner. In 2023, AM expanded its portfolio with eHorizon, a cloud connection platform for downloading vehicle-related content.

AM has also a long history of innovation in the commercial and special vehicles segment, starting with the first VDO tachograph in 1927. In the future, tachographs will be increasingly realized as software functions enabling the merge with other functionalities, e.g., tolling. With the digital tachograph, AM introduced fleet management solutions and compliance services. In the 1980s, AM expanded into electronic control units and instrumentation dedicated for commercial and special vehicles. As vehicle electronics continuously evolve, AM focuses on the development of modular, integrated control units and platform-based display solutions. In the 2010s, AM adapted its offering enabling customers to comply with global ADAS safety regulations. In addition, AM developed vehicle telematics for secure connectivity. AM is currently addressing trends, such as zone-based architectures and electrification by developing HPCs and eMobility control units.

10.6.4 Key R&D Innovations in ANS

The following examples show the key R&D innovations that are part of the ANS product portfolio.

Based on its experience in the field of vehicle networks, ANS produced its first ZCUs in 2020. ANS has a innovation focus on the standardization of smart actuator ECUs that can be added to zonal architectures and enable a cost-efficient optimization and management of a vast variety of vehicle functions. ANS expects a transformation to zone based vehicle architecture in the coming years and has had a strong

development focus to address this trend. ANS developed the first high-performance server for vehicles in volume production.Since the introduction of its first HPC in 2019, ANS has established several partnerships with companies in the automotive and other industries. In September 2023, ANS announced a partnership with Google to integrate Google Cloud's data and AI technologies directly into its Smart Cockpit HPC expanding the functions for pre-integrated instrumentation, entertainment and driver assistance. ANS focuses on innovation activities on hardware, mechanics and software for HPCs. ANS recently won the CLEPA Innovation Prize 2024 for its Smart Cockpit HPC Virtualization solution, a cloud-based solution that enables the start of software development using virtual electronic control units (vECUs) before the physical hardware is available. In the future, ANS aims to strengthen its HPC product portfolio and to enable fast time to market HPC solutions with its business partnerships combining expertise in the fields of automotive, software, AI and cloud computing.

ANS has a long history of diverse and innovative products for access system solutions. With the introduction of the first virtual key in 2016, ANS extended the portfolio of access systems complementing the production of physical keys. With its award-winning digital access solution CoSmA, ANS is first to market with digital access systems on a wide range of smartphone suppliers supporting Bluetooth LowEnergy (BLE) and UWB. ANS is focused on the digitalization of its access system solutions and on continuously expanding its product and service portfolio in order to offer full ecosystem solutions to OEMs.

Since 2007, ANS has provided a continuously growing spectrum of solutions in the area of advanced lighting systems, including light control units, light function algorithms and nearfield projection systems. ANS is developing future exterior lighting systems, including HD lighting headlamps with 100kpxl, central light control units with advanced driving beam functions up to 1Mpxl, full surround projection, macro display control and interior ambient lighting control.

Since the 2010s, the progressing digitalization in the area of telematics has driven new communication infrastructure standards, e.g., LTE and 5G, as well as innovations in the area of V2X where ANS offers its 5G V2X telematics platform, including the M2XPro positioning algorithm for improved vehicle localization. In the future, ANS will continue to focus on open telematic platform solutions.

Under its brand Elektrobit, AUMOVIO is also one of the world's leading software developers. Elektrobit is involved, for example, in the new electric vehicle from Sony Honda Mobility. In addition, AUMOVIO is developing cybersecurity solutions under its brand PlaxidityX. AUMOVIO supplies software for the HPCs in cockpit systems and provides support for its integration. This enables the use of the latest sensor technologies as well as gaming, film and music content.

10.6.5 Key R&D Innovations in SAM

The following examples show key R&D innovations that are part of SAM's product portfolio.

In 1999, AUMOVIO developed its electronic stability control (ESC) system based on the fourth ABS system generation, introducing an innovative design which has become the worldwide standard for braking systems. This remains the blueprint for SAM's electronic braking systems today, combining modularity and simple application to meet specific customer requirements.

Airbag systems make a key contribution to safe mobility in modern vehicles. AUMOVIO began developing ACUs, the central component of an airbag system, in Regensburg in 1981 and started production in 1986. Since then, over 350 million ACUs have been manufactured. In 1997, AUMOVIO was first to market with a sensor that reports the pressure wave of a collision and could detect the crash earlier than the acceleration sensors. In 2011, SAM introduced a new sensor that detects frontal crashes with vulnerable road users like pedestrians to mitigate injury severity.

While the first airbag systems controlled a single airbag, modern ACUs control up to 48 ignition circuits respective airbags. In the future, this number is likely to continue to rise, with the systems being further improved and adapted to specific crash scenarios. The current generation of the SAM airbag control unit has three modular expansion levels to efficiently address all requirements from entry to premium level.

Unlike other vehicle functionalities, ACUs, due to their safety criticality and the need for availability even in most serious accidents, are not believed to be replaced by central computing units. To further optimize the airbag deployment strategy and initiate additional measures, such as seat adjustments, SAM's future airbag algorithms are expected to use information about the passenger position and ADAS sensors to detect an impending crash before the physical collision occurs.

In 2016, AUMOVIO was first to market with a new brake system generation called MK C1, which combined brake pressure amplification and modulation in one unit for the first time. MK C1 was designed to cover all upcoming requirements like recuperation and automated driving offering enhanced performance at

the same time. Its successor, the MK C2, that further improves major characteristics, has been in production since 2022. These one box systems are designed to utilize the recuperation potential during braking and can save up to 5g of carbon dioxide (CO_2) per kilometer in comparison to a conventional system. In 2025, AUMOVIO introduced the "E-Motor-Rotor-Temperatursensor" (eRTS), an advanced and innovative technology that enables precise and direct rotor temperature measurement in electric motors, reducing reliance on rare earth materials, improving efficiency, and reaffirming the AUMOVIO's commitment to sustainable and high-performance mobility.

The next brake systems are expected to introduce electro-mechanic instead of hydraulic actuators. These so-called dry brakes allow a higher performance, and SAM is in a good market position to pioneer this development. The first development step comprises semi-dry systems with hydraulic brakes at the front and electro-mechanic brakes at the rear. The second development step is a completely dry system eliminating hydraulic brake fluid completely. The dry brake inherits all features of SAM's state of the art one box system offering additional functions and further improving the performance. SAM is in an advanced development state for such dry brake systems.

With increasing electrification, vehicles are becoming heavier and electronic air suspension systems are changing from a niche for premium vehicles to a continuously growing market. Utilizing SAM's long legacy in air suspension system, SAM launched its controlled air supply system CAirS in 2017 to address that trend. CAirS was the first system integrating previous individual components such as the compressor, valve block and electronic into a single unit.

10.6.6 Key R&D Innovations in UX

The following examples show key R&D innovations that are part of the UX product portfolio.

At the beginning of the 21st century, UX introduced the ring pointer in collaboration with Mercedes-Benz. The ring pointer used a needle on a ring to indicate speedometer and tachometer without a central pointer. Due to the placement of the ring outside the dial, the dial's center was available for small displays.

In 2003, one of the first windshield HUDs in the market was developed and designed by UX in cooperation with BMW Group. By enabling drivers to stay focused on the road, the windshield HUD is designed to increase safety and comfort.

At the same time, UX decided to expand its portfolio to display solutions due to the trend to split center displays from ECUs. In 2013, UX launched the first advanced multi-display in cooperation with Mercedes-Benz that seamlessly connected multiple displays. UX's innovative position in the field of display solutions was further strengthened by the introduction of the first curved touch center display in the VW Touareg 3 in 2018. UX has become an expert for complex system integration and for various display features, in particular narrow border display designs, multi-display solutions and advanced shapes.

In subsequent years, UX introduced one of the first auto-stereoscopic 3D displays into the market in collaboration with Hyundai Motor Group.

In 2021, UX developed the first camera for driver monitoring integrated in the display frame and operating through a notch on the topside of the display. Current common concepts seen in the market often position the camera in the a-pillar or on the top of the dashboard. UX's seamless integration of the camera into the display frame allow a more discreet appearance of the camera. A current development focus of UX is the invisible integration of the camera behind the display to allow an even more discreet appearance.

UX's displays provide innovative design, high-quality colors, high contrast and ergonomic interaction concepts to the end user. The business area's latest serial projects include OLED and curved designed displays addressing OEMs' desire for brand differentiation in the market. UX supplies these latest technologies for use in recently introduced vehicle models of well-established European premium brands. UX's current pre-development efforts address future customer needs and explore innovative technologies. UX investigates future display technologies, such as microLED, auto-stereoscopic 3D, In2Visible, privacy functions, interior sensing, haptic feedback and new kinematics solutions. Privacy functions allow certain display content to be blocked for specific viewing directions, i.e., content from the co-driver display is not shown in the driver's field of vision.

All UX products benefit from deep technology know-how, integration competencies and a broad partnership ecosystem supporting the transfer of innovative technologies from consumer electronics into vehicle technologies. UX focuses on creating a more innovative user experience by means of advanced augmented reality applications, extensive image sizes and projection distances, Scenic View

displays and projection solutions and is aiming to combine selected hardware solutions with appropriate content and services to create a more holistic user experience.

10.6.7 Key R&D Innovations in CM

No R&D activities are conducted within CM.

10.7 Manufacturing

As at December 31, 2024, AUMOVIO manufactured its products at 56 main manufacturing sites[10] located in 21 countries globally and close to its customers following a "local-for-local" approach. 39 of these sites combined manufacturing and R&D activities on site or close by, while 17 of these locations were exclusively for manufacturing purposes. The main manufacturing sites were distributed at a proportion of 3:7 between high-cost and best-cost countries.[11]

Overview of AUMOVIO's main manufacturing sites as at December 31, 2024; Manufacturing locations with fewer than 50 manufacturing employees are not shown.

In America, AUMOVIO has 13 main manufacturing sites, seven of which are pure manufacturing sites and six of which combine manufacturing and R&D activities. Of the 25 European main sites, 19 combine manufacturing and R&D activities, while six European main sites are pure manufacturing sites. In Asia and the Pacific region, AUMOVIO has 18 main manufacturing sites. AUMOVIO has twelve main manufacturing sites in China, three of which are pure manufacturing sites and nine of which combine manufacturing and R&D activities. Of the six main manufacturing sites in Asia and the Pacific region (without China), one is a pure manufacturing site and five combine manufacturing and R&D activities. The international presence of AUMOVIO enables proximity to its global customer base and to regional markets with differing regulatory and technological requirements and is intended to create a more flexible development and production structure in light of the current unstable geopolitical and volatile macroeconomic environment. In addition, AUMOVIO's global site strategy aims to provide flexibility for cost efficiency in its manufacturing and R&D activities.

AUMOVIO follows a "simultaneous engineering" approach based on a close cooperation between R&D and manufacturing. AUMOVIO's business areas develop and buy, jointly with the respective manufacturing sites, customized production equipment tailored to AUMOVIO's specific production requirements. AUMOVIO aims to utilize the same production equipment globally to ensure standardization and to leverage synergies. AUMOVIO's manufacturing sites include a state-of-the-art quality management system as well as tools and methods for the development of robust manufacturing processes. In addition, AUMOVIO aims to maintain an integrated Environment, Safety and Health and Energy Management System to ensure, improve and monitor environmental protection, energy efficiency and work-safety on site level.

---

[10] Locations with fewer than 50 manufacturing employees are not considered to be main manufacturing sites.

[11] With regard to production, Portugal, Greece, Cyprus and Turkey, as well as countries in Africa, Eastern Europe, Latin America, South America, Oceania (excluding Australia) and Asia (excluding Japan, South Korea and Singapore) are considered "best-cost" countries. The other countries and regions are regarded as "high-cost countries".

Manufacturing sites are either “Focus Factories” for bigger sites or “Production Segments” for smaller sites. A “Focus Factory” is a self-sufficient operational unit equipped with all necessary resources to ensure product delivery and quality, at efficient costs. A “Production Segment” structure is applied with the same aim but used if size of the business does not allow for self-sufficient “Focus Factories”.

New manufacturing sites have a modular expansion concept by which a manufacturing site can be ramped up gradually to adapt to increasing manufacturing demand. In the event of decreasing manufacturing demands, the modular concept allows certain production units to be closed. For AUMOVIO’s so-called “Factories of the Future”, AUMOVIO is using standards such as the green building rating system “Leadership in Energy and Environmental Design” (LEED) and standards and certifications developed by FM Global to establish buildings that are designed in a sustainable and resilient way. “Factories of the Future” also supports the focus area “carbon neutrality” with sustainable, energy efficient designs in line with AUMOVIO’s strategic focus on sustainability (see Section “10.20 *Sustainability and ESG*”). Regarding quality, AUMOVIO’s manufacturing sites cooperate with its Qualification Labs which are located in each region where AUMOVIO has manufacturing or R&D activities. For manufacturing, the Qualification Labs perform product validations on electronic and mechatronic products and support part submission warrant (PSW), i.e. the documentation confirming that the manufactured products meet the customer’s specifications, in cases involving technologically ambitious materials.

At its manufacturing sites, AUMOVIO uses big data applications, collaborative robots (***CoBots***) and autonomous, automated transport systems. The CoBots take on manufacturing tasks to reduce the workload of the employees and thus improve ergonomics. For instance, driverless transporters automatically bring material to the workstations, thereby increasing productivity.

In addition, AUMOVIO has implemented other solutions which will modernize the entire production process chain with the aim of achieving a smart, i.e., technology-driven, manufacturing process (***Industry 4.0 Solutions***), i.a., optical inspection using AI, automated fully integrated replenishment applications and process automation. With optical AI inspections AUMOVIO is able to monitor manufacturing activities remotely and more efficiently using AI algorithms to understand the visual image in optical inspection processes. Automated fully integrated replenishment applications enable AUMOVIO to optimize replenishment time and stock levels on shopfloors. Due to 63 developed Robotic Process Automation solutions, AUMOVIO is able to reduce manual effort and errors in repetitive tasks using digital applications.

As at December 31, 2024, over 40,000 employees in 56 plants in AUMOVIO were working with Industry 4.0 Solutions. This includes more than 1,500 installed robots and approximately 100 smart production lines. Overall, AUMOVIO collaborated with over 100 external partners for its Industry 4.0 Solutions. AUMOVIO’s efforts have been recognized with several awards, such as the 2018 Digital Transformer of the Year in the automotive category, the 2019 EXCHAINGE Supply Chain Management Award, and the 2022 VDA Logistics Award for "Touchless Material Flow”.

To further implement its digitalization strategy, AUMOVIO entered a transition phase in 2024, establishing the new "Digital Transformation" department within AOT consolidating all digital competencies in AUMOVIO’s manufacturing supply chain. The use of ML and AI is expected to further enhance efficiency through initiatives like predictive quality modelling, which allows data-based prediction of product and process related quality, and shopfloor digitalization for fast and effective data management. AUMOVIO aims to leverage the usage of AI and ML to predict equipment failures before they occur, reducing downtime and maintenance costs, and ensuring smoother manufacturing operations. With the implementation of AI-driven solutions across various manufacturing processes, AUMOVIO further aims to optimize production, improve quality control, and enhance decision-making capabilities. Furthermore, AUMOVIO plans to advance its logistics with touchless material flow systems, streamlining internal supply chains and reducing manual handling. AUMOVIO’s focus on digitalization and standardization is intended to secure high product quality across the manufacturing network and to further shorten time to market striving for optimal operational performance.

AUMOVIO’s production capacity is under constant review and adaptation for all business areas. Under- and over-utilization is actively managed by shifting capacity and engineers between manufacturing sites while capacity requirements are aligned with each business area across the sites network based on quarterly assessments of sites utilization and scale. If manufacturing footprint adjustments are required AUMOVIO shifts sites to best-cost countries. AUMOVIO intends to bundle capacity and to consolidate production volumes from all business areas in combined sites to further increase utilization and scale.

A restructuring program was launched in 2019, resulting in closures of manufacturing sites, e.g., in Spain, Portugal, and India. The program, which will include further closures, e.g., in Mexico and Germany, is expected to be completed by 2029. Beside these adaptations, manufacturing capacity was expanded for certain product lines, e.g., electronic brake systems and innovative display and operating solutions, as well as vehicle electronics such as HPCs and radar and camera solutions. In addition to investments on a global level, e.g., in relation to AUMOVIO's strategy to implement Industry 4.0 Solutions, investments were made primarily at locations in China, Mexico, Romania, Serbia, the U.S., Czech Republic, Lithuania, and Hungary.

10.8 Customers & Sales

10.8.1 Customers

AUMOVIO sells its products and solutions to its customers around the world and is a partner of virtually all major OEMs globally. In addition to OEMs, AUMOVIO sells its products and solutions to other suppliers in the value chain as intermediary who integrate the provided products as components in further developed assemblies and supply them to OEMs. The top five customers (BMW Group, Ford Motor Company, Mercedes-Benz Group, Stellantis Group, and Volkswagen Group) of AUMOVIO contributed each year approximately 50% to the annual consolidated sales of the group sector between 2021 and 2024. AUMOVIO delivers its products and solutions to customers in more than 40 countries. AUMOVIO has been able to achieve a strong market penetration among the major OEMs. In addition, AUMOVIO has a broad customer base in key emerging countries, including Mexico, Thailand, India and Brazil. Almost half of its sales were generated with customers in Europe (including Germany). In the Fiscal Year 2024, 26% of sales of the Automotive Group were generated in Germany. The top three German customers were BMW Group, Mercedes-Benz Group and Volkswagen Group. In Fiscal Year 2024, 24% of the sales of the Automotive Group were generated in Europe (excluding Germany). The top three customers in this region were Renault Group, Stellantis Group and Volkswagen Group. 22% of sales of the Automotive Group in the Fiscal Year 2024 were generated in North America with Ford, General Motors and Stellantis being the top three customers. 12% of sales of the Automotive Group in the Fiscal Year 2024 were generated in Asia (excluding China) with Hyundai Motor Group, Mazda and Toyota being the top three customers. 14% of sales of the Automotive Group in the Fiscal Year 2024 were generated in China with Geely, Mercedes-Benz Group (including Mercedes-Benz Group's local joint venture partner) and Volkswagen Group (including Volkswagen Group's local joint venture partners) being the top three customers. Less than 3% of sales of the Automotive Group were generated in other countries. Customers are listed in alphabetical order and were determined according to the location where AUMOVIO's products were sold (sold-to-region).

10.8.2 Sales

Automotive Group sales allocated by region on the basis of the domicile of the respective end-customer as invoice receiver ('*IFRS 15 – Revenue from Contracts with Customers*') for Fiscal Years 2024, 2023 and 2022:

	Germany	Europe excluding Germany	North America	China	Asia (excluding China)	Other countries	Total
				(Audited, unless otherwise noted)			
				(€ million)			
2024 Sales.....	5,012	4,785	4,267	2,719(*)	2,354(*)	511	19,648
2023 Sales.....	5,011	5,145	4,757	2,851(*)	2,559(*)	490	20,814
2022 Sales.....	4,140	4,517	4,556	2,967(*)	2,347(*)	452	18,979

(*) Unaudited figures.

10.8.2.1 *Sales Process*

AUMOVIO's sales processes support the complete product lifecycle from product development through series production and spare parts management.

For mature technologies, the sales process typically starts with a request for quotation from a potential customer. Once an agreement with the customer is reached, the technology or product, tailored to the

individual needs of the customer, will be developed and industrialized. AUMOVIO has already contracted a majority of potential sales for the mid-term and demonstrates a strong order intake momentum in HY 2025, which is expected to turn into sales. New products and their series supply generally last for the series production phase of the respective customers' end-products which is typically between five to ten years. Changes are handled according to the defined change management process.

In case of innovations and new technologies the sales force starts the acquisition at an early stage of vehicle design at the customer. Influencing the design and architecture of a product or system according to the platform strategy of AUMOVIO is an important factor to increase the probability to receive the business while aiming to generate value for the customer.

AUMOVIO undertakes various measures which aim at incentivizing OEMs to continue to use AUMOVIO's product portfolio. This includes following the concept of re-using and re-applying current technologies with future product updates and optimizations. AUMOVIO also approaches customers at an early stage of new product developments in order to jointly identify future customer needs for new technologies or to cooperatively further develop existing technologies. AUMOVIO strategically focusses to assist customers to decide and design new system architectures with the specifications they need. In doing so, AUMOVIO can leverage the breadth of its portfolio and its ability to support all the components needed for their vehicles as well as its strong systems and software development as what it believes are key selling propositions.

AUMOVIO tracks changes to customer orders on a regular basis and, in the event of unexpected increases or decreases, engages in direct discussion and negotiations with customers. Large increases are typically requested with a minimum of three to six months advance notice which provide AUMOVIO the opportunity to confirm or reject, ask for compensation of related costs or approval to manufacture in different lines or locations. Only a few agreements with OEM customers contain price-volume-matrices under which product prices are automatically adapted based on the volumes actually taken off by the customer during a specific period of time. In case volumes ordered by OEM customers materially deviate from the forecasted volumes, which set the basis of the initial prices calculations (e.g., due to large reductions of volume or cancellations), or if material prices or other costs materially increase, AUMOVIO and its OEM customers will usually enter into good faith discussions and re-negotiations of prices, including but not limited to amortization of engineering costs and amortization of investments (for further details please see Section "10.21.1 *Customer Agreements*").

10.8.2.2 *Sales Force Organization*

AUMOVIO's sales force is composed of central and decentralized teams. Cross-business-area, centralized sales teams organized by respective customers work collaboratively with sales teams focused on products for each business area. The sales teams jointly offer solutions for specific customer requirements and aim to ensure product and system expertise.

The cross-business-area central customer sales team (the ***Customer Sales Team***) functions as a point of contact between the customers and AUMOVIO's business areas and aims to optimize sales opportunities in the business areas. For the business areas, the sales representatives of the Customer Sales Team are customer specialists and responsible for understanding the customer processes and all other customer specifics, e.g., volume, organization, roadmaps, as well as terms and conditions. This expertise and the resulting information and analyses are used across the business areas as well as central functions. The sales representatives have knowledge about the market environment and the competition, the customers' needs and the opportunities in the customer's portfolio. They are also responsible for sales processes across the business areas, activities and negotiations, such as contract management, bundled acquisitions, overdues and resilience measures in the supply chain. The business areas are represented on each Customer Sales Team by customer sales managers being responsible for identifying and managing the acquisition of business opportunities and operational sales activities in the ordinary course of business in their respective area. The Customer Sales Team further links the operational business areas with the objective of optimizing sales opportunities across the business areas.

The product sales teams (the ***Product Sales Teams***) are responsible for all product- related sales activities in the business areas, e.g., product calculation and quoting. Each Product Sales Team closely collaborates with R&D and project management teams to create high-quality, customized and advanced products and solutions for customers. The Product Sales Team consists of sales representatives who support specific customers or groups of customers and work closely with the customer sales manager in the Customer Sales Team. In addition, the Product Sales Team consists of sales representatives fulfilling cross-customer, -product, and -business-area activities, e.g., sales planning. The sales representatives

work closely with the strategy and portfolio unit of the respective business area and the communications units, which are responsible for the communications and product strategy.

10.8.2.3 *Aftermarket Business*

For most of its business AUMOVIO serves the OEM demand for production of new vehicles. The Group's aftermarket business serves the need for replacement parts, consists of two outlet channels:

- **OES business**: After the end of series production, AUMOVIO typically continues the supply of spare parts to OEM customers until the contractually agreed end of delivery obligation. Depending on the contract the spare parts delivery obligation lasts up to fifteen years after the end of series production without volume commitments from the customer. These spare parts sales by OES are subject to different commercial and manufacturing conditions and negotiated separately from the series parts.
- **IAM business:** AUMOVIO also pursues wear and spare parts business for the IAM with a comprehensive portfolio of products for vehicle components and a variety of passenger-vehicle-related services. One focus area is the brake product portfolio with Automotive's Aftermarket (***AFM***) ATE brand. In addition, the AFM portfolio is complemented with a broad range of products under the VDO brand offering fuel systems, sensors and the recently launched ADAS sensors.

10.9 Communications and Brand

The communications and brand strategy at the level of the Group is developed under the global responsibility of the "Corporate Communications" unit being responsible for AUMOVIO's public brand image and communication across all Group levels.

The "Corporate Communications" unit is further responsible for the development and implementation of effective communication activities and maintains a diverse range of channels to reach and engage key internal and external audience. It provides support to business areas, regional offices and employees worldwide by communicating details on the product portfolio and the integral system solutions to the different target groups, including customers, business partners, suppliers, academia, public interest groups, media, end consumers and internal stakeholders. Furthermore, the unit is responsible for communication of financial information to investors, analysts, and financial media, including the distribution of annual and quarterly financial reporting. Crisis communication and issue management are also part of the unit's responsibilities.

In addition, the unit develops and presents a consistent brand image across all platforms and target groups. This includes adherence to AUMOVIO's corporate design guidelines and brand narrative, reinforcing AUMOVIO's identity and values.Operational communications at the level of the business areas corresponds to units areas mainly reflect the tasks of the "Corporate Communications" unit and ensure the definition and preparation of the relevant communications strategy for the product portfolio at the global and regional level. In addition, this area is involved both conceptually and operationally in the selection of distribution channels. Here, the overall global strategy is aligned with the business perspective of the business areas and the relevant markets.

At the regional level and at the level of the individual locations, the defined strategies are adapted to the specific needs and implemented. Here, both overarching topics and local topics are taken into account.

The organization of communications and of the brand architecture at these three levels enables AUMOVIO to present itself on a globally coordinated basis as a strong brand, while being close to its customers and their needs. The products and solutions offered by AUMOVIO are distributed primarily under the brand "AUMOVIO". In addition, the portfolio includes, i.a., the established brands "Elektrobit", "VDO", "ATE" and "Continental Engineering Services", which were transferred along with other brands as part of the Spin-off (please also see Section "3. *The Spin-off*").

10.10 Purchasing and Supplier Quality Management

AUMOVIO's purchasing organization comprises "Purchasing" and "Supplier Quality Management" (***SQM***) units. The purchasing unit is responsible for the supplier strategy and all commercial topics in connection with suppliers, e.g., supplier selection and negotiation of prices and other contract terms. The SQM unit is responsible for defining and ensuring component quality requirements in the course of the product lifecycle, including advanced quality planning during the design and development phases and quality controls during serial production. SQM supports, develops, and approves suppliers, technologies, and components in a timely manner, ensuring alignment with AUMOVIO's quality standards aiming at supporting supplier innovation and resilience. A focus of SQM is to monitor supplier

performance with an emphasis on proactive measures such as frontloading and prevention to support long-term quality of the supplied products and reliability of the suppliers. The structure of AUMOVIO's purchasing organization is designed to leverage the purchasing power for commercial, quality and technical related issues, while complying with human and environmental rights as well as sustainability standards in the supply chain.

More than 70% of the purchasing volume of AUMOVIO in Fiscal Year 2024 was procured at strategic suppliers. AUMOVIO considers its suppliers as strategic suppliers based on certain minimum criteria in terms of purchasing volume and strategic importance. The contractual relationships with the majority of all other suppliers are based on uniform templates that include a minimum set of terms in line with industry standards and internal best-practice. In addition, all suppliers are requested to sign AUMOVIO's "Business Partner Code of Conduct". The "Business Partner Code of Conduct" aims to prevent incidents in core risk areas like antitrust, money laundering, corruption and other fraudulent activities and safeguards other legal requirements.

AUMOVIO purchases components, raw materials, services and equipment. The majority of the components is procured by the central purchasing department which constitutes a central organization serving all business areas in order to maximize pooling of demand. AUMOVIO aggregates demand across its business areas with the aim to maximize the common leverage. In the case of a specific requirement from a business area, the procurement is executed by the respective business area with its own purchasing organization which is complimentary to the central purchasing organization. This is especially the case when the material in question is solely used by a specific business area.

Examples for centrally procured material groups are:

- electronics, consisting, i.a., of micro controller units, customer integrated circuits, passive components, discrete and standard integrated circuits and memories, sensors and sensor modules
- mechanics and electro-mechanics, consisting, i.a., of casting parts, machined and assembled components, plastics mechatronic parts and connectors, electro metal parts, stamped, forged and turned parts, printed circuit boards
- plastic components, rubber components, auxiliaries and resin (plastic granulates)

AUMOVIO is one of the largest automotive purchasers of electronic components, with an established presence in the automotive electronics sector. Its market position enables AUMOVIO to benefit from significant purchasing volumes, providing a strong bargaining position and cost efficiency across its supply chain.

Specific procurements from the business areas include, i.a., displays, electric motors, valve blocks, pressure sensor and NAD modules.

In addition, AUMOVIO procures non-production material (consisting of e.g., buildings and construction service, production equipment, engineering services, facility services, freight and transportation rates, packaging, services for human relations, travel, consulting, IT licenses, energy and spare parts).

Cost for materials represent the Automotive Group's largest cost item. In the Fiscal Year 2024, purchases of production materials comprised of a low double-digit billion amount (thereof, approximately 39% were spent on the purchase of semiconductors and other electronic components). The demand for non-production materials for the Automotive Group amounted to a low one-digit billion amount in the Fiscal Year 2024.

For production materials, AUMOVIO promotes a purchasing strategy where the sourced supplier provides production sites in the same region as the manufacturing location. The main sourcing regions in terms of spend are Europe, Asia, and North America. AUMOVIO applies a multi-source strategy wherever economically and technically feasible and possible. A multi-source strategy aims to manage capacity needs, mitigate dependencies on suppliers (i.e., niche technologies and suppliers), and creates competition to achieve competitive material pricing as well as an increased geopolitical resilience through regional presence.

As one of the largest automotive purchasers of semiconductors, AUMOVIO has developed in-house solutions to address approximately 20% of its purchasing volume with in-house "fabless" semiconductor solutions. AUMOVIO's in-house "fabless" semiconductor strategy is designed to build a cost-efficient, scalable, resilient, and innovation-driven semiconductor development framework tailored to meet the demanding standards of the automotive industry. By retaining ownership of specifications and tooling, and overseeing all aspects of design and verification, the fabless semiconductor strategy provides AUMOVIO with control over every critical stage of the design and the production of semiconductors.

For non-production materials the purchasing strategy aims at maximizing pooling and leverage opportunities by aggregating on a global level/scale, where same requirements and supplier portfolios apply, while heavily relying on local supplier strategies for certain commodities which require on-site presence or knowledge or rely on highly local supplier portfolios.

As at December 31, 2024, for production material, AUMOVIO had in total 2,631 suppliers (thereof 768 strategic suppliers representing 82% of AUMOVIO's total purchasing volume and 1,963 non-strategic suppliers). 31% of the total purchasing volume of AUMOVIO was purchased from its top ten suppliers. Single-sourcing accounted for less than two-thirds of the quantity of its purchased production materials. In Fiscal Year 2024, the share of multiple sourced production materials for new awards is significantly higher at a level of 56% of awarded purchase volume. There were over 25,000 suppliers in use for non-production materials and the top 100 suppliers in regards to spend made up approximately one-third of the total annual purchasing volume in the Fiscal Year 2024.

Purchasing organization for production materials

The purchasing and SQM units are organized in three dimensions. Material groups/clusters (***Category Management***) manage the material group (category) aspects related to production material including, but not limited to, pooling of knowledge and demand and as such represent the prime interface to the supplier market. Advanced Purchasing (***AP***) and Project Supplier Quality Management (SQM Pro) organizations exist within each business area to provide project specific support. Plant Purchasing (PP) and plant SQM handle all operational and plant specific purchasing and SQM topics.

Category Management is centrally organized for production materials and its main responsibilities within the purchasing unit include definition, management, and execution of purchasing strategies, supplier contract negotiations as well as annual price and capacity negotiations. With respect to SQM, Category Management includes the implementation of preferred supplier and component strategies including specific quality category requirements and the execution of general quality agreements. For each production material group, AUMOVIO maintains a strategic supplier list (***SSL***) and suppliers matching defined criteria will be included in this list. Criteria include, among others, a financial risk rating and the supplier automotive turnover. Any sourcing award given to a non-SSL supplier, must be approved by dedicated management committee.

The task of AP is to support the development activities on a project level. AP is involved at an early stage in the projects and is responsible for ensuring that sourcing of all new parts is completed, on time, at cost, and with an approved supplier. In addition, AP is responsible for utilizing the "Risk Supply Management System" to ensure that all high-risk components are replaced within the bill of material or an alternate supply risk mitigation plan is implemented. Project SQM utilizes, amongst others, processes for a successful introduction of new components, starting from the official supplier selection until the component introduction is completed.

Purchasing organization regarding non-production materials

Purchasing for non-production material is organized in four global category groups (Engineering Services & Infrastructure, Production Equipment, IT & Business Services, Freight & Packaging & Energy) with additional central support functions (processes methods & tools, controlling, operations) which contribute toward the overall efficiency of the purchasing process. The organization has standardized reporting by functional area, and roles are split into global and regional responsibilities in order to maximize global standardization while accounting for regional specific requirements.

Operational procurement activities (order processing, tail-spend management and administrative tasks) are centralized in three regions (EMEA, APAC and Americas) and serve the countries within their regions. The Category Management for "non-global" region, county or location specific material is also organized regionally. Automatization of order processing via coded material, e-catalog, and robotic process automation is a major efficiency driver which increases spend pooling, while ensuring compliance of spend to cluster strategies, policies and procedures.

Continental Group, Schaeffler Group and AUMOVIO have agreed on a purchasing cooperation for non-production-related goods and services. Further, Schaeffler Group and AUMOVIO plan to enter into an additional purchasing cooperation for production-related goods and services. Both purchasing cooperations will, in particular, grant regular exchange strategic supplier panels for selected material categories and seek to agree common terms and conditions for shared suppliers. However, the purchasing organizations are intended to be completely separated in organizational terms and no mutual exchange of any service work is intended. For details regarding the future relationship with the Continental Group after the Spin-off has taken effect, see Section "16.1 *Relationship with Continental Group*".

10.11 Supply Chain Management

The supply chain management (SCM) of AUMOVIO is headquartered in Frankfurt am Main, Germany, and is based on the combination of a centralized and decentralized setup. There are three main SCM areas, the "Central Automotive SCM", which monitors the group-wide SCM, the "Business Area SCM", which monitors the business area-specific SCM, and the "Plant SCM", which monitors the local SCM at individual manufacturing sites. The SCM areas are strongly linked in order to achieve a clear structure of the supply chain, the required transparency and agility and in order to support AUMOVIO's SCM activities to fulfil customer demands.

Automotive's SCM organization is guiding and supporting all activities along the complete supply chain, from suppliers to customers.

The "Transportation Management" unit is responsible for developing economic freight concepts and launching requests for quotation together with AUMOVIO's centralized purchase unit for non-production materials. It is also responsible for standardizing freight processes and freight rate structures, the implementation of all related processes, guidelines, systems and tools, as well as for initiating performance cost savings activities by using key performance indicators (KPI) dashboards and business reviews with strategic freight forwarders.

The "Material Flow and Packaging" unit intends to improve the transparency and optimization of packaging costs in close cooperation with the business areas, and is responsible for packaging tendering processes with AUMOVIO's centralized purchase unit for non-production materials, the development of global packaging standards, tools and systems, and supports the technical and legal compliance with regulatory requirements for packaging, in particular in the sustainability area. The "Material Flow and Packaging" unit further reviews AUMOVIO's sites to foster operational excellence and promotes cost improvement projects by supporting the business areas with regard to logistics related to facility planning and material flow projects.

The "Customers Supply Chain" unit provides a central customer interface, supports supply chain planning for customers as well as the operational business by defining and developing customer related SCM processes, i.a., by contract and tool management. The unit also coordinates customer processes, defines establishments or closures of customer order desks (***CODs***) functioning as interface between customers and manufacturing sites worldwide and coordinates existing CODs in the U.S., Germany, Japan, China and Thailand. In addition, the "Customer Supply Chain" unit calculates logistics costs for customer's request of quotations and develops customer logistics concepts. In the event of supply chain challenges, the unit analyses their impact on the supply chain and provides customer-specific solutions.

The "Supply Chain Network and Risk Management" unit establishes supplier networks and manages risks for AUMOVIO's supply chain performance. It develops and implements processes and instruments to support the organization achieving optimal inventory levels, balance the impact on working capital, meet customer demands and control logistics costs. In addition, the "Supply Chain Network and Risk Management" unit aims to strengthen financial resilience in the supply chain by the introduction of preferred sourcing models. The "Supply Chain Network and Risk Management" unit also negotiates SCM contracts with AUMOVIO's suppliers. The objective of the unit is to secure the entire supply chain stability from suppliers to customers. It identifies potential customer impacts in the case of major risk events and continuously improves the supplier evaluation and compliance for supplier contracts by developing and modifying the process to be able to control and steer the supply chain during stable as well as challenging times.

AUMOVIO's SCM organization focuses on strategic areas which are established in alignment with other functions like sales and purchasing to support the overall targets of AUMOVIO. These strategic areas are under regular review to ensure that they are aligned with the requirements of the overall targets and are implemented in the most efficient way.

Some of the defined strategic areas of the SCM organization include central electronic material procurement, innovation in material flow and warehousing as well as supply chain capacity management. The "Central Electronic Material Disposition" unit focusses on the centralization of ordering processes for electronic raw components into one overarching organization, supporting the business areas and manufacturing sites worldwide with one streamlined process and centralized steering, i.e., one interface being responsible for one supplier globally striving for lower complexity and lower inventory of approximately €200 million through increase of consignment stock on a yearly basis.

The "Innovation in Material Flow and Warehousing" unit focusses on investigating, piloting and implementing of new technologies for completely automated material flow. It provides automated

warehouses, autonomous mobile robots and indoor localization technologies to increase material and information flow transparency. The "Supply Chain Capacity Management" unit focusses on providing full transparency on available capacities and possible supply chain restrictions in order to have an early warning system in the event of issues.

10.12 Information Technology

AUMOVIO's IT systems are designed to support and improve the daily business processes of AUMOVIO with IT capabilities and to provide the management with financial and other information required to implement the strategy of AUMOVIO. The IT organization of AUMOVIO has been fully separated from the IT organization of Continental Group in the context of the Spin-off by September 2025 except for the IT related services for which AUMOVIO will receive support for a transitional period (please see Sections "16.1.3 *General Services*" and "16.2.1 *General Services*").

AUMOVIO's IT is currently organized in seven central competence centers (each a ***Competence Center***) and a regional organization that coordinates all local IT activities. The central IT competence centers are responsible for engineering applications, manufacturing applications and business applications, data, cloud & advanced technologies, information & cybersecurity, processes & governance as well as for infrastructure & platforms. The regional organization ensures a high level of standardization, best leverage of synergies and best practices across locations.

The Group's IT management comprises the following main aspects:

In the Competence Center "engineering applications", AUMOVIO manages engineering data from all disciplines of AUMOVIO (mechanical engineering, electronic engineering, systems and software engineering) and delivers this data along the value chain towards manufacturing. For this, the Competence Center relies on the application lifecycle management and product lifecycle management platform.

The Competence Center "manufacturing applications" is the partner for all manufacturing operations worldwide offering a wide-ranging portfolio that includes solutions for manufacturing lines, material flow and traceability on the shop floor.

The Competence Center "business applications" operates the ERP (enterprise resource planning) system with its business processes such as accounting, controlling, sales, purchasing, production, warehousing, quality control and human resources, to integrate software developments and to develop them further with the respective departments.

The Competence Center "data, cloud & advanced technologies" enables cloud computing and provides platforms in the areas of data, low-code/no-code, robotic process automation and artificial intelligence.

The Competence Center "information and cybersecurity" under the lead of AUMOVIO's chief information security officer drives the continuous evaluation and strengthening of AUMOVIO's security posture. The department covers information security tasks as well as technical security responsibilities. It includes AUMOVIO's security operations center for both offensive and defensive security measures like vulnerability management, penetration testing or intrusion detection & response.

The Competence Center "processes and governance" monitors that IT operations and services adhere to AUMOVIO's IT standards and policies. This includes IT case, IT emergency and IT risk management. In addition, the department manages IT hosted external licenses and provides the overall service management framework for IT.

The Competence Center "infrastructure and platforms" provides the infrastructure and platform ecosystem for AUMOVIO's IT services. All IT applications and services are built upon this ecosystem and building blocks provided by the Competence Center are structured on the basis of IT infrastructure technological layers.

For the IT systems used by AUMOVIO (i.e., any hardware and software, including but not limited to computers, networks, servers and database systems), a logical separation has been completed, with some IT systems operating on a cross-company basis at the beginning. The objective of implementing the operational independence of AUMOVIO's IT application structure and infrastructure was achieved as at August 31, 2025 (except for the services which are subject to the transitional general services agreements, see below).

Each of the companies of the Continental Group is the owner of rights in proprietary software and a party to contracts with external IT providers. Software and contracts which are used exclusively by AUMOVIO were transferred to AUMOVIO as part of the Spin-off. In addition, AUMOVIO has been granted rights of

use relating to proprietary software of the Continental Group based on license agreements. Some of these licenses bear royalties.

To the extent that a separation has not been completed by the time the Spin-off is registered with the commercial register, companies of the Continental Group enable AUMOVIO for a certain transition period of not more than 18 months after the registration of the Spin-off with the commercial register the temporary joint use of IT resources (networks, servers, applications and data), to the extent permitted by law, in accordance with the transitional general services agreements with Continental AG, ContiTech Deutschland GmbH and ContiTech Vibration Control GmbH (for information in this regard, see "16.1.3 *General Services*" and "16.2.1 *General Services*") and related statements of work, and provide to AUMOVIO ancillary services such as maintenance and support, as well as certain other services currently provided by the IT functions of the Continental Group.

10.13 Intellectual Property

The intellectual property strategy of AUMOVIO aims to protect and enhance the competitive position in the various geographic locations in which it operates. This aim is pursued by the effective management of the intellectual property rights, including patents, utility models, design rights, trademarks, domains and know-how.

10.13.1 Trademarks, Designs and Domains

As at June 30, 2025, AUMOVIO's trademark portfolio includes approximately 4,100 trademark applications and registrations globally and covers trademarks like "AUMOVIO", "ATE", "VDO", "PlaxidityX", and "Elektrobit". Further, in some cases, AUMOVIO has in-licensed a limited number of trademarks from third parties.

In October 2024, AUMOVIO has started a process for creating an independent corporate identity. This process also includes the protection of the corporate identity under trademark law by filing for trademark applications and registrations for the "AUMOVIO" name.

AUMOVIO owns approximately 100 trademark applications and registrations for the core element of the new company name "AUMOVIO" as a word mark as well as for the Chinese transliterations of "AUMOVIO". As part of its naming strategy, AUMOVIO seeks to protect its new brand name widely in more than 60 relevant countries and has launched an extensive process of trademark filings in April, 2025.

As at the date of this Prospectus, there are no pending infringement proceedings against AUMOVIO (i.e., which allege that AUMOVIO has infringed third- party trademark rights), and no cancellation actions directed against AUMOVIO's trademarks that might have a material negative impact on AUMOVIO's business.

The automotive industry has been the target of product piracy in the past. For example, counterfeit products copying AUMOVIO's brake sensors and other products appeared in Germany, China, and other markets. AUMOVIO expects that third parties will continue to produce and distribute counterfeit products using AUMOVIO's trademarks in the future. Such products are usually sold at significantly reduced prices. AUMOVIO may lose market share to producers of counterfeit products. Furthermore, the lower quality standards of counterfeit products may damage AUMOVIO's trademarks' and products' reputation and image if customers unwittingly purchase counterfeit products and experience product failures or poor performance. AUMOVIO determines how to enforce its trademark rights against counterfeiters on a case-by-case basis.

For the license agreement governing the use of the "Continental" trademarks and logos before and after the Spin-off has taken effect, please see Section "16.1.7 *Intellectual Property Rights (Trademarks)*".

Further, as at June 30, 2025, AUMOVIO owns approximately 220 registered designs.

As at June 30, 2025, AUMOVIO owns approximately 600 domains, many of them relating to the trademarks "ATE" and "VDO" and the company name "AUMOVIO". All of these domains are registered under a large number of country-specific and generic top-level domains such as ".de", ".us", ".com" and ".org".

10.13.2 Patents

As at June 30, 2025, AUMOVIO owns a patent portfolio of approximately 21,000 granted patents, registered utility models as well as pending patent applications worldwide, especially in the respective own and competitors' key markets and in the countries of own and competitors' key manufacturing and

R&D sites. AUMOVIO owned the majority of this patent portfolio already prior to the Spin-off taking effect. The part of the patent portfolio which was not in the ownership of AUMOVIO was acquired from the Continental Group as part of the Spin-off. AUMOVIO and the Continental Group as part of the Spin-off also entered into several mutual license agreements which grant licenses for defined granted patents, registered utility models as well as pending patent applications. For details on the granted licenses between AUMOVIO and the Continental Group, see Sections "16.1 *Relationship with Continental Group*" and "16.1.12 *Supply Relationship*".

AUMOVIO's patent portfolio is generally not based on the ownership of a few base patents but rather aims for a broad protection of its present and future product lines, technology and search fields by many patents. By this concept AUMOVIO aims to compensate losses of individual patents by having one or more patents directed to different aspects of a product or technology.

In some cases, AUMOVIO has in-licensed certain patents (and respective know-how) from third parties. For example, a non-exclusive license was attained from IPGATE AG for patents in relation to electronic brake systems, from Immersion Software Ireland Ltd. in relation to patents in the field of haptic technology and from Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V. in relation to patents in the field of the ETSI Journaline Standard for digital auto broadcasting.

Some patents of AUMOVIO's patent portfolio are licensed out as a residual from former acquisitions. Usually, such "back-licenses" are given to the former mother companies of acquired entities, as e.g., in the case of the demerger of AUMOVIO from Siemens. Other back-licenses of AUMOVIO are granted to former owners of patents and patent applications. In this regard, AUMOVIO granted back-licenses, i.a., for patents related to seating systems for passenger vehicles containing an air-compressor to Bosch.

AUMOVIO also licensed-out certain technologies to third parties, e.g., all owned patents and patent applications in the field of road data and vehicle localization to Qualcomm Technologies Inc. and its subsidiary RoadDB B.V.

AUMOVIO entered into several cross-license agreements with third parties, i.a., with ams OSRAM following the termination of their Joint Venture in 2020 and with several other third parties resulting out of development cooperations. Examples are with Apple Inc. and BMW AG in the field of UWB-based car accessing systems or with Knorr-Bremse Systeme für Nutzfahrzeuge GmbH in the field of advanced driver assistance systems for heavy and medium duty commercial vehicles. AUMOVIO and Schaeffler AG are also parties of certain cross-licensing agreements whereas AUMOVIO has licensed out to Schaeffler AG, formerly Vitesco Technologies GmbH, patents and other (technical) intellectual property rights relating to former Vitesco Technologies products that were on the market or already in development at the time of Vitesco Technologies' carve-out from Continental in 2021, including for use in certain future developments of these products. AUMOVIO has in-licensed from Schaeffler AG, formerly Vitesco Technologies GmbH, patents and other (technical) intellectual property rights related to AUMOVIO's field of use.

For the mutual license agreements concluded between AUMOVIO and the Continental Group please see Section "16. *Certain Relationships and Related-Party Transactions*".

With the objective to protect itself from patent attacks of patent assertion entities (also known as patent trolls), AUMOVIO has entered into so-called "license on transfer" (***LOT***) agreements with respect to its patents, namely a certain patent LOT agreement with Intel Corporation dated March 25, 2020, and a certain LOT agreement with LOT Network Inc. dated March 23, 2020. Under these agreements, AUMOVIO and the other participants of the respective Intel or LOT network, as applicable, agree not to have their involved patents used by patent assertion entities to sue other participants, and grant each other a license under their respective patents, with any such license becoming automatically effective only in case such patents are being transferred or exclusively licensed to a patent assertion entity. Transfers of patents as part of spin-outs, mergers or change of controls are, however, carved out as trigger events for such automatic license. AUMOVIO is obligated to commit any subsequent acquirer or licensee of any involved AUMOVIO patents to be bound by, and at all times comply, with the provisions of the respective agreements.

AUMOVIO also entered into a membership and license agreement with RPX Corporation (***RPX***) to further reduce patent risks. RPX is an international risk management service provider for patents and owns a significant amount of patents relevant for the automotive industry which it licenses to its members. RPX also functions as mediation body for its members in the case of potential patent breaches. With its membership in the RPX network AUMOVIO is able to settle lawsuits through RPX buying patents which AUMOVIO may infringe.

10.13.3 Unregistered Intellectual Property Rights

In addition to AUMOVIO's extensive portfolio of patents and utility models covering various technologies, a significant portion of its proprietary knowledge, technologies and methodologies is safeguarded through unregistered intellectual property rights. These include copyrights in proprietary software and technical specifications, which, although not formally registered, are relevant to AUMOVIO's technological advancements and product offerings.

Regarding proprietary software, AUMOVIO for example holds the rights to the source code for specific sensor adaptations and system integrations, in respective diagnostic tools and test automation for software integration as well as detailed system architectures and technical product specifications. In most cases, proprietary software is developed in-house by AUMOVIO (including the software developed under the brand PlaxidityX and almost all software developed unter the Elektrobit brand) and third-party developers are only involved to a minor extent.

Beyond proprietary software rights, AUMOVIO's unregistered intellectual property rights comprise for example manufacturing know-how, technical product specifications, and compounding recipes. Such know-how and recipies may involve unique methods of combining raw materials, optimizing production efficiency, and ensuring product quality.

10.14 Employees

The following table shows the number of employees of the Group based on headcount[12] as at June 30, 2025, and December 31, 2024, 2023 and 2022 broken down by business areas:

	Number of employees as at			
	June 30, 2025	December 31, 2024	December 31, 2023	December 31, 2022
		(*unaudited, unless otherwise noted*)		
Autonomous Mobility (AM)	15,145	16,326	18,272	16,948
Architecture and Network Solutions (ANS)	25,266	26,353	29,097	26,535
Safety and Motion (SAM)	32,369	34,019	36,775	35,120
User Experience (UX)	11,567	13,002	14,838	15,434
Contract Manufacturing (CM)	494	772	1,478	2,184
Other/Holding/Consolidation	1,935	2,273	2,806	2,862
Total	**86,776**	**92,745**	**103,266**	**99,083**

The following table shows the number of employees of the Group based on headcount as at June 30, 2025 and December 31, 2024, 2023 and 2022 broken down by geographic location:

	Number of employees as at			
Employees by region	June 30, 2025	December 31, 2024	December 31, 2023	December 31, 2022
		(*unaudited, unless otherwise noted*)		
Germany	17,728	19,326	22,180	22,791
Europe excluding Germany	29,396	31,174	33,328	31,296
North America	14,351	15,940	19,564	18,077
Asia Pacific	23,619	24,626	26,622	25,256
Other countries	1,682	1,679	1,662	1,663
Total	**86,776**	**92,745**	**103,266**	**99,083**

There has been no material change in the number of employees in the period from June 30, 2025 until the date of the Prospectus.

10.14.1 Collective Agreements / Works Council Structure / Co-Determination

As customary in AUMOVIO's industry, many of the Group's employees are organized in country-specific trade unions. In some countries in which the Group operates it is bound by collective bargaining

[12] Headcount includes all employees of AUMOVIO, including leased employees, but excluding apprentices, interns, employees with suspended contracts, and employees with special-wage (*geringfügige Beschäftigung*) or similar contracts.

agreements with trade unions, which cover various basic terms and conditions of employment. Various Group companies are members of employers' associations. In particular, most German Group companies are members of employers' associations (*Arbeitgeberverbände*) of the metal and electronics industry while some individual locations in Germany are members of employers' associations of the chemical industry.

In most countries, particularly in those with the largest number of employees (e.g., Germany, Romania and Hungary), employee representative bodies have been established. For example, in Germany several local works councils (*Betriebsräte*) are in place at various establishments of Group companies. There are also company works councils (*Gesamtbetriebsräte*), economic committees (*Wirtschaftsausschüsse*) and company spokespersons committees (*Unternehmenssprecherausschüsse*) established for CAT GmbH and most of its German subsidiaries. In addition, the company works councils may decide to establish a group works council (*Konzernbetriebsrat*) and the company spokespersons committees may decide to establish a group spokespersons committee (*Konzernsprecherausschuss*) at the level of AUMOVIO SE. These bodies have various information and consultation rights relating to personnel, social and economic matters, such as dismissals or changes in compensation or benefit systems, and in the case of restructurings or redundancies. Six German Group companies and one Hungarian Group company have co-determined supervisory boards. For the SE works council to be established at AUMOVIO SE and the co-determination of the Supervisory Board see Section "15.3 *Supervisory Board*".

Various Group companies have entered into agreements with works councils or other employee representative bodies covering a range of topics including grievance procedures, training and development, working conditions and family and parental leave. Some collective agreements applicable to the Group impose obligations and restrictions on the Group that may adversely affect its flexibility to undertake adjustments to its workforce, restructurings, reorganizations and similar corporate actions. In addition to the protections which its employees generally have under applicable employment laws, some employees of the Group enjoy various forms of special protection against dismissal included in collective agreements. Based on this protection ordinary dismissals of these employees are in general not possible or are specific requirements. In Germany, there are no site guarantees, but there are social collective agreements in place in Rheinböllen and Babenhausen with agreed minimum staff numbers in the course of active restructuring. As a significant number of employees is unionized, wage costs are dependent on collective bargaining agreements. Therefore, good relationships with its employees, employee representatives and trade unions are important to the Group. The Group aims to foster these relationships to ensure a fair balance between the needs of the organization and the workforce. New collective bargaining agreements are currently being negotiated in a number of countries, including Finland and Italy. Strikes are more common during the negotiation phase.

10.14.2 Remuneration Structure

AUMOVIO operates a group-wide compensation policy as the default structure with respect to the ratio between fixed and variable remuneration. Positions are evaluated with the Hay grading method leading to job level (grade), if not stipulated otherwise by collective bargaining agreements (i.e., tariff systems in Germany, Austria, France). Employees receive a fixed gross monthly salary according to their job level and experience. Depending on national or local collective agreements or company directives, further payments and benefits are added: e.g., company car allowance, health care benefits, anniversary benefits.

In non-tariff-bound countries, white collar employees, executives and senior executives of AUMOVIO are entitled to a short-term incentive (***STI***). The STI rewards the contribution made in the previous fiscal year to achieving AUMOVIO's strategic financial goals. Already for the period beginning in 2025, the STI takes into consideration AUMOVIO's financial tasks as well as individual contribution (performance). Executives and senior executives of AUMOVIO are also entitled to long-term incentive (***LTI***) payments, based on the fulfilment of specific AUMOVIO and individual long-term incentive targets over a vesting period of three years. The LTI is paid exclusively in cash. Insofar as tranches of the LTI programmes, that have not yet been completed according to plan, are linked to the share price of Continental AG, an adjustment may be made in order to take appropriate account of any direct effects of the Spin-off. The LTI plan for the period beginning in 2025 provides that the key performance indicators shall be linked to targets of AUMOVIO, conditional upon the Spin-off occuring. With regard to the sustainability criteria, conditional upon the Spin-off occuring, two different sets of criteria will apply for the employees of the remaining Continental Group and for the employees of AUMOVIO. AUMOVIO also reserves its right to review the group of eligible employees and the terms of the LTI plans at a later date with effect for future tranches and to further align them with the focus of AUMOVIO. Moreover, AUMOVIO SE reserves its right

to consider the introduction of new share-based remuneration plans. For further information regarding the remuneration of the Executive Board and the Supervisory Board please see Sections "15.2.4 *Remuneration and other Benefits of the Members of the Executive Board*" and "15.3.4 *Remuneration of the Members of the Supervisory Board*".

10.14.3 Recruitment and Training

The Group places great value on a fair, transparent and candidate focused hiring process to attract and select highly competent employees, coming from externally or internally. Same attention is placed on retaining employees by providing them with regular professional training to enhance their skills and qualifications and strengthen their identification with the Group.

10.14.4 Pension plans and other long-term employment benefits

10.14.4.1 *Pension plans*

In addition to statutory pension insurance, the majority of employees are also entitled to participate in defined benefit or defined contribution plans after the end of their employment.

The Group's pension strategy is focused on switching from defined benefit to defined contribution plans in order to offer both employees and the relevant employer company a sustainable and readily understandable pension system. Many defined benefit plans have been closed for new employees or future service and replaced by defined contribution plans. In countries in which defined contribution plans are not possible for legal or economic reasons, defined benefit plans have been optimized or changed to minimize the associated risks of longevity, inflation and salary increases.

10.14.4.2 *Defined benefit plans*

Defined benefit plans include pension plans, termination indemnities regardless of the reason for the end of employment and other post-employment benefits. As a result of the significant increase in the number of employees in recent years and the high level of acquisition activity, pension obligations essentially relate to active employees. As at December 31, 2024, the defined benefit pension plans of AUMOVIO cover 7,455 beneficiaries, including 58,005 active employees, 14,087 former employees with vested benefits and 15,363 retirees and surviving dependents. The pension obligations are concentrated in three countries: Germany, the U.S. and UK, which account for more than 95% of total pension obligations.

The weighted average term of the defined benefit pension obligations is approximately 15 years. This term is based on the present value of the obligations.

Germany

In Germany, the Group provides pension benefits through the cash balance plan, prior commitments (legacy plans) and deferred compensation.

The retirement plan regulation applicable to active members is based primarily on the cash balance plan and thus on benefit modules. When the insured event occurs, the retirement plan assets are paid out as a lump-sum benefit, in installments or as a pension, with the form of payment generally depending on the amount of the retirement plan assets. There are no material minimum guarantees in relation to a particular amount of retirement benefits.

Pension plans transferred to or assumed by the Automotive Group in the context of acquisitions (Siemens VDO, Temic, Teves) were included in the cash balance plan. For the main German companies, the cash balance plan is partly covered by funds in contractual trust arrangements (***CTAs***). In Germany, there are no legal or regulatory minimum funding requirements.

The CTAs are legally independent from the company and manage the plan assets as trustees in accordance with the respective CTAs. In the financial year 2022, Continental AG repurchased shares in ContiTech AG, Hanover, from Continental Pension Trust e.V. in the amount of €476 million (***Purchase Price***). In addition, an additional purchase price amounting to €21 million (***Additional Purchase Price***) for the sale of the current compensation by ContiTech AG was agreed upon. The Purchase Price was settled on January 31, 2024; the Additional Purchase Price was settled on January 31, 2023 (Purchase Price and Additional Purchase Price together as the ***Repurchase Price***). The corresponding Repurchase Price was invested within the capital investment. The capital investment and the Repurchase Price receivable of Continental Pension Trust e.V., Hanover, fulfil the criteria of plan assets under '*IAS 19 – Employee Benefits*', and are thus netted with the corresponding obligation. In addition, compensations amounting to €30 million for interest and dividend payments to Continental Pension Trust e.V., Hanover, increased plan assets.

€335 million of the Purchase Price, €15 million of the Additional Purchase Price and €21 million of the compensations for interest and dividend payments, increasing plan assets, are attributable to the Automotive Group.

According to current restructuring plan of the existing CTA structure, parts of the plan assets held under the internal Continental trustee (Continental Pension Trust e. V., ***CPT***), initially consisting of the three business units of Continental AG, Continental Reifen Deutschland GmbH, shall be transferred to a successor CTA with the already existing internal Automotive trustee (Continental Automotive Pension Trust e. V., ***CAPT***). Going forward, it is envisaged to separate the plan assets held under the CPT CTA in the way that CPT will exclusively manage plan assets of Continental AG and Continental Reifen Deutschland GmbH. The plan assets held under the CPT CTA and allocated to former Continental Teves AG & Co. oHG shall be transferred to and managed by CAPT. In order to implement such transfer, CAT GmbH and CAPT will enter into an identical successor contractual trust agreement and the relevant plan assets will transfer in accordance with the existing contractual trust agreements concluded with CPT. It is envisaged to implement the successor CTA and to complete the plan asset transfer in Q3 2025.

The Group also supports private contributions through deferred compensation schemes.

Deferred compensation is essentially offered through a fully funded multi-employer plan (***Höchster Pensionskasse VVaG***) for contributions up to 4% of the assessment ceiling in social security. The pension contribution fund ensures guaranteed minimum interest for which the Group is ultimately liable under the German Company Pensions Law. The Company is not liable for guarantees to employees of other companies. This plan is accounted for as a defined contribution plan.

Entitled AUMOVIO employees can use the cash balance plan for deferred compensation contributions above the 4% assessment ceiling. This share is funded by insurance annuity contracts.

U.S.

Owing to the acquisition history of the Continental Group, AUMOVIO has various defined benefit plans in the U.S., which were closed to new entrants and frozen to accretion of further benefits in a period from April 1, 2005, to December 31, 2011. In 2017, acquisitions also included an open defined benefit plan for unionized employees.

The closed defined benefit plans are commitments on the basis of the average final salary and cash balance commitments. The defined benefit plans for unionized and non-unionized employees are based on a pension multiplier per year of service.

The closed defined benefit plans have been replaced by defined contribution plans, predominantly the so-called 401(k) Savings Plan. Defined contribution plans apply to the majority of active employees in the U.S.

Due to the rise in interest rates, further efforts are currently being made to push for additional funding.

The plan assets of the defined benefit plans are managed in a master trust. Investment supervision was delegated to the Pension Committee, a body appointed within Continental Group. The legal and regulatory framework for the plans is based on the U.S. Employee Retirement Income Security Act (ERISA).

The trust structure can be continued unchanged after the Spin-off taking effect, although the Pension Committee for the Continental Group will no longer be able to act for AUMOVIO after the Spin-off has taken effect. Therefore, a new Pension Committee must be established for the Group.

The valuation of the financing level is required on the basis of the ERISA framework. The interest rate used for this calculation is the average rate over a period of 25 years and therefore currently higher than the interest rate used to discount obligations under '*IAS 19 – Employee Benefits*'. The statutory valuation therefore gives rise to a lower obligation than that in line with '*IAS 19 – Employee Benefits*'. There is a regulatory requirement to ensure minimum funding of 80% in the defined benefit plans to prevent benefit curtailments.

UK

After the Spin-off has taken effect, AUMOVIO will continue to maintain two defined benefit pension plans (the ***Plans***) in the UK. The Plans were closed to new entrants in the period between April 1, 2002, and November 30, 2004. AUMOVIO provides defined contribution plans for employees who have joined the Group since the Plans' closure.

As of July 31, 2017, the Mannesmann UK Pension Scheme was frozen to further accrual of benefits. It was replaced by a defined contribution plan for active employees with effect from August 1, 2017.

AUMOVIO's pension strategy in the UK is focused on de-risking the Plans' liabilities, including potentially by purchasing annuities with one or more insurers.

The Plans are managed by trustees, which are independent from the Group (***Trustees***). The Trustees have an obligation to act in the interests of their respective Plans' beneficiaries, in accordance with the Plans' governing documentation and applicable law.

The Plans' respective funding positions, and any contributions which are required to address any funding deficit calculated on the Plan-specific "technical provisions" basis, as agreed between AUMOVIO and the Trustees, are determined every three years through actuarial valuation conducted by the Plan actuary.

The most recent actuarial valuations of the Plans revealed the following results:

Continental Teves UK Employee Benefit Scheme (valuation date as at December 31, 2023): As there is a significant funding surplus, no recovery plan is required, no deficit repair contributions will be payable, and it has been agreed that employer contributions in respect of future service and trustee expenses can be met from surplus assets. Mannesmann UK Pension Scheme (valuation as at March 31, 2022): The employer agreed to pay deficit repair contributions of GBP 175,000 per month until March 31, 2023, and a minimum monthly endowment of GBP 200,000 per month for the period from April 1, 2023, to August 31, 2026. In the most recent available funding update prepared as at March 31, 2024, the plan actuary anticipated that the Mannesmann UK Pension Scheme would be fully funded on the statutory actuarial basis by December 31, 2024. The next formal actuarial valuation of the Mannesmann UK Pension Scheme is currently being prepared as at March 31, 2025.

Currently, both Plans benefit from a "Parent Company Guarantee" (the ***PCG***) from Continental AG subject to a maximum cap, which will need to be released after Spin-off has taken effect and potentially replaced by a guarantee from AUMOVIO. Discussions with the Trustees of each Plan as regards the potential impact of the Spin-off on the Plan and the associated release and potential replacement of the PCG are ongoing.

The Spin-off will not affect the commitments provided under the Plans to eligible former and current employees. If the investment strategy of a Plan is adjusted due to the impact of the Spin-off on the Plan, this may impact the investment returns of the Plan. Provisions for obligations arising from pension commitments will be made by the Group.

10.14.4.3 *Defined contribution plans*

The Group offers its employees pension plans in the form of defined contribution plans, particularly in the U.S., the UK, Japan and China. Not including social security contributions, expenses from defined contribution pension plans amounted to €33 million in Fiscal Year 2024 (Fiscal Year 2023: €34 million, Fiscal Year 2022: €33 million).

10.14.4.4 *Other long-term employment benefits*

Other employee benefits include provisions for partial early retirement programs and anniversary and other long-service benefits. The provisions for partial early retirement are calculated using a discount rate of 2.75% (Fiscal Year 2023: 3.33%, Fiscal Year 2022: 2.93%). Provisions for anniversary and other long-service benefits were calculated using a discount rate of 3.34% (Fiscal Year 2023: 0.0%, Fiscal Year 2022: 0.95%). In accordance with the option under '*IAS 19 – Employee Benefits*', the interest component is reported in the financial result. Other long-term employee benefits amounted to €220 million in Fiscal Year 2024 (Fiscal Year 2023: €225 million, Fiscal Year 2022: €194 million).

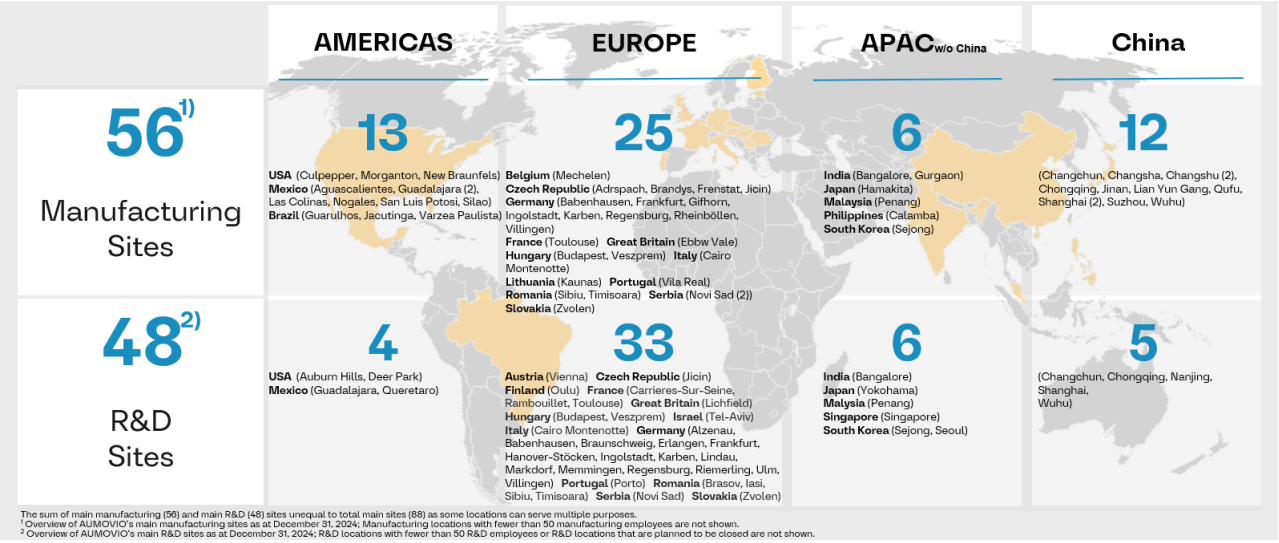
10.14.5 Employee Litigation

The Group is exposed to employee litigation globally at levels which the Company believes are customary for a Group of AUMOVIO's size in its industry, including claims for unfair dismissal and damages. In France, however, the Group experiences a significant number of lawsuits, which in several cases involve amounts in dispute of over €100,000 and in one case approximately €5 million.

10.15 Properties & Plants

As at the date of this Prospectus, AUMOVIO operates at 88 main sites in 25 countries for its manufacturing and R&D activities comprising of 56 main manufacturing and 48 main R&D sites.[13] In addition to these main sites, AUMOVIO operates at smaller manufacturing and R&D sites and maintains further sites for certain business purposes, e.g., sales offices.

[13] Total sum does not equal to 88 as some sites are operated for both, manufacturing and R&D purposes.



The international presence of AUMOVIO enables proximity to its global customer base and to regional markets with differing regulatory and technological requirements and is intended to create a more flexible development and production structure in light of the current unstable geopolitical and volatile macroeconomic environment. In addition, AUMOVIO's global site strategy aims to provide flexibility for cost efficiency in its manufacturing and R&D activities. In line with this strategy, AUMOVIO's property management is organized decentralized, i.e., the responsibility remains with the respective local entity which is, however, supported by AUMOVIO centrally.

Members of AUMOVIO hold rights of ownership or similar rights in the majority of the real estate used for AUMOVIO's business activities. Other real estate is leased.

Certain restructuring measures were announced including the phase-out of certain sites. AUMOVIO currently prepares and evaluates the sale of the respective real properties. For Gifhorn, most of the site has already been sold (although ownership will not be transferred until January 1, 2028). AUMOVIO signed an agreement under which Mutares SE & Co. KGaA will acquire AUMOVIO's drum brakes production and R&D location in Cairo Montenotte, Italy. As part of the acquisition, Mutares SE & Co. KGaA will take over all employees and business activities of the location; the divestment is subject to customary closing conditions and approvals and is expected to close in the fourth quarter of 2025. Further options to dispose of real property that is not required for AUMOVIO's operations are currently being evaluated. The following table shows AUMOVIO's main manufacturing and R&D sites as at June 30, 2025.

City (Number of Main Sites)	Use for Manufacturing/ R&D (Number of Main Sites)	Business Areas	Owned/ Leased
Europe			
Adrspach (1), Czech Republic	Manufacturing, R&D*	SAM	Owned
Alzenau (1), Germany	R&D	SAM	Owned
Babenhausen (1), Germany	Manufacturing, R&D	UX	Owned
Brandys nad Labem (1), Czech Republic	Manufacturing, R&D	ANS; UX	Leased/ Owned
Brasov (1), Romania	R&D	ANS (Elektrobit)	Leased
Braunschweig(1), Germany	R&D	ANS (Elektrobit)	Leased
Budapest(2), Hungary	Manufacturing, R&D (1); R&D (1)	AM; ANS; CM; SAM	Owned/ Leased
Cairo Montenotte(1), Italy[14]	Manufacturing, R&D	SAM	Owned
Ebbw Vale (1), Great Britain	Manufacturing	SAM	Leased
Erlangen (1), Germany	R&D	ANS (Elektrobit)	Leased
Frankfurt am Main (1), Germany	Manufacturing, R&D	AM; SAM	Owned/Leased
Frenstat pod Radhostem (1), Czech Republic	Manufacturing	ANS	Owned

[14] An agreement for the divestment of the Cairo Montenotte site has been signed. Transfer of ownership is intended to take place in the fourth quarter of 2025.

City (Number of Main Sites)	Use for Manufacturing/ R&D (Number of Main Sites)	Business Areas	Owned/ Leased
Gifhorn (1), Germany	Manufacturing	SAM	Owned[15]
Hanover-Stöcken (1), Germany	R&D	SAM	Leased
Iasi (1), Romania	R&D	AM; ANS; SAM; AOT	Owned
Ingolstadt (1), Germany	Manufacturing, R&D	AM; ANS; SAM	Owned
Jicin (1), Czech Republic	Manufacturing, R&D	SAM	Owned
Karben (1), Germany	Manufacturing, R&D	UX; AOT	Owned/Leased
Kaunas (1), Lithuania	Manufacturing	AM; ANS	Owned
Lichfield (1), Great Britain	R&D	AOT	Owned
Lindau (1), Germany	R&D	AM	Leased
Markdorf (1), Germany	R&D	ANS	Leased
Mechelen (1), Belgium	Manufacturing	SAM	Owned
Memmingen / Benningen (1), Germany	R&D	AM	Owned
Novi Sad (3), Serbia	Manufacturing** (2); R&D (1)	AM; ANS; UX	Owned/ Leased
Oulu (1), Finland	R&D	ANS (Elektrobit)	Leased
Paris (1), France	R&D	ANS (Elektrobit)	Leased
Porto (1), Portugal	R&D	AOT	Leased
Rambouillet (1), France	R&D	ANS	Owned
Regensburg (1), Germany	Manufacturing, R&D	ANS; SAM; AOT; CM	Owned/Leased
Rheinboellen (1), Germany	Manufacturing	SAM	Owned
Riemerling (1), Germany	R&D	AM	Leased
Sibiu (1), Romania	Manufacturing, R&D	AM; ANS; SAM	Owned
Tel Aviv (1), Israel	R&D	ANS (Elektrobit)	Leased
Timisoara (1), Romania	Manufacturing, R&D	AM; ANS; SAM; UX	Owned/Leased
Toulouse (1), France	Manufacturing, R&D	AM; ANS; SAM; AOT	Owned/Leased
Ulm (1), Germany	R&D	AM	Leased
Veszprem (1), Hungary	Manufacturing, R&D	AOT; SAM	Owned
Vienna (1), Austria	R&D	ANS	Leased
Vila Real (1), Portugal	Manufacturing, R&D*	ANS	Leased
Villingen (1), Germany	Manufacturing, R&D	AM	Owned
Zvolen (1), Slovak Republic	Manufacturing, R&D	SAM	Owned
APAC (w/o China)			
Bangalore (2), India	Manufacturing** (1); R&D (1)	ANS; SAM; UX; AM	Owned/Leased
Calamba (1), Philippines	Manufacturing, R&D*	AM; SAM	Leased
Gurgaon (1), India	Manufacturing, R&D*	SAM	Leased
Hamamatsu Hamakita (1), Japan	Manufacturing	SAM	Leased
Penang (1), Malaysia	Manufacturing, R&D	AM; ANS; UX	Owned
Sejong (1), South Korea	Manufacturing, R&D	ANS; SAM; UX	Owned
Seohyeon (1), South Korea	R&D	AM; ANS; SAM; AOT	Leased
Singapore (1), Singapore	R&D	AM (CSV); ANS; UX	Leased
Yokohama (1), Japan	R&D	AM; ANS; AOT; SAM; UX	Leased
China			
Changchun (2), China	Manufacturing, R&D* (1); R&D (1)	ANS; SAM	Leased

[15] Most parts of the Gifhorn site have been sold but transfer of ownership is intended to take place only on January 1, 2028.

* Minor R&D onsite

** R&D nearby.

City (Number of Main Sites)	Use for Manufacturing/ R&D (Number of Main Sites)	Business Areas	Owned/ Leased
Changsha (1), China	Manufacturing	UX	Owned
Changshu (2), China	Manufacturing, R&D* (2)	SAM	Owned/Leased
Chongqing (2), China	Manufacturing** (1); R&D (1)	ANS; SAM	Owned
Jinan (1), China	Manufacturing	AM	Leased
Lian Yun Gang (1), China	Manufacturing, R&D*	SAM	Owned
Nanjing (1), China	R&D	UX	Leased
Qufu (1), China	Manufacturing	SAM	Leased
Shanghai (3), China	Manufacturing** (2); R&D (1)	AM; ANS; SAM; AOT	Owned/Leased
Suzhou (1), China	Manufacturing, R&D*	ANS	Leased
Wuhu Longshan (1), China	Manufacturing, R&D	UX	Owned
Americas			
Aguascalientes (1), Mexico	Manufacturing	ANS	Owned
Auburn Hills (1), United States	R&D	AM; ANS; AOT; SAM; UX	Leased
Culpeper (1), United States	Manufacturing	SAM	Owned
Deer Park (1), United States	R&D	ANS	Leased
Guadalajara (3), Mexico	Manufacturing (1); R&D (1); Manufacturing, R&D* (1)	AM; ANS; SAM; UX; AOT	Leased
Guarulhos (1), Brazil	Manufacturing, R&D*	AM; ANS; UX	Owned
Jacutinga (1), Brazil	Manufacturing, R&D*	ANS	Leased
Las Colinas (1), Mexico	Manufacturing, R&D*	SAM	Owned
Morganton (1), United States	Manufacturing	SAM	Owned/Leased
New Braunfels (1), United States	Manufacturing	AM	Owned
Nogales (1), Mexico	Manufacturing	ANS	Leased
Queretaro (1), Mexico	R&D	AM; SAM	Leased
San Luis Potosi (1), Mexico	Manufacturing	SAM	Owned
Silao (1), Mexico	Manufacturing, R&D*	SAM	Owned
Varzea Paulista (1), Brazil	Manufacturing, R&D*	SAM	Owned

10.16 Mergers & Acquisitions

The following table provides an overview of AUMOVIO (respectively its legal predecessors) key acquisitions and joint ventures since 2007:

Year	Target	Products	Rationale
2007	Siemens VDO Automotive AG	Electronics and mechatronics for the automotive industry	Expanding knowledge in the field of electronics and instrumentation
2015	Elektrobit Automotive	Software and systems development expertise	Expanding knowledge in the field of software for ADAS and infotainment systems
2015	ASCar, Inc.	LIDAR systems	Expanding knowledge in the field of ADAS and autonomous vehicle applications
2017	Argus Cyber Security Ltd. (since 2024: PlaxidityX Ltd.)	Cyber security software solutions	Expanding knowledge in the field of cyber security
2019	Kathrein Automotive	Antenna systems	Expanding knowledge in the field of key technologies for connected mobility

The following table provides an overview of AUMOVIO's (respectively its legal predecessors) key disposals since 2007:

Year	Divestiture	Products
2013	SY Systems Technologies (remaining 50%)	Wire harnesses
2019	SAS Autosystemtechnik (remaining 50%)	Interior module assemblies

10.17 Legal and Administrative Proceedings

In the Group's ordinary course of business, certain of AUMOVIO's subsidiaries are a party to or are threatened with litigation, claims (e.g., customer or supplier warranty and product liability claims) and disputes incidental to the Group's business, e.g., alleging violations of due care, violations of warranty obligations, product defects, treatment errors due to design weakness, manufacturing failures, deviation from specification or quality spills at suppliers and claims arising from breaches of contract, recall actions or fines imposed by governmental or regulatory authorities. These proceedings or potential proceedings could involve substantial claims for damages or other payments. Based on judgments and settlement agreements, AUMOVIO could be obligated to make substantial payments. The Group's litigation costs and those of third parties (which may have to be borne by AUMOVIO) could be significant. AUMOVIO regularly analyses current information, including its defenses and insurance coverage, to assess the litigation risks the Group is exposed to and provides accruals for liabilities that the Group deems to be probable.

In particular, in the course of its ordinary business activities, AUMOVIO becomes involved in warranty and product liability claims, both as active and passive party. This includes claims against or by customers and claims against or by suppliers. Claims by customers include, for example, claims in connection with product liability of products produced by AUMOVIO or products used in AUMOVIO's products or claims where AUMOVIO is unable to deliver the agreed volume in time. Claims against customers include claims with respect to the cancellation or reduction of order capacity, where manufacturing capacities were pre-agreed. Claims against suppliers include, for example, claims in relation to products or goods required by AUMOVIO that were not supplied in the agreed quality, specification or quantity as well as regress claims for product liability. Claims by suppliers include claims for canceling costs for no longer needed materials and goods. In general, claims are made solely in respect of damages, but not in relation to loss of profit. AUMOVIO's internal claim management department directly negotiates the claims with the respective customers or suppliers and, in most cases, aims for an amicable settlement. Only few warranty and product liability cases are brought to a court or a mediator. When negotiating a settlement, the claim management team takes into account the individual circumstances of a case as well as the relationship with the customer or supplier. Settlement agreements are negotiated individually and may result in various settlement modalities, such as one-time payment, a long-term payment plan, increases in future pricing, a quantity raise of other product lines, transfer of the business relationship to other products etc. AUMOVIO has entered into strategic supplier contracts with most of its suppliers that provide the legal framework for project management, warranty, liability and allocation of intellectual property and also provide for specific negotiation procedures between the parties in advance of any potential claims being brought to court or arbitration.

In the course of AUMOVIO's transformation towards SDVs, the Group enters a novel market with innovative technology. This might lead to an increase of unknown and unanticipated issues in relation to new products and could result in the Group experiencing an increase in warranty claims in relation to new products.

Product Liability and Other Claims

AUMOVIO is subject to product liability and other claims in which AUMOVIO is accused of the alleged infringement of its duty of care, violations against warranty obligations or defects of material or workmanship. Claims from alleged breaches of contract resulting from product recalls or government proceedings are also asserted. Among other cases, claimants in the U.S. file lawsuits for property damage, personal injury and death caused by alleged defects in AUMOVIO's products. Claims for material and non-material damages, and in some cases punitive damages, are asserted. The outcome of individual proceedings, which are generally decided by a jury in a court of first instance, cannot be predicted with certainty. No assurance can be given that AUMOVIO will not incur substantial expenses as a result of the final judgments or settlements in some of these cases, or that these amounts will not exceed any provisions set up for these claims. Some of AUMOVIO's U.S. subsidiaries continue to face a limited number of claims alleging health issues related to historical use of asbestos-containing products. However, none of AUMOVIO's current products contain asbestos.

Pending Litigation Proceedings

On February 21, 2018, the European Commission imposed a fine of €44 million on Continental AG, Continental Teves AG & Co. oHG, Frankfurt am Main, Germany, and CA GmbH, Hanover, Germany for the unlawful exchange of information in relation to specific brake components. CAT GmbH is the legal successor of Continental Teves AG & Co. oHG and has assumed the business operations of CA GmbH. Continental Group has paid this fine. Subsequently, various customers have filed lawsuits against

Continental AG, other Continental Group companies and several other defendants alleging claims for damages. These lawsuits against Continental Group have since either been dismissed, withdrawn or settled. In one law suit against Continental Group companies which has been withdrawn by the customer regarding the sales by Continental Group companies to that customer, the remaining defendants served Continental AG and CAT GmbH with a third-party notice end of July 2025. AUMOVIO currently believes that the customer's claim against the remaining defendants is without merit. However, even if courts were to award damages to the customer, AUMOVIO is of the view that the remaining defendants would not have any claims for compensation against Continental AG and/or CAT GmbH.

In May 2025, Elektrobit Automotive GmbH (***Elektrobit***), a legal entity belonging to the Group, was served with a lawsuit filed by BMW AG at the District Court of Munich (*Landgericht München*). BMW AG alleges that Elektrobit has failed to fulfil the requirements of an agreement on the development of vehicle software. With the lawsuit, BMW AG claims a mid-double-digit million euro amount in damages and seeks a declaration that Elektrobit Automotive GmbH is liable for additional future damages that cannot yet be quantified. Discussions between the parties had been ongoing from 2019 to 2023 prior to the lawsuit being filed. Through this lawsuit, BMW AG has specified the alleged damages for the first time. Elektrobit believes that BMW AG's claim is without merit and will vigorously contest and defend the lawsuit. As at the date of this Prospectus, no court date has yet been set.

In February 2024, the BMW Group has issued a world-wide recall of vehicles that use the integrated braking system MK C2, which was developed together with BMW Group and supplied by AUMOVIO. MK C2 brake control systems delivered to BMW Group between 2022 and August 2024 experienced increased failure rates. In a small percentage of the braking systems, a disruption of the signal transmission path occurs, which can lead to affected braking systems resorting to the built-in fallback level. AUMOVIO has developed hardware and software solutions, in particular a diagnostic software that can detect such impairments in the component of the MK C2 before they occur. BMW Group raised a claim that AUMOVIO is liable for all costs in connection with the recall and related measures. The claim was rejected by AUMOVIO. In August 2024, BMW Group extended the recall to additional vehicles. Subsequently, BMW Group also extended its claim and increased the amount it demands from AUMOVIO. BMW Group has provided a prognosis of cost development, which it is updating constantly. Based on MK C2s that have already been replaced, the detailed analysis of data retrieved from vehicles in service, and AUMOVIO's state of knowledge as at the date of the Prospectus, AUMOVIO assumes that only a small proportion of MK C2 braking systems requires a replacement. AUMOVIO believes it may only be liable for warranty claims in relation to vehicles that actually require replacement of the braking system, but not for the entire costs of the recall as alleged by BMW Group. Therefore, AUMOVIO believes that most of BMW Group's claim is not justified, particularly in relation to the costs and damages allegedly suffered by BMW Group as a result of the recall. AUMOVIO has formed respective provisions. However, the costs alleged by BMW Group also include (amongst others) costs associated with the handling of the warranty case and the recall of vehicles with unimpaired MK C2 braking systems; and thus are significantly higher than these provisions. AUMOVIO's assumptions could prove to be incorrect and the actual number of MK C2 braking systems that are affected, or with regard to which AUMOVIO will be obligated to cover the replacement costs, could be higher than expected. Therefore, it cannot be ruled out that AUMOVIO will be required to pay an amount higher than provisions currently recognized. If the provisions are insufficient, this could result in substantial additional expenses for AUMOVIO. In addition, this could lead to further reputational damage for AUMOVIO, affecting customer trust and investor confidence. BMW Group has initiated legal proceeding in this regard. AUMOVIO vigorously contests and defends the lawsuit. The defense includes all procedural measures necessary to ensure a protection of AUMOVIO's rights and interests. Nonetheless, AUMOVIO and BMW Group are in discussions about the issue.

AUMOVIO and/or its subsidiaries are defendants in several litigation cases in relation to car accidents, mainly in the US. In these cases, it is either the accidental party that is suing AUMOVIO, or it is AUMOVIO's customer who is arguing a recourse claim. AUMOVIO is vigorously contesting and defending these claims on contractual, factual, technical, liability and/or causation grounds, although efforts will be made to explore out-of-court settlements before trial. AUMOVIO has formed provisions to cover against the risks resulting from these claims. However, it cannot be ruled out that AUMOVIO will be required to pay an amount in excess of the provisions which could result in significant unbudgeted expenses for AUMOVIO.

Customer Claims

AUMOVIO has received a claim letter from a truck customer alleging a delay in the development of various components/products (L2 Advanced Driver-Assistance System (ADAS L2), body control module (BCM), instrumentation display and telematics module) which in turn has delayed the start of production

of the 2024 version of one of its models. The customer has requested a mid double-digit million euro amount as compensation. While the delay itself is not in dispute, AUMOVIO believes that the amount claimed is unjustified and the customer has not yet provided evidence that the delays have caused any damage. AUMOVIO has formed provisions to cover this claim. However, it cannot be ruled out that AUMOVIO will be required to pay an amount in excess of such provisions. In case the provisions are insufficient, this could result in significant unbudgeted expenses for AUMOVIO. AUMOVIO and the customer are currently in negotiations to reach an amicable resolution.

AUMOVIO is currently facing claims from two customers due to alleged deviations from agreed specifications regarding the black and white homogeneity of displays supplied by AUMOVIO. The customers claim cost compensation and damages. AUMOVIO believes that these claims are without merit, primarily due to the customers not having incurred any additional costs and/or damages. However, it cannot be ruled out that AUMOVIO will be required to pay an amount significantly higher than expected, which would result in significant unbudgeted expenses for AUMOVIO.

AUMOVIO faces a claim from a customer alleging a software issue affecting the eCall functionality. The customer demands payment of a low double-digit euro million amount. AUMOVIO has recorded a provision based on current estimates. As the customer estimates that its claim will be higher, it cannot be ruled out that AUMOVIO will be required to pay an amount in excess of the provision it currently has recognized. If the provisions are insufficient, this could result in further unbudgeted expenses for AUMOVIO.

AUMOVIO is facing a claim from a customer alleging non-conformances in relation to radar sensors. The customer demands payment of a low double-digit million euro amount. AUMOVIO has recorded a provision based on current estimates. As the customer estimates that its claim will be higher, it cannot be ruled out that AUMOVIO will be required to pay an amount in excess of the provision it currently has recognized. If the provisions are insufficient, this could result in further unbudgeted expenses for AUMOVIO.

Warranty Cases

AUMOVIO is currently facing a warranty claim from a customer in connection with wheel speed sensors. The customer is claiming a malfunctioning of the sensor. AUMOVIO has recorded a provision based on current estimates. As the customer estimates that its claim will be significantly higher, it cannot be ruled out that AUMOVIO will be required to pay an amount in excess of the provision it currently has recognized. If the provisions are insufficient, this could result in significant unbudgeted expenses for AUMOVIO.

In September 2024, a customer initiated a recall in the U.S. due to an issue with software provided by AUMOVIO. AUMOVIO has developed a software solution to address the issue. An analysis carried out by Continental Automotive Systems, Inc., AUMOVIO's U.S. entity, has shown that only 6% of the recalled vehicles are affected by the software issue and will require installation of the software solution. AUMOVIO has recorded a provision based on this analysis. However, the customer believes that AUMOVIO is responsible for the entire recall and, thus, liable for all related costs. It cannot be ruled out that AUMOVIO will be required to pay an amount in excess of the provision it currently has recognized. In case the provisions are insufficient, this could result in significant unbudgeted expenses for AUMOVIO. AUMOVIO and the customer are currently negotiating regarding the possibility of a commercial resolution.

Disputes regarding Industrial Property Rights

AUMOVIO may be liable to pay compensation for infringements of patent rights or to reimburse customers for costs incurred by customers of AUMOVIO for obtaining licenses to continue using technology from third parties. AUMOVIO, for example, supplies telecommunication modules that transmit vehicle data, enable voice and internet functionality, and are compatible with cellular communication standards such as 3G, 4G or 5G. In this respect, AUMOVIO may be subject to reimbursement claims by customers. As at the date of the Prospectus, two customers have asserted significant reimbursement claims for costs incurred by obtaining licenses for using telecommunications standards. These claims are still in the pre-litigation phase. Moreover, there may be additional customers, which may assert similar claims against AUMOVIO. As at the date of the Prospectus, the overall potential financial exposure of AUMOVIO cannot be reliably quantified, since the potential claimants have not yet committed to a specific amount that they might claim per unit. AUMOVIO has formed provisions to cover the risks of potential damages and claims in this regard. However, it cannot be ruled out that AUMOVIO will be required to pay an amount in excess of the provisions which could result in significant unbudgeted expenses for AUMOVIO.

Regulatory Proceedings

In May 2005, the Brazilian competition authorities opened investigations against AUMOVIO's Brazilian subsidiary Continental Brasil Industria Automotiva Ltda., Guarulhos, Brazil (***CBIA***), following a complaint of anticompetitive behavior in the area of commercialization of tachographs. In 2010, the Brazilian antitrust authorities determined an "invitation to cartel" and imposed a fine on CBIA which CBIA appealed. Following court proceeding in higher instances, CBIA participated in an initiative by the Brazilian antitrust authorities (Conselho Administrativo de Defesa Econômica, ***CADE***) in December 2024 to settle the long-standing proceedings without admission of guilt by the company. CBIA concluded a settlement agreement with CADE under which CBIA paid BRL 9 million (approximately €1.4 million) to CADE in February 2025. CBIA has withdrawn its final appeal (on the condition that CADE's settlement measures are finalized). As at the date of the Prospectus, the case is waiting the final closure of the appeal requested by CBIA. Third parties may, in addition, claim damages from CBIA.

As a result of investigations by the U.S. Department of Justice and the Korea Fair Trade Commission (***KFTC***) in connection with the suspected involvement in violations of U.S. and South Korean antitrust law in the instrument cluster business, which came to light in 2012, Continental Automotive Electronics LLC, Bugang-myeon, South Korea, was ordered to pay a fine in 2018 of KRW 32,101 million (approximately €21 million). In the U.S., Continental Automotive Electronics LLC and Continental Automotive Korea Ltd., Seongnam-si, South Korea, agreed in 2015 to pay a fine of U.S. $4 million (approximately €4 million). In further class action proceedings in the U.S. and Canada for alleged damages resulting from the antitrust violations, settlements in 2018 totaling U.S. $5 million (approximately €5 million) and in 2020 totaling around CAN $0.6 million (approximately €0.4 million) were concluded. The risk of investigations by other antitrust authorities and claims for damages by further alleged victims remains.

On March 3, 2021, CADE, acting on the basis of the issues addressed by the European Commission and described above, formally initiated proceedings against Continental Teves AG & Co. oHG, Frankfurt am Main, Germany, and certain former employees for alleged unlawful exchange of competition-sensitive information concerning hydraulic brake systems. AUMOVIO cannot predict the outcome of these proceedings, but considers it possible that these proceedings will end with a fine. If AUMOVIO is found responsible for any violation, CADE could impose a fine on the company of 0.1% to 20% of the revenue generated by the company or by AUMOVIO in Brazil in the year prior to when the administrative proceedings were launched (2020). Non-pecuniary penalties may also be possible. Furthermore, customers purportedly affected by the alleged exchange of information could claim for damages if indeed a violation of Brazilian antitrust law is established.

Since the first half of 2024, the Italian tax police has conducted investigations concerning certain Italian entities of AUMOVIO, including a tax audit for the years from 2016 through 2023 and considered Continental AG to have maintained multiple agency permanent establishments that were not registered and have paid no taxes in Italy. For all these years, settlements have been agreed with the competent tax office (Savona) according to which a number of foreign (non-Italian) AUMOVIO subsidiaries have maintained agency permanent establishments in Italy. The settlements lead to additional Italian taxes plus interest and penalties in a low to middle two digit million euro range which must be borne by Continental AG under the Group Separation Agreement (*Konzerntrennungsvertrag*) between AUMOVIO SE, CAT GmbH and Continental AG (please see Section "16.1.11 *Group Separation Agreement*"). AUMOVIO will bear any tax from 2025 onwards. AUMOVIO plans to adapt the way the distribution business is conducted in Italy to comply with tax requirements.

Data Protection

As a result of a cyber-attack by the cybercriminal collective "LockBit" suffered by Continental AG, which was discovered in August 2022, more than 40 terabyte (TB) of data were reportedly routed out of the systems of Continental AG, relating to companies belonging to AUMOVIO. In response to the incident, Continental AG took immediate action to repel the attack and has applied various measures in response to the incident to further strengthen the security of its systems. Such measures were also established at companies belonging to AUMOVIO. Continental AG and other Continental group companies, including companies belonging to AUMOVIO, notified their competent regulators as soon as there was evidence that their data had been compromised. Where investigations revealed new relevant findings, the competent regulators were updated and the Continental AG and/or the affected Continental Group companies responded to all enquiries within the deadline. The notified regulators have either formally closed the proceedings or not further followed up. None of the authorities imposed fines or other

sanctions against Continental AG or any Continental group company (including companies belonging to AUMOVIO).

The analysis of the compromised personal data led to the result that approximately 42,000 individuals were affected by the cyber-attack. To the extent required, these individuals, active and former employees, were notified in accordance with the applicable laws. A limited number of these (former) employees have asserted claims against Continental Group companies, including AUMOVIO, in connection with the cyber-attack in court.

Apart from that, AUMOVIO is affected by the following (investigative) data protection proceedings which might have an impact on AUMOVIO's handling of data protection. However, AUMOVIO has no indication that these proceedings will result in any fines or other sanctions for AUMOVIO.

In August 2024, the Lower Saxony State Data Protection Commissioner (*Landesbeauftragter für den Datenschutz Niedersachsen*) requested CAT GmbH to provide more detailed information regarding the processing of personal employee data due to, i.a., allegations of a lack of transparency towards data subjects and missing legal basis for the processing of this employee data. CAT GmbH processed the personal employee data as part of their transformation process for the preparation and implementation of a social selection process in connection with possible layoffs for operational reasons. The investigation proceedings are still ongoing. There are currently no indications that the Lower Saxony State Data Protection Commissioner will impose a fine against CAT GmbH.

AUMOVIO believes that, other than the proceedings described above, there have been no governmental, legal or arbitral proceedings (including any proceedings which are pending or threatened of which the Company is aware), during the twelve months preceding the date of the Prospectus, that may have or have had in the recent past significant effects on the Company's and the Group's financial position or profitability.

10.18 Insurance

At the latest by the time when the Spin-off takes effect, AUMOVIO will have taken out its own insurance programs, which will replace the insurance coverage provided until then under Continental AG's insurance programs.

These insurance programs will include, in particular, general and product liability insurance and directors and officers (***D&O***) liability insurance for the members of the Company's Executive Board, its Supervisory Board as well as certain employees. The D&O insurance covers financial losses that may arise in the course of the exercise of the corporate duties of the insured persons. As required by German law, every member of the Executive Board remains personally responsible, in the event they are adjudged to have personal liability, for 10% of the total amount of such liability, up to an amount that equals one point five times of such member's total annual fixed remuneration from AUMOVIO. In addition, separate insurance programs were already taken out in some lines of insurance as at January 1, 2025. These include, in particular, property damage and business interruption insurance, transport insurance, construction insurance, group accident insurance and automobile insurance. An assessment for taking out automotive recall insurance and cyber insurance will be initiated by AUMOVIO after the Spin-off has taken effect, provided that cyber insurance can only be taken out after complete separation of the IT infrastructure.

The insurance coverage to be taken out by AUMOVIO is intended to adequately cover the risks of the Group, taking into account commercial aspects. AUMOVIO believes, according to its current knowledge, that its insurance coverage, including the maximum coverage amounts and terms and conditions of the insurance policies, are in line with industry practice, appropriate and economically reasonable. However, it cannot be ruled out that insurance coverage may be available only on less favorable terms and conditions or to a lesser extent than was the case when AUMOVIO was co-insured through Continental Group.

10.19 Compliance Management System

AUMOVIO has set up and is constantly enhancing its own stand-alone Compliance Management System (CMS). The CMS is largely based on the system currently in place at Continental Group. To the extent new structures, policies and procedures had to be implemented, key elements of the Continental Group compliance organization have been adopted at the level of AUMOVIO, in particular regarding responsibilities, reporting lines and focus areas.

In order to ensure the adequacy, effectiveness and efficiency of all processes as well as compliance with the relevant legal and sub-legislative regulations and internal requirements, AUMOVIO has established a holistic governance system which is based on the principles of risk orientation and materiality and

includes all relevant business processes. Based on these fundamental principles, the governance approach follows the "three lines" model with clear delineation of responsibilities throughout the entire organizational set-up of AUMOVIO. According to this model, the first line generally comprises the operating units that are responsible for identifying, assessing and managing governance risks in day-to-day business operations and for ensuring that business processes are executed efficiently and in compliance with regulations and that risks are managed responsibly. The second line includes, among other things, the CMS. The task of these functions is to translate complex regulatory, business partner-instigated and internal requirements into comprehensible guidelines, to support the operating units in their implementation of those guidelines and to monitor said implementation using suitable control mechanisms. The third line consists of internal audits, which serve an independent and objective auditing and advisory function, applying a systematic approach to help review, assess and improve the adequacy and effectiveness of the organization's governance systems.

The Executive Board and the Supervisory Board regularly (on a yearly basis) evaluate the effectiveness of the CMS and, together with the key compliance personnel, play an active role within the CMS. The Executive Board approves the annual compliance plan (including the data protection plan).

10.19.1 Legal Compliance

The legal compliance organization of AUMOVIO is responsible for compliance with anti-bribery and corruption, antitrust, anti-money laundering legislation as well as data protection and for compliance aspects of corporate security, i.e., the protection of AUMOVIO's people and assets, including travel security, emergency and crisis management, threat management and physical security. Certain other compliance topics such as technical compliance, capital markets compliance, environmental protection, safety & health, IT and cyber security, supply chain duties and trade sanctions are handled by other departments and/or functions. Currently, the legal compliance management system is based on an annual compliance risk analysis conducted for Fiscal Year 2025 at Continental Group level including the Automotive group sector and relating to bribery and corruption, antitrust, money laundering and data compliance risks. AUMOVIO plans to review and analyze potential legal compliance risks as well as the effectiveness of the CMS on a continuous basis i.a. by monitoring and internal controls. The continuous development of the legal compliance management system is based on risk based mitigation measures, including, but not limited to, trainings and communication activities, that are rolled out depending on the outcome of the annual compliance risk assessments. The next compliance risk assessment for AUMOVIO is scheduled for the first quarter of 2026.

At Executive Board level, the legal compliance function, together with the legal function, falls within the primary responsibility of AUMOVIO SE's CEO. AUMOVIO's legal compliance organization comprises of the Head of Compliance Automotive and its direct reports: the Head of Compliance Program, the Head of Compliance Corporate, the Head of Data Compliance, the Head of Region APAC, the Head of Regions EMEA and Americas and the Head of Security and the respective employees in these departments. In addition, AUMOVIO SE has nominated compliance coordinators in all countries with AUMOVIO SE's subsidiaries with significant business activities, who are supporting the regional compliance officers as point of contact for the business.

The compliance function is professionally independent from both the legal and internal audit functions and headed by the Head of Compliance reporting to the Head of Governance. A stand-alone legal compliance reporting system involving the compliance function has been set up and is reviewed and improved on a continuous basis.

Key tasks of AUMOVIO's legal compliance function's core areas of anti-corruption and bribery, antitrust, anti-money laundering and data compliance as well as corporate security include, i.a., (a) giving guidance to the business by adopting and further developing policies, procedures and standards for the core areas such as gifts and hospitality, sponsoring and donations as well as data protection, antitrust, anti-money laundering and compliance aspects in connection with the people and workplace security of AUMOVIO's employees, (b) driving business partner due diligence in compliance areas, (c) developing and providing compliance-related face to face trainings and e-learnings, (d) offering legal and compliance-related advice to employees, (e) managing AUMOVIO's global whistleblower hotline and other internal and external compliance tools, e.g., the Know-Your-Business-Partner-tool, (f) monitoring and controlling the adherence to the compliance program executing regular compliance risk assessments, (g) supporting with sanctioning measures in the event of established compliance violations, and (h) fostering the compliance culture by supporting AUMOVIO's top and middle management in setting the respective tone from the top.

In order to comply with environment, safety and health (***ESH***) legislation, AUMOVIO has established an ESH management system. AUMOVIO's ESH management system is designed to ensure that management responsibility for ESH is defined in each location. Safe workplaces in accordance with applicable regulations are in particular ensured by way of trainings, operating procedures, safe tools and equipment. Violations of certain safety regulations have occurred from time to time at AUMOVIO's sites and cannot be fully excluded for the future.

AUMOVIO has further developed a management system in order to implement the due diligence, documentation and reporting obligations under the German Act on Corporate Due Diligence Obligations in Supply Chains (*Lieferkettensorgfaltspflichtengesetz* – ***LkSG***) as well as pursuant to the relevant forthcoming due diligence duties as regards human rights, environmental and governance risks throughout the supply chain at the EU-level (Directive (EU) 2024/1760 of the European Parliament and of the Council of June 13, 2024 on corporate sustainability due diligence – **CSDDD**). For more information see also Section "10.20 *Sustainability and ESG*".

10.19.2 Sanctions and Export Controls Compliance

AUMOVIO has implemented compliance policies in relation to export controls (e.g., a manual related to the internal compliance program and standards covering export control classifications, screening of business partners, e.g., suppliers, customers / end users against relevant sanctions lists, assessment of end-use of items subject to export controls, document storage) established to prevent any violations of related laws and regulations. AUMOVIO has also implemented export control-related clauses in its contracts with customers and suppliers. With regards to the export control compliance organization, the central export control department (including an export control officer, an export control advisor and export control specialists) and the local export control coordinators are responsible for ensuring export control compliance. The central export control department is responsible for providing instructions and guidelines as well as ensuring – with support from the local export control coordinators – that these are applied by the local organizations.

10.19.3 Technical Compliance

In order to ensure the adequacy, effectiveness and efficiency of all technical compliance processes as well as technical compliance with the relevant legal and sub-legislative regulations and internal requirements, AUMOVIO has established a holistic governance system which is based on the principles of risk orientation and materiality and includes all relevant business processes.

Technical compliance means that all products, including system, hardware, software and services, comply with the specifications placed on them and meet the applicable mandatory product requirements. Technical compliance obligations are generally contained in statutory technical regulations, external (national and/or international) standards, applicable internal rules, technical customer requirements (related to legal technical regulations or applicable external standards) contractually agreed upon as well as in the externally communicated voluntary commitments of AUMOVIO.

The main objective of AUMOVIO's management approach to technical and product compliance is to ensure the technical compliance of its products based on five categories of technical compliance: product safety, product conformity, environmental conformity of products, cybersecurity of products, data protection and intellectual property. At the same time, the management approach aims to protect AUMOVIO and its employees from possible negative consequences and risks that any deviation from the technical compliance may cause.

To ensure technical compliance in all five categories, AUMOVIO has established a technical Compliance Management System (***tCMS***) as a binding set of rules integrated into AUMOVIO's management system.

The management approach covers AUMOVIO SE and all its subsidiaries worldwide as well as the entire product lifecycle and all related functions.

AUMOVIO's governance and accountability activities with regard to technical compliance follow a three-lines approach.

In the first line, the accountability for the execution lies with the operational functions at the level of the business areas, legal entities, plants and other locations. These operational functions include, among others, R&D, engineering, sales, purchasing, manufacturing, after-sales and marketing.

In the second line, the governance framework and operational oversight are exercised by technical compliance functions and roles, e.g., within quality, intellectual property and R&D.

The third line is the independent internal audit function. The management approach is supervised by the Executive Board. Each line performs specific tasks, has defined responsibilities and is assigned to different areas within the Group. The independence of each line is ensured through organizational separation.

The tCMS is implemented in a close collaboration between business areas, segments, functions and regions. Central tCMS teams ensure that all categories and aspects are covered, and synergies are realized.

As part of an annual review process, the Executive Board is updated on the current status of the tCMS and decides on the system's adequacy and potential for improvement. Furthermore, the tCMS is integrated into AUMOVIO's overarching internal control system, the risk management system and the compliance management system.

10.20 Sustainability and ESG

Sustainability forms an integral part of AUMOVIO's business model and corporate strategy. It is a key driver of innovation and progress for AUMOVIO during the current transformation of mobility and automotive industry and an integral part of building AUMOVIO's new brand, including employer branding. AUMOVIO is strongly committed to making its business sustainable along the entire value chain in relation to environmental social, and governance aspects of its business.

AUMOVIO's sustainable business practice is based on its company values, codes of conducts, respective rules and policies as well as international frameworks, including the United Nations Sustainable Development Goals (SDGs), the United Nations Global Compact (UNGC), the Organisation of Economic Co-operation and Development Guidelines for Multinational Enterprises on Responsible Business Conduct (MNEs) and the United Nations Guiding Principles on Business and Human Rights (UNGPs) with specific reference to the International Labour Organization's (ILO's) Core Labour Conventions.

Therefore, AUMOVIO has developed four key sustainability focus areas and internal programs, which are categorized as follows:

Carbon Neutrality

Carbon Neutrality along the value chain is a key lever to stop global warming, one of the most severe threats to humankind in the future. With a stringent decarbonization roadmap for AUMOVIO's operations and further initiatives to reduce the carbon footprint together with AUMOVIO's value chain partners (Scope 1, 2 and 3). AUMOVIO is continuously invested in the focus area carbon neutrality in line with AUMOVIO's strategic focus on sustainability.

Based on its decarbonization roadmap, AUMOVIO is transitioning to carbon neutral production. Since 2020, AUMOVIO has ensured that 100% of its purchased electricity is from renewable sources. With this commitment, AUMOVIO has been able to cut its Scope-1 emissions, i.e., self-generated CO2-emissions by combusting processes of fossil fuels, and Scope-2 emission, i.e., indirect emissions caused by consuming purchased electricity or district heat, by approximately 70% in Fiscal Year 2024 compared to Fiscal Year 2019. The decarbonization roadmap is further addressing the technology transformation of AUMOVIO's production processes by gradually phasing out fossil fuels and introducing low carbon technologies.

In addition to decarbonization, AUMOVIO also focuses on resource efficiency. All resource-related topics are embedded in AUMOVIO's internal improvement program, its "Green Plant Label" certification (and, from 2024 onwards, its internal "Green Office Label"). With this program, AUMOVIO has established a comprehensive technology and management system framework to strive for the highest degree of efficiency in terms of sustainability in its manufacturing sites and offices. Each location participating in this scheme has to conduct a comprehensive sustainability self-assessment and is audited to verify its Green Plant/Green Office Label status.

Emission-free Mobility

Emission-free mobility is a key lever in addressing global warming and in reducing environmental pollution potentially related to AUMOVIO's product portfolio. "Emission-free" means the complete mitigation of harmful emissions, such as greenhouse gases (***GHG***) and nitrogen oxides (NOx). It does not include harmless emissions, such as water vapor emissions, non-toxic, biodegradable particle emissions or minimal noise emissions. AUMOVIO strives to develop and produce future mobility solutions with the objective of making them more comfortable, safer and more sustainable. AUMOVIO aims to strengthen its sustainability strategy at a technical product level. Therefore, AUMOVIO has established so-called technological clusters, e.g., on printed circuit boards, electronics and plastic products, with the aim of

developing new technologies to reduce AUMOVIO's overall carbon footprint or enhance the circularity aspects of its product portfolio.

Circular Economy

The switch to a circular economy is a profound and complex transformation process for AUMOVIO, which at the same time is highly relevant for securing its progress in its sustainability focus areas. AUMOVIO aims to implement circularity principles into product design, business models, material use and material procurement to generate fully closed resource and product loops and to start to design or implement specific initiatives and projects to support this ambition. In addition, AUMOVIO continuously strives to improve the durability, recyclability and adaptability of its solutions and products.

AUMOVIO's technological clusters were also established in order to design products for an improved use phase and end of life treatment, supporting the circular economy objective. AUMOVIO complements these technological clusters with sustainability growth projects within its research and advanced engineering teams. AUMOVIO further develops sustainable automotive technologies, e.g., bio-sourced plastic created using ocean algae in collaboration with the start-up Biotic, or the world's first elastocaloric heat pump for electric vehicle applications.

Responsible Value Chain

AUMOVIO operates in complex global value chains that are exposed to various potential and actual impacts on human and environmental rights. The ambition is to ensure that all operations, both upstream and downstream, are transparent, fair, and socially and environmentally friendly. The focus is on fostering positive impacts and reducing negative impacts on workers and communities, creating a value chain that aligns with global sustainability standards and (beyond legal compliance) contributes positively to society.

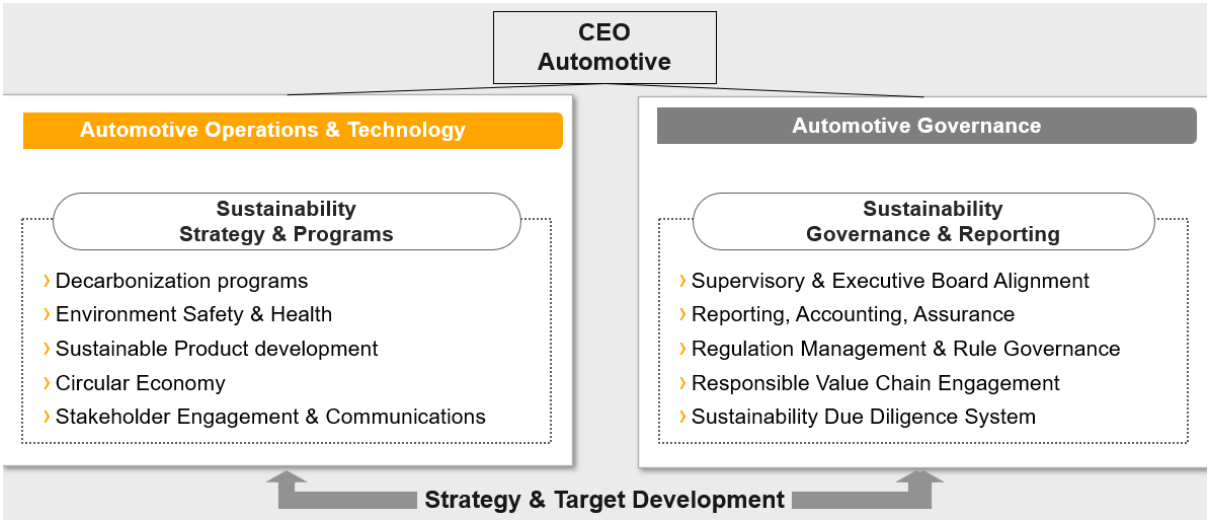
Therefore, AUMOVIO has stipulated key requirements for its business partners in its "Business Partner Code of Conduct", which is an integral part of AUMOVIO's supplier and customer relationship and is requested from AUMOVIO's business partners.

AUMOVIO has fully implemented the necessary structures to fulfill the operational requirements of Continental's Responsible Value Chain Due Diligence System (***RVCDDS***) and has trained the relevant people within the organization in compliance with these requirements. With regard to its supply chain, amongst other measures, AUMOVIO has successfully introduced general sustainability requirements for its suppliers addressing human rights, environmental protection, decarbonization, the circular economy and other sustainability-related topics. Continental's RVCDDS ensures compliance with human rights and environmental standards across the value chain and applies to all subsidiaries over which Continental exercises management control. This system includes processes such as strategy development, regulatory monitoring, risk management, incident management (including whistleblowing), training, effectiveness review, and reporting.

To achieve full operational compliance with the LkSG, AUMOVIO intends to establish the necessary management structures and appoint responsible people for the continuation of sustainability due diligence efforts under a new "Sustainability Due Diligence System". This system will not only ensure compliance with the LkSG but will also leverage synergies in accordance with Directive (EU) 2022/2464 of the European Parliament and of the Council as regards corporate sustainability reporting (***CSRD***) and cover product-specific sustainability due diligence requirements, such as those imposed by Regulation (EU) 2023/1542 of the European Parliament and of the Council concerning batteries and waste batteries (EU Batteries Regulation). Furthermore, the process framework will be extended to include dedicated processes for stakeholder engagement and sustainability audit management. This transition aims to create a robust and comprehensive management system tailored to AUMOVIO's organization, ensuring a responsible and sustainable value chain.

ESG Implementation

AUMOVIO has decided to introduce a so-called dualistic sustainability approach to ensure – besides Sustainability Strategy & Programs – a fully dedicated organizational framework on legal Sustainability Governance & Reporting requirements. AUMOVIO's sustainability governance aims to offer flexibility and agility in process development and execution while ensuring that mandatory requirements are met, and self-set targets are pursued.



To ensure coherent progress in all fields of sustainability, AUMOVIO SE's Executive Board acts as the primary steering and decision body on sustainability corporate matters (Sustainability Steering Committee). This includes, i.a.:

- Reviewing and amending the sustainability focus areas
- Reviewing and approving the evaluation of material impacts, risks, and opportunities
- Setting Group-wide sustainability targets (particularly public sustainability targets) and related action plans
- Setting group-wide key performance indicators for measuring sustainability performance beyond regulatory requirements
- Reviewing potential key performance indicators to be included in the organization's compensation scheme
- Reviewing the implications of new sustainability related regulations with significant Group relevance to the sustainability governance framework
- Acting as the rule governance body for sustainability, including regular review of the Group sustainability policy
- Assigning responsibilities for sustainability related program and/or framework implementation

The Sustainability Strategy & Programs team is responsible for sustainability strategy development and program implementation within the business areas. The Sustainability Governance & Reporting team assesses, oversees and monitors AUMOVIO's sustainability focus areas with a comprehensive reporting and internal control system and has clear assigned sustainability-related tasks and responsibilities at different organizational levels. The Sustainability Governance & Reporting team ensures legal compliance with all sustainability related regulations, which are of relevance for the organization. Its responsibilities also include the implementation and execution of a comprehensive assurance and reporting process, including Impact, Risk and Opportunity (IRO) management and an internal control system. With this approach AUMOVIO aims to ensure the efficient organization of its sustainability risk management activities.

AUMOVIO's internal sustainability organization follows the integrated governance model of sustainability implemented in AUMOVIO's sustainability regulations. Roles and responsibilities, strategies, processes, and policy statements, if applicable, are defined and integrated into AUMOVIO's governance structures. The Sustainability Steering Committee approves targets and related action plans with regard to material sustainability matters, which are tracked by means of facts and figures. AUMOVIO considers sustainability reporting to be crucial for its sustainability strategy to ensure transparency vis-à-vis stakeholders and legal compliance with regulations.

It is planned that AUMOVIO's first consolidated non-financial statement as part of the group annual report as well as an integrated sustainability report in alignment with the CSRD for Fiscal Year 2025 will be published in 2026.

10.21 Material Contracts

10.21.1 Customer Agreements

The contractual arrangements between AUMOVIO and its customers are usually based on standard documentation customary in the automotive supply market. Accordingly, most OEM customer relationships are governed by framework agreements and general purchasing terms and conditions (*GTC*) of the respective OEM customer specifying the commercial terms of supply and establishing a legal standard framework with the relevant customer. Within that contractual framework, AUMOVIO concludes project-specific agreements with most of its OEM customers. Binding orders for specific quantities of products are usually made through a combination of individual purchase orders which specify the individual price and are submitted in writing and electronic data interchange, specifying the volumes to be supplied.

To the extent changes and amendments to the OEM customer's GTC have been negotiated, these changes and amendments are typically negotiated in side letters or similar agreements. Framework agreements are generally based on the OEM customers' templates. To account for operational differences and local law requirements, with many OEM customers, special sets of GTC or occasional regional framework supply agreements are in place for certain regions, in particular in respect of AUMOVIO's business activities in North America and Asia. The framework agreements and GTC are sometimes accompanied by warranty agreements or policies regarding the rights and the procedures applicable in the case of defective products.

Where products are developed together with (potential) OEM customers, individual development agreements are concluded which in particular govern the allocation and use of newly created intellectual property.

Some of the contracts with OEM customers provide for change of control clauses which may trigger termination rights, i.e., the ability of customers to terminate the relevant agreement if a third party gains control over AUMOVIO. Clauses that allow OEMs to terminate for convenience may be contained in OEM agreements. Some contracts provide for compensation for e.g. work in progress and materials in the event of such termination.

OEM customer agreements usually contain commitments of AUMOVIO to provide for minimum supply volumes or manufacturing capacities. On the other hand, however, in most cases, they do not provide for binding purchase volume obligations for the customer towards AUMOVIO. Specific purchases of products occur on the basis of individual orders placed by the OEM customers under the relevant supply agreements.

OEM customer agreements in most cases do not contain liability caps to the benefit of AUMOVIO. Some agreements exclude AUMOVIO's liability for specific types of damages, such as loss of profits or indirect damages in cases of delay. Some agreements provide for liquidated damages to be paid by AUMOVIO, in particular in the event that the OEM customer's production processes are interrupted due to delayed or non-performance by AUMOVIO. In cases of delay in delivery caused by AUMOVIO, a few agreements explicitly require AUMOVIO to cover premium freight costs. AUMOVIO may be contractually obligated to indemnify the OEM customer for third-party claims depending on the respective clauses, in particular with regard to infringements of third-party intellectual property rights or product liability claims.

Under the agreements with its top OEM customers, AUMOVIO is responsible for sourcing materials in a timely manner and in sufficient quantities to meet its customers' demands and therefore bears a risk of supply shortfalls on the part of its suppliers (excluding cases of force majeure and other exceptional circumstances).

Most agreements provide for fixed prices applicable during certain time periods in a defined volume range. Only a few agreements with OEM customers contain price-volume-matrices under which product prices are automatically adapted based on the volumes actually taken off by the customer during a specific period of time. AUMOVIO and its OEM customers will usually enter into good faith discussions and re-negotiations of prices, if the volumes ordered by OEM customers materially deviate from the forecasted volumes which set the basis of the initial prices calculations, or if material prices or other costs materially increase. With many customers AUMOVIO has also raw material index agreements in place for products which are strongly affected by raw material prices, in particular products with a high steel or aluminum content in the brake area.

With regard to AUMOVIO's independent (non-OEM) aftermarket business, AUMOVIO works with distributors, wholesalers, agents and other intermediaries maintaining a midsize three digit number of contracts worldwide. With certain top distributors, AUMOVIO maintains distribution agreements, which

provide the framework for individual purchase orders. The distribution agreement typically provides for a one-year term and a rolling renewal for subsequent one year periods, if not terminated by one of the parties to the end of the term. Additional commercial and warranty terms are typically agreed annually upon in a bonus agreement. In addition, AUMOVIO has entered into contracts with certain intermediaries for specific territories (e.g., Poland), granting the intermediary a small percentage on the overall revenue generated in the territory in exchange for services that aim at increasing AUMOVIO's market share in the territory. These agreements typically provide for a one-year term and a rolling renewal for subsequent one year periods, if not terminated by one of the parties to the end of the term. Otherwise, the contractual setup for the non-OEM business largely relies on general terms and conditions and bonus agreements, which are generally based on AUMOVIO's templates, with some country specific differences and subject to individual negotiations.

With regard to software, AUMOVIO often distributes embedded software within its products. Further, AUMOVIO increasingly offers standalone software products to its customers. In addition to its standard offerings, AUMOVIO also individually customizes or develops software for specific OEM customers, which it then licenses to these customers under individual agreements, in some cases on an exclusive basis.

10.21.2 Supply Contracts

Relationships with key suppliers are generally based on the following major categories of agreements:

AUMOVIO's strategic supplier contracts (***SSC***) constitute the most important document in the contractual relationship with a supplier and AUMOVIO aims to enter into SSC with all its suppliers. AUMOVIO signed SSCs with nearly all of its 103 key suppliers. A key supplier is defined by an annual purchase volume exceeding €20 million for production materials. The SSC provide the legal framework for project management, warranty, liability and allocation of intellectual property. SSC with key suppliers are mostly based on contract templates, which are monitored and updated by AUMOVIO if necessary. However, the key terms of the SSC are negotiated individually in respect of warranty and liability as well as allocation of intellectual property rights. In addition, volume commitments have been agreed upon with certain suppliers as part of the semiconductor shortage in recent years. These volume commimtents are currently being renegotiated.

In addition to the SSC, AUMOVIO enters into specific framework agreements with suppliers, including "yearly pricing and supply agreements" to provide for prices, capacities, payment terms and delivery conditions, "sourcing agreements" supplementing either the SCC or AUMOVIO's general terms and conditions by introducing, i.a., price adjustment mechanisms, capacity reservations, provision for tooling development, purchases from the respective supplier as further specified in individual project agreements. Other framework agreements include a "global supply chain concept" to govern certain SCM related aspects and the "general quality agreements", in accordance to IATF 16949:2016, with customer specific requirements and expectations of AUMOVIO with respect to the quality and environmental management system of suppliers. Moreover, AUMOVIO provides its suppliers with the "Business Partner Codes of Conduct" to ensure corporate compliance in order to prevent incidents in the core risk areas antitrust, anti-money laundering, anti-corruption and other fraudulent activities. Such specific framework agreements either apply to the entire relationship with a certain supplier or to specific products or product groups.

In addition to the framework agreements, AUMOVIO often enters into further individual agreements called "project specific agreements" to govern more detailed aspects of the project, e.g., project agreements, non-disclosure agreements or tooling and development agreements as well as individual licensing agreements which oblige AUMOVIO to pay royalties per unit sold to its customers. The ordering of products is done via purchase orders, delivery schedules or other call-off processes. In the exceptional event that a supplier relationship is not based on a SSCs or other framework agreements, e.g., with no-key suppliers, such orders are based on AUMOVIO's general terms and conditions.

10.21.3 Financing

On March 13, 2025, a syndicate consisting of three banks as mandated lead arrangers and bookrunners (Bank of America Europe DAC, Goldman Sachs Bank USA and J.P. Morgan), with three original lenders (Bank of America Europe DAC, Goldman Sachs Bank USA and JPMorgan Chase Bank, N.A., London Branch), AUMOVIO SE, CAT GmbH and CAHN concluded a facility agreement (the ***Facility Agreement***) regarding a dual-currency revolving facility loan with an aggregate amount of €2,500 million (the ***Facility***). The Facility Agreement has been syndicated thereafter and 18 banks are lenders under the Facility Agreement.

The provisions of the Facility Agreement (as in place at the date of the Prospectus) stipulate, in particular, the following:

The Facility may be drawn in euro or USD. The loans will each be used to finance general corporate purposes of the Group (including acquisitions and the refinancing of certain bilateral facility agreements). A sublimit of €625 million of the Facility may also be used as a swingline facility loan with a shortened drawing notice period for liquidity back-up purposes, which may only be drawn in euro.

The Facility Agreement has an initial term of three years from the earlier of the date of (i) the Spin-off becoming effective and (ii) October 31, 2025, with two extension options for one year each, which are at the discretion of each lender.

AUMOVIO SE, CAT GmbH and CAHN as borrowers also act as guarantors under the Facility Agreement. Each wholly owned Material Subsidiary (other than any Material Subsidiary which is prevented from becoming a guarantor due to legal prohibitions or which is located in certain excluded jurisdictions), to the extent not already a party to the Facility Agreement, acceeded to the Facility Agreement as an additional guarantor. In addition thereto, further subsidiaries of AUMOVIO SE acceeded as additional guarantors. Each guarantor guarantees by way of an independent payment obligation (*selbständiges Zahlungsversprechen*) to pay any amount of principal, interest, costs, expenses or other amount under or in connection with the Facility Agreement and related documentation that has not been fully and irrevocably paid by a borrower.

AUMOVIO SE shall ensure that the aggregate of adjusted EBITDA of the guarantors, or their total assets or total sales represents not less than (i) 80% of the consolidated EBITDA and total sales of AUMOVIO and (ii) 75% of the total assets (each as defined in the Facility Agreement) of AUMOVIO.

Material Subsidiaries comprise any member of the Group (i) which is listed in a list of Material Subsidiaries to be provided as a condition precedent to initial utilization under the Facility Agreement, (ii) which total sales exceeding 5% of the consolidated sales of the Group, (iii) which total assets exceeding 5% of the consolidated assets of the Group, or (iv) which contributes more than 5% to the consolidated EBITDA. Total sales, total assets and the consolidated EBITDA are each assessed from the most recent consolidated annual financial statements of the Company and the most recent unconsolidated annual financial statements of the respective subsidiary.

The loans will bear interest at a variable currency-related reference rate (which may be EURIBOR, or the aggregate of the applicable USD Reference Rate and USD Credit Adjustment Spread, as defined in the Facility Agreement) plus a margin. The Facility Agreement provides for an initial margin as well as upwards and downwards adjustments of such margin depending on a specified leverage ratio (ratio of adjusted net financial indebtedness incl. pension-related or post-employment liabilities to the adjusted EBITDA). In each case, the reference rate will have a floor of zero so that the full margin will remain payable in the case of a negative reference rate. In addition, the Facility Agreement provides for certain fees and indemnifications in favor of the banks.

In addition, the Facility Agreement contains certain covenants, obligations and termination rights. The Facility Agreement provides for the following financial covenants restricting the Group to enter into financial indebtedness: on certain quarter end testing dates, AUMOVIO SE must ensure that (i) a specified leverage ratio (ratio of adjusted net financial indebtedness incl. pension-related or post-employment liabilities (as at the last day of the relevant testing period) to the adjusted EBITDA for the relevant testing period) is not exceeded, (ii) a certain minimum average month-end consolidated liquidity for the respective prior six-month period is reached, and (iii) a minimum adjusted EBIT is reached, in each case as described in the Facility Agreement.

The Facility Agreement further contains the provision that payment of dividends, distributions or repayment of shareholder loans by the Company may only be made if, at the time the dividend proposal or distribution of shareholder loans is resolved by the Executive Board and recommended to the shareholders, the cash flow (in respect of the most recent testing period) taking into account the relevant dividend payment on a pro forma basis and deducting the amount of any capital expenditure made in cash during such testing period is positive. Testing period means a period of twelve months ending on the last day of a quarter.

The lenders are entitled, subject to certain exemptions and cure periods, to accelerate and terminate the Facility Agreement in a number of circumstances, including, but not limited to, (i) breach of any financial covenants, (ii) if any obligor under the Facility Agreement does not comply with its duties under the Facility Agreement (including any payment obligations, material misrepresentation or cross default in excess of a limit of €75 million), (iii) if grounds for the commencement of insolvency proceedings against an obligor under the Facility Agreement or a Material Subsidiary arise or such proceedings are initiated,

(iv) if an obligor under the Facility Agreement (other than AUMOVIO SE) ceases to be a subsidiary of AUMOVIO SE, (v) if any expropriation, attachment, sequestration, distress or execution affects any asset or assets of an obligor or a Material Subsidiary having an aggregate value of €50 million (or the equivalent thereof in other currencies) and is not discharged within 30 (thirty) days, (vi) if the Group suspends or ceases to carry on, or threatens to suspend or cease to carry on all or a material part of its business, or (vii) if the Listing does not occur within ten business days of the Spin-off becoming effective.

Under the Facility Agreement, if any person or a group of persons acting in concert,

(a) which hold(s) less than 50% of the share capital of CAT GmbH as at the date of the Facility Agreement (other than IHO Holding GmbH & Co. KG (***IHO***) and its subsidiaries (excluding (x) Schaeffler AG and its subsidiaries and (y) Continental AG and its subsidiaries) but only as long as (xx) no IHO CoC (as defined below) has occurred and (yy) no domination agreement has been entered into between IHO or its subsidiaries and CAT GmbH), gains control over more than 50% of the share capital of AUMOVIO SE; or

(b) directly or indirectly acquires the majority of (1) the voting rights and/or (2) interests in IHO and/or (3) shares in its general partner (*Komplementär*) (other than directly or indirectly, a Family Shareholder (as defined below)) (the ***IHO CoC***) at any time after IHO directly or indirectly holds 50% or more of the share capital of AUMOVIO SE,

and after a negotiation period of ten business days between the lenders and AUMOVIO SE, each lender may request, within ten business days after the negotiation period but in any event no later than 20 business days after the date of the receipt of the change of control event notice by the agent, that its participation in the outstanding loans and all other amounts accrued under the Facility Agreement and related agreements are declared due and payable. Family Shareholder means Maria Elisabeth Schaeffler-Thumann, Georg F. W. Schaeffler and any of their respective legal and/or appointed heirs (*gesetzliche und/oder gewillkürte Erben*) (***Family Shareholder***).

10.21.4 Material Contracts between AUMOVIO and Continental Group

Please see Section "16.1 Relationship with Continental Group" and Section "16.2 Relationship with OESL Group" for material contracts between AUMOVIO and Continental Group prior and after the Spin-off has taken effect.

10.21.5 Joint Venture Agreements and strategic business partnerships

The establishment and pursuit of joint ventures is an important element of AUMOVIO's operations and forms integral part of its strategy to establish an ecosystem of strong business partnerships. By forming its joint ventures, AUMOVIO aims to access technology significant to its customer needs and combine its knowledge with industry leading know-how of established partners in their respective fields, while sharing the financial commitments required to develop new products and technologies. Besides such joint ventures, AUMOVIO also maintains strategic partnerships, including the partnership with Aurora and the strategic partnership with Ambarella.

10.21.5.1 *Joint Venture with Horizon Robotics Group*

On September 29, 2021, CAHN and Horizon, through its subsidiaries Shanghai Horizon Intelligent Automotive Technology Co., Ltd. and Nanjing Chuangyi Horizon Haisong Venture Capital Partnership Ltd. Partnership, entered into a joint venture agreement to form Horizon Continental Technology (Shanghai) Co., Ltd. (***HCT***). The joint venture was founded to become a new system solution supplier for ADAS and AD applications, in particular to address the demands of the Chinese OEM customers, but also to act as Tier-2 supplier for international OEMs.

HCT designs, develops and sells integrated hardware and software system solutions for ADAS and AD, including multi functional cameras based on Horizon's artificial intelligent SoC and AUMOVIO's radar products, including the computing platform hardware, algorithms and system software for full-stack functions, as well as related components such as sensors and ADCUs. HCT's portfolio includes mid-level ADCUs enabling, among other things, assisted driving without a high-resolution map and parking assistance with memory function as well as smart camera and entry level ADCU supporting active safety and basic driving and parking functions to increase safety and comfort. HCT has won several series awards from established OEM customers.

As at the date of the Prospectus, HCT began implementing a new offshore structure, in which HCT's shares and operations will be transferred to the newly established joint venture entity in Singapore, Horizon Continental Technology PTE. LTD (***HCT SGP***). Furthermore, in preparation for future financing rounds, Horizon and AUMOVIO concluded agreements in June 2025 to each provide two capital

injections of CNY 100 million into HCT SGP (the first tranche completed June 30, 2025, and the second tranche being planned in October 2025).

As at the date of the Prospectus, CAHN and Horizon each hold 38.30% of HCT shares. The remaining shares in HCT are held by financial investors, as well as 7.45% newly reserved shares for a planned employee stock option platform. As a result of a further financing round anticipated to be completed in the course of Fiscal Year 2025, it is expected that CAHN and Horizon will each hold 37.11% of HCT shares.

10.21.5.2 *Joint Ventures with Nisshinbo Holding*

Nisshinbo Holding Inc. (***Nisshinbo***) is a Japanese environment and energy group with an automotive focus on wireless and communications, microdevice, automobile brakes and precision instruments.

On November 23, 2000, AUMOVIO and Nisshinbo entered into a joint venture agreement to form Continental Automotive Corporation (***CAC***). AUMOVIO holds 65% of the shares in CAC, which is financially fully consolidated, while Nisshinbo holds the remaining 35% of the shares in CAC. The strategic rationale to form the joint venture was to combine AUMOVIO's product technology and know-how with Nisshinbo's existing local operation base and customer connections, which were considered the main driver for synergies.

The joint venture was initially created to provide R&D, manufacturing and sale activities with regard to conventional automotive brake products, including hydraulic and electronic brakes, for the automotive markets in Japan, Korea and the Philippines. The portfolio of CAC further offers electronic suspension control systems, washer systems, steering and force feedback pedals and other chassis components for passenger cars and light trucks. In the Fiscal Year 2024, CAC generated annual sales of €435.3 million.

On February 18, 2022, Continental Holding China Co., Ltd. entered into a joint venture agreement with Nisshinbo regarding the spin-off of the Changchun branch of its existing joint venture Continental Automotive Corporation (Lian Yun Gang) Co., Ltd (***LYG***). After the spin-off has taken effect, the former joint venture LYG and the established joint venture Continental Automotive System Changchun Co., Ltd (***CASC***) became two independent joint ventures. Continental Holding China Co., Ltd. holds 65.00% of the shares in LYG as well as 65.00% of the shares in CASC, which are both financially fully consolidated. The remaining shares are held by Nisshinbo.

Both joint ventures were concluded to address and serve the regional markets in China more efficiently, with dedicated R&D, manufacturing and sale of automobile parts as well as related technical services for both speed sensor products, i.e., chassis, engine and transmission speed sensors, and occupant safety sensor products, i.e., airbag and redundant inertial measurement products and other occupant safety systems. In the Fiscal Year 2024, LYG generated sales of €66.8 million, while CASC generated sales of €175.6 million.

AUMOVIO holds shares in three further joint ventures with Nisshinbo Holdings throughout the Asia Pacific region.

10.21.5.3 *Joint Venture with Shanghai Automotive Industry Corporation*

In 1998, Continental acquired the automotive business of ITT Inc., formerly ITT Corporation, including its shares in Shanghai Automotive Brake Systems Co., Ltd. (***SABS***), a Sino-foreign equity joint venture with Shanghai Automotive Industry Corporation. The joint venture was concluded in the context of a national project tender, granting an exclusive entry to the Chinese market, which had not acceded to the WTO at that time. In 2021, Continental transferred its shares in SABS to Continental Holding China Co., Ltd. (***Continental Holding China***).

The purpose of the joint venture is to conduct R&D, manufacturing, marketing and sales activities with regard to automotive hydraulic brake system related products, e.g., brake calipers, rear axle wheel cylinders, master cylinders, boosters and brake hoses, brakes for the Chinese and for certain export markets.

Continental Holding China holds 49% in SABS, which is consolidated at-equity. In the Fiscal Year 2024, SABS generated sales of €384.1 million.

10.21.5.4 *Joint Venture with CARIAD SE*

On June 18, 2009, Elektrobit and AUDI Electronics Venture GmbH (***AEV***) entered into a joint venture agreement to form e.Solutions GmbH (***eSol***). The purpose of the joint venture is the exclusive development, customization and modification of future infotainment framework and navigation systems, including related services for customers of AEV's related group companies. On July 1, 2015, Continental

AG acquired EB, including the shares in eSol. The shares were transferred to CAT GmbH, while AEV's shares in eSol were transferred to CARIAD SE, which is a subsidiary of the Volkswagen Group.

AUMOVIO holds 51% of the shares in eSol, which is consolidated per the at-equity method. The remaining shares are held by CARIAD SE. In the Fiscal Year 2024, eSol generated sales of €264.7 million.

10.21.5.5 *Strategic Partnership with Aurora Innovation, Inc. and Aurora Operations, Inc.*

On April 26, 2023, AUMOVIO entered an exclusive partnership with Aurora, a self-driving vehicle technology company based in Pennsylvania, U.S., which designed and is continuing to develop an autonomous driving system for commercial and passenger vehicles. The purpose of the partnership with Aurora is to deliver the first commercially scalable generation of Aurora's flagship integrated hardware and software system. For more information regarding the jointly offered solutions, please see Section "10.5.1 *Autonomous Mobility (AM)*".

10.21.5.6 *Strategic Partnership with Ambarella Inc.*

On January 5, 2023, AUMOVIO entered a strategic partnership with System-on-Chip (SoC) provider Ambarella, a developer of low-power SoC, semiconductors and software for AI applications based in California, U.S. Ambarella is specialized in efficient, powerful and scalable AI processors and software for the entire range of automotive viewing, recording, sensing and planning applications, including ADAS, electronic mirrors, drive recorders, fleet management, driver and cabin monitoring, and semi- and fully autonomous driving. The purpose of the partnership with Ambarella is the joint development of perception solutions and full-stack systems for ADAS and highly AD. For more information regarding the jointly offered solutions, please see Section "10.5.1 *Autonomous Mobility (AM)*".

11. REGULATORY AND LEGAL ENVIRONMENT

11.1 Overview

AUMOVIO operates in several countries worldwide, including Europe, North and South America as well as in the Asia Pacific region. AUMOVIO is therefore subject to various laws and regulations enacted on international, EU, national, state and municipal level. AUMOVIO's manufacturing sites are subject to laws and regulations addressing environmental matters, such as soil and water quality, waste management, hazardous substance storage, handling, use and disposal, water use and discharge, emissions and management of ozone depleting substances. As an automotive supplier, AUMOVIO is furthermore subject to stringent standards regulating its products in the interest of road safety, environmental protection and other public interests. While some requirements are directly applicable to AUMOVIO's products, others are rather customer- or (end-)market-related.

Since many of AUMOVIO's subsidiaries and manufacturing sites are located in EU Member States and Germany in particular, which also account for a significant share of its sales, the following description focuses on the regulatory environment as it applies in the EU. By creating a common regulatory framework for the EU Member States, EU law achieves a considerable degree of harmonization in several areas relevant for AUMOVIO's business. EU regulations apply directly in all EU Member States, whereas EU directives need to be transposed into national law. Therefore, national laws transposing EU directives may, despite based on a common EU framework, vary slightly. Also, acts adopted by EU institutions may be complemented by additional (stricter) requirements established by specific EU Member States. The regulatory environment outside the EU is fragmented and varies by country.

In addition to a description of the EU regulatory framework, this section comprises summaries of the regulatory framework particularly relevant for AUMOVIO's operations and products in U.S. and China, markets outside the EU that are important for AUMOVIO from a manufacturing, sales and business growth perspective. The most significant of the standards and regulations affecting AUMOVIO's operations and its products are outlined below. Similar laws and regulations also apply to AUMOVIO's business in other jurisdictions in which it operates, in particular due to the location of its manufacturing sites and / or customer (end-)markets in such jurisdictions.

In addition to the existing requirements, there is an increasing number of new or evolving laws, rules and regulations. In the EU, new laws, rules and regulations evolved, for example, relating to external reporting on ESG aspects of AUMOVIO's operations and products, as well as its direct and indirect business along the value chain. (e.g., mandatory due diligence processes). Following the EU's "Green Deal", the European Commission has communicated in 2025 the so-called "Clean Industrial Deal" that still aims to tackle climate and environmental-related challenges while focusing on fostering competitive businesses, and which has since then led to additional regulatory activity and need for companies to monitor numerous new developments.

As a listed company in Germany, AUMOVIO is obligated to adhere to EU and German laws, including ESG legislation, which could result in AUMOVIO facing conflicting regulations in the EU/Germany and other jurisdictions. Non-compliance with applicable laws could result in penalties, claims, compensation requirements or fines which creates uncertainty as well as legal and financial risks.

Any reference in this section to any law or regulation is deemed to refer to such law or regulation as amended, supplemented, or otherwise modified, and all further regulations and rules promulgated thereunder, unless the context requires otherwise.

11.2 Operations and products in the EU

11.2.1 Permits and Compliance Overview

For the construction, operation and alteration of industrial facilities, such as manufacturing plants, AUMOVIO is required to obtain and maintain emission control permits or, alternatively, building permits, operating permits and permits under water laws. In the application process for such permits, the competent authority assesses whether the specific facility the permit has been applied for will be in compliance with applicable provisions of environmental and regulatory law, in particular, with regard to emissions, planning law and building regulations, waste disposal, nature protection, fire safety, occupational health and safety and, in the case of permits under water law, use and disposal of water (as set out in more detail below). Some application procedures, such as those for an emission control permit, include public participation. As a result of the involvement of the public, objections may be raised and thereby complicate and delay procedures. Moreover, permits, once granted, may be legally challenged

by third parties, namely neighbors and environmental non-governmental organizations whose participation rights have been expanded by Directive 2003/35/EC on public participation and its interpretation by the European Court of Justice.

Non-compliance with the requirements set out in specific permits and their ancillary conditions may trigger administrative orders to remediate the non-compliance and fines. The responsible individuals may also be subject to criminal prosecution.

11.2.2 Environmental Regulation

EU regulations, directives and related legislation govern various aspects of environmental protection from air emissions, water use and discharge, and hazardous substance use, handling, and disposal, to soil and water quality and use of chemicals. The manufacturing sites operated by AUMOVIO must comply with these requirements which can be enforced by authorities but sometimes also by third parties. For the construction, operation and alteration of its manufacturing sites AUMOVIO further needs specific permits under, i.a., air emissions or water laws. Compliance with these requirements is monitored by local authorities and operators may be required to submit emission reports on a regular basis. Non-compliance with the requirements set out in these permits may trigger administrative fines and the responsible individuals may also be subject to criminal prosecution. Furthermore, authorities may order a (partial) shutdown of the facility and revoke the permit. AUMOVIO may also need to make significant capital investments in equipment or processes to eliminate incidents of non-compliance and/or to establish future compliance with necessary permits or, sometimes, with additional restrictions/conditions imposed by subsequent orders. In addition, breaches of environmental laws may result in financial liability under public or civil law.

Especially in the field of environmental law, AUMOVIO faces an intensification of regulatory efforts. As part of its fundamental policy road map publication "The European Green Deal", published in December 2019, the EU has revised and intensified many aspects of environmental EU regulations only recently (e.g., industrial air emissions and waste management) and additional changes are being discussed (e.g., soil and water quality standards). For example, under Regulation (EU) 2021/1119, the so-called "European Climate Law", the EU committed itself to reach climate neutrality by 2050 and set a target of at least 55% reduction of net GHG emissions by 2030 compared to 1990 levels. Some EU Member States committed to even stricter reduction targets such as Germany under the German Federal Climate Change Act (*Bundes-Klimaschutzgesetz*).

All AUMOVIO manufacturing sites are certified in accordance with the international standard ISO 14001 on environmental management systems. Compliance with relevant environmental legislation is therefore subject to regular internal and external audits. This management system also requires regular auditing of relevant third parties, e.g., waste contractors handling hazardous waste.

In addition to the key environmental laws and regulations summarized below, AUMOVIO's operations in EU Member States are subject to several other EU environmental regulations and corresponding national laws, such as regulations on water use and protection and wastewater treatment or packaging.

11.2.2.1 *Industrial Emissions Control*

EU Directive 2010/75/EU on industrial and livestock rearing emissions (***IED***) sets out rules on the authorization, operation, monitoring and decommissioning of, e.g., industrial installations with particular environmental relevance. It is the main EU instrument regulating pollutant emissions from industrial installations, i.e., on the prevention and control of pollution from industrial activities including reducing emissions into air, water and land, as well as preventing the generation of waste.

The IED requires the operator of certain industrial sites to hold a permit, for which the operator has to meet specified environmental conditions and take preventive measures set out in the IED and its annexes. Under the IED, a periodic review of ancillary conditions in existing permits is required, and, if necessary, amendments of these conditions are required to ensure compliance with the IED and especially with the so-called Best Available Techniques (BAT) conclusions.

In August 2024, the EU has revised the IED pursuant to a proposal of the EU Commission from 2022, increasing its focus on energy, water and material efficiency and reuse and with, e.g., tightened rules on reducing emissions, enhanced rights of the public and strengthened financial fines for worst infringements. The revised IED has to be transposed into national law by the EU Member States by July 1, 2026.

Germany has implemented the IED in its previous version with changes to, e.g., the German Federal Emissions Control Act (*Bundesimmissionsschutzgesetz* – ***BImSchG***), the Federal Water Act

(*Wasserhaushaltsgesetz*), and the German Closed Substance Cycle Waste Management Act (*Kreislaufwirtschaftsgesetz*). A first draft law to transpose the changes of the revised IED into German law and regulations was published in November 2024 and was subject to public consultation. After the transposition of the IED into German law was discontinued following the federal election in February 2025, the newly elected government had indicated to re-initiate the transposition of IED in late 2025. In July 2025, a new draft law was published by the Federal Ministry for the Environment which will undergo the legislative process again and is therefore subject to further changes.

AUMOVIO holds a limited number of permits in accordance with the BImSchG, as most production processes of and facilities operated by AUMOVIO, respectively, do not require such permits.

11.2.2.2 *Waste from Production Process*

On EU level, Directive 2008/98/EC on waste (***Waste Framework Directive***) redefines and governs the legal framework on waste treatment within the EU. The Waste Framework Directive applies to all substances or objects which the user discards or which the user plans or is required to discard. The Waste Framework Directive introduced a new waste hierarchy that EU Member States generally have to follow for the treatment of their waste (with highest priority on prevention and lowest priority on disposal) and several accompanying measures. In light of this, EU Member States have to ensure that any company intending to carry out waste treatment obtains a permit and does so in compliance with the waste hierarchy. Certain other activities are subject to registration.

AUMOVIO has to comply with the requirements set out in the Waste Framework Directive as implemented by the national laws, in Germany the provisions are stipulated in the German Closed Substance Cycle Waste Management Act (*Kreislaufwirtschaftsgesetz*). In accordance with this act, generators, owners, collectors and transporters of waste must demonstrate to the competent authority and to other parties that they have properly disposed of hazardous waste (*gefährliche Abfälle*) by providing a proof of waste disposal (*Entsorgungsnachweis*). In addition, a "taking back" obligation for certain types of waste may be introduced.

11.2.2.3 *Soil and Groundwater Contamination*

There is currently no specific, coherent legislation at EU level for soil contamination. However, in July 2023, the EU Commission published a draft Directive on Soil Monitoring and Resilience. While the draft is still at an early stage of the legislative process, the directive aims at, among others, establishing a comprehensive and coherent monitoring framework and laying down rules on sustainable soil management and remediation of contaminated sites. In Germany, the German Federal Soil Protection Act (*Bundes-Bodenschutzgesetz*) and several regulations promulgated thereunder already stipulate obligations to prevent and/or remove contamination, including investigation and remediation measures. These obligations apply to the owner of the respective property, persons exercising control over a property, the actual polluter and, under certain conditions a former owner, in each case irrespective of fault. Remediation obligations are generally not capped or subject to a statute of limitation. In certain cases, a party may even be held liable for the entire cost of remediation, the lawfulness of disposal or the actions of other parties. A statutory cost sharing mechanism between several responsible parties exists but in practice depend on other responsible parties actually being available and capable to share costs. In choosing the responsible party, environmental authorities are only bound by the principle of effective hazard prevention and remediation and are not required to take bilateral agreements between different responsible persons into consideration. In addition, non-compliance with the obligations may be sanctioned by administrative fines and, in certain cases, may result in criminal liability. Soil, water and/or groundwater impact has been discovered at some of the sites operated by AUMOVIO in the past and at present, including Bergneustadt, Frankfurt am Main, Gifhorn and Wetzlar (all Germany) and Gretz (France). In all cases of detected and confirmed contaminations, appropriate remediation or monitoring measures are ongoing or have been successfully closed in the past. All remediation and monitoring measures have been aligned and approved by the local authorities and, where necessary, a regular reporting to the relevant authorities is ongoing.

11.2.2.4 *Chemicals and Hazardous Substances*

Since AUMOVIO uses several chemical substances and mixtures in its production processes, it is subject to regulations on chemicals and hazardous substances, foremost EU Regulation (EC) 1907/2006 concerning the Registration, Evaluation, Authorization and Restriction of Chemicals (***REACH***) and EU Regulation (EC) 1272/2008 on Classification, Labelling and Packaging of Substances and Mixtures. REACH requires all actors in the supply chain to ensure that they manufacture, place on the market or

use substances (on their own, in mixtures, or in articles) without harming human health or the environment. This includes the obligation to register chemicals or, in certain cases, to obtain an authorization for use and placing on the market. Another regulatory measure to limit or ban the manufacture, placing on the market, or use of certain hazardous substances is a restriction under REACH. Restrictions are intended to protect human health and the environment from unacceptable risks posed by chemicals. Currently, the EU is considering a comprehensive restriction on the manufacture, placing on the market, and use of per- and polyfluoroalkyl substances (***PFAS***), with currently only very limited exceptions envisaged.

AUMOVIO does not hold registrations or authorizations under the REACH Regulation, but is, as a downstream user, particularly subject to information, notification and labelling requirements and must comply with certain safety obligations arising for example under the German Chemicals Act (*Chemikaliengesetz*), which mainly reflects and accompanies the REACH Regulation at the national level, but also establishes additional national requirements.

11.2.2.5 *Transport of Dangerous Goods*

Furthermore, AUMOVIO is involved in the carriage of dangerous goods. Thus, AUMOVIO is subject to specific requirements related to such carriage laid out in the EU Transport of Dangerous Goods Directive 2008/68/EC (***EU DG Directive***). The EU DG Directive implements various international logistic regulations into EU law and governs the carriage of dangerous goods on roads, rail and inland waterways. Under the EU DG Directive and national implementation legislation, the carriage of specific dangerous goods (e.g., products and parts of air bags, lithium batteries, air springs, chemical products, and others) is subject to certain restrictions and requirements relating to vehicle crews, equipment, operation and documentation as well as protection measures during transport, loading, unloading, handling and carriage procedures.

11.2.3 Occupational Health and Safety

Pursuant to national and international laws and regulations, AUMOVIO is *obligated* to take measures related to health and safety at work. Such laws typically require AUMOVIO to assess the work-related health and safety risks and to establish and maintain healthy and safe working conditions effectively preventing harm to its employees. In particular, employers must observe medical and hygienic standards and comply with occupational health and safety requirements, such as permissible maximum exposure levels for noise or hazardous substances at the workplace, the provision and use of personal protective equipment and requirements relating to maximum temperatures and air ventilation. In addition, the employer must employ methods to ensure that all machinery and equipment used in the workplace complies with applicable safety standards, such as Regulation (EU) 2023/1230 on machinery. Additional health and safety requirements in EU are set out, i.a., in the Occupational Safety and Health Framework Directive 89/391/EEC and its supplementing directives, each focusing on specific aspects of safety and health at work. For instance, Germany has transposed these EU directives into national law by the German Act on Occupational Protection (*Arbeitsschutzgesetz*) and the German Act on Occupational Safety (*Arbeitssicherheitsgesetz*), which are supplemented by various ordinances and technical guidelines. Compliance with employment safety regulations is subject to regulatory supervision.

11.2.4 ESG-related Disclosures and Human Rights

AUMOVIO is facing rapidly increasing regulations regarding ESG. ESG further raises expectations and demands from external stakeholders in terms of transparency and disclosure on questions of sustainability and human rights along its supply and value chain.

In January 2023, the Directive (EU) 2022/2464 of the European Parliament and of the Council as regards corporate sustainability reporting (***CSRD***) came into force. The CSRD establishes a comprehensive framework for sustainability reporting. Depending on their size and activities, companies will have to include sustainability related information in their annual reports. Companies subject to the CSRD are generally required to report on a large number of individual sustainability topics, provided they have been identified as “material” in a “double materiality” assessment. This requires an assessment of the impacts, risks and opportunities sustainability topics have on a company’s operations but also how a company’s operations affect these sustainability topics. Sustainability information needs to be accurate and complete and will be part of a company’s annual reporting obligations. Sustainability reporting will also be subject to an external audit requirement. Failure to comply with the reporting obligations may be sanctioned as administrative or criminal offences depending on national transposition laws. There are plans on the EU level to also amend the reporting obligations as such.

To facilitate the assessment for investors whether an investment is environmentally sustainable, the EU has also enacted the Taxonomy Regulation (EU) 2020/852 (***Taxonomy Regulation***). It sets criteria for activities to be considered sustainable, focusing on six environmental objectives, including climate change mitigation and biodiversity protection. The regulation also imposes disclosure requirements to ensure transparency. The CSDDD was adopted on June 13, 2024. Following a transitional period of three years, companies incorporated in the EU depending on their size and activities will have to fulfil comprehensive due diligence obligations in their own operations and along their value chain to identify and manage negative impacts on human rights and the environment. Some EU Member States have already enacted similar requirements. In Germany, for example, AUMOVIO will already be subject to the LkSG. The LkSG requires, i.a., an annual risk assessment for AUMOVIO's operations as well as for suppliers, taking respective preventive measures and remedial actions and the commitment to respecting human rights and environmental protection through a publicly available policy. In addition, the LkSG sets out audit and reporting obligations with the competent authority, the Federal Office for Economic Affairs and Export Control (*Bundesamt für Wirtschaft und Ausfuhrkontrolle*). AUMOVIO's due diligence procedures include a 'know-your-business-partner' program. With the CSDDD having been adopted, national legislation on matters of supply chain due diligence, such as the LkSG, will have to be amended to reflect the applicable EU requirements. In April 2025, the EU voted for postponing CSDDD by one year. There are plans on the EU level to also amend CSDDD obligations as such.

More generally and as said above, there are currently plans at the EU level to further revise CSRD, CSDDD and the Taxonomy Regulation. Therefore, the above requirements might be changed in the near future and require AUMOVIO to adapt to that. It is worth noting that the plans for amendment are supposed to reduce the burden for companies. However, it cannot be evaluated yet to what degree the foreseen changes will result into a neutral or even positive effect for AUMOVIO. First consultations lead to the conclusion that bureaucratic burdens are likely to be reduced to a minimal extent.

11.2.5 Product-related Permits

11.2.5.1 *General*

Most of AUMOVIO's products are used in light-duty and heavy-duty vehicles of OEMs which require approval by competent authorities before they can be placed on the market and used on public roads. In respective processes, the OEM has to show that the vehicles comply with numerous requirements related to diverse technical aspects, including technology and safety before these are placed on the respective market.

In the EU, vehicles must comply with numerous requirements related to diverse technical aspects, including technology and safety, in order to receive an EU type-approval by the competent EU Member State authority, in Germany for example the Kraftfahrt-Bundesamt. The type-approval for most motor vehicles, including light and heavy-duty vehicles and their trailers, is regulated in Regulation (EU) 2018/858 on the approval and market surveillance of motor vehicles and their trailers, and of systems, components and separate technical units intended for such vehicles (***EU Type Approval Regulation***).

While the EU Type Approval Regulation itself contains the main OEM responsibility and procedural aspects of approval and market surveillance, the actual technical, safety and environmental requirements are set out in about 120 separate regulations listed in Annex II of the EU Type Approval Regulation. In many cases, this EU legislation implements standards developed by the United Nations Economic Commission for Europe (***UNECE***). Also, the EU has accepted a significant number of UNECE regulations, and therefore has the obligation to accept type-approvals granted in accordance with those UNECE regulations as complying with the equivalent EU requirements.

The EU and UNECE requirements directly address the OEM but are indirectly relevant for AUMOVIO, as AUMOVIO can only offer components and software solutions to OEMs which the OEMs can use in their vehicles in compliance with the EU Type Approval Regulation.

In some cases, the EU Type Approval Regulation is also directly relevant for AUMOVIO, for example when offering components or systems with a separate component/system approval obtained by AUMOVIO. AUMOVIO does hold some of these approvals itself, for example for e-call systems under Regulation (EU) 2015/758, for tachographs and for ECUs for TPMS.

Non-compliance with these regulations can result in restricted market access, recalls, legal penalties, claims from OEMs and reputational damage.

11.2.5.2 *General Vehicle Safety including Brakes, Airbags, Tire Pressure Monitoring*

The EU Type Approval Regulation lists a large number of safety relevant requirements, concerning vehicle active and passive safety and safety of different components and systems.

Most vehicle safety requirements are regulated in Regulation (EU) 2019/2144 on type-approval requirements for motor vehicles and their trailers, and systems, components and separate technical units intended for such vehicles, as regards their general safety and the protection of vehicle occupants and vulnerable road users (***General Safety Regulation***). This Regulation in turn refers to several other EU and UNECE regulations addressing various aspect of vehicle safety, including braking systems which are a significant business of AUMOVIO. Similar specific EU and UNECE regulations impact AUMOVIO's businesses for sensors and electronic control units for airbags as well as the business for TPMS. Keeping up with evolving safety standards requires continuous innovation. This can involve significant costs related to testing, certification, and potential redesign of products to comply with updated standards.

Another specific area of regulation with relevance for AUMOVIO's brake business is Regulation (EU) 2024/1257 establishing the new Euro 7 emissions standard for light-duty vehicles which becomes applicable in stages from January 1, 2027 onwards. This standard for the first time sets limits for emissions from brake dust. This regulation is of high importance for AUMOVIO, including further details in UN Global Technical Regulation No. 24 which addresses the laboratory measurement of brake emissions. Meeting the stringent brake dust limits will likely require significant advancements and adaptations of existing technologies. The development and implementation of new brake technologies may involve substantial costs. This includes research and development, testing, and potential redesigns of existing systems. Additionally, integrating new components like brake dust filters may increase vehicle weight and maintenance requirements. Failure to comply with the new requirements could result in restricted market access, legal penalties, and damage to AUMOVIO's reputation.

11.2.5.3 *Autonomous, Automated and Assisted Driving*

Driver assistent systems, high and full automated driving and autonomous driving, as described by the Society of Automotive Engineers in different "levels" of automation, are highly regulated and rapidly changing fields of law in the EU and the EU Member States. AUMOVIO offers various products for OEMs in this field and is therefore – usually indirectly – subject to the applicable vehicle type-approval rules (see also Section "11.2.5.1 *General*").

Driver assistant systems are for example regulated in the General Safety Regulation as well as in specific UNECE legislation like UNECE Regulation 79 with regard to steering assistents. The higher level of automated driving on L3 is for example regulated by UNECE Regulation 157 on automated lane keeping systems. Higher L4 and L5 solutions have rather recently been regulated by Commission Implementing Regulation (EU) 2022/1426 as regards uniform procedures and technical specifications for the type-approval of the automated driving system of fully automated vehicles. On a national level, there can be additional provisions such like the German Act on Autonomous Driving 2021 (*Gesetz zum autonomen Fahren*) which established a new national approval system under the German Road Traffic Act (*Straßenverkehrsgesetz*).

AUMOVIO's systems can also be subject to national traffic laws and the public international treaty Vienna Convention on Road Traffic, which contains several rules on assisted, automated and autonomous driving since some recent amendments.

Most of these provisions are rather new or have been changed recently and will likely be further changed, refined and accompanied by more legislation in the future which AUMOVIO will have to adapt in order to be able to continue to sell its products to OEMs.

In the context of autonomous driving, and also more generally with regard to vehicle safety systems, AI will play an increasing role in the future, including evolving regulation in that field. The EU Artificial Intelligence Act (Regulation (EU) 2024/1689) in connection with recent amendments to the abovementioned EU Type Approval Regulation and the General Safety Regulation will impact the way AUMOVIO develops, deploys, and uses AI in its products and services, including by way of additional costs, testing, documentation and approval burden. Non-compliance with the EU Artificial Intelligence Act and the other aforementioned regulations can lead to severe fines and/or product-related measures including recalls or prohibition of sale.

11.2.5.4 *Cybersecurity and Software Management*

AUMOVIO's products and internal processes, including, among others, development, testing, production, have to comply with various requirements in the area of software and cybersecurity of road

vehicles and further requirements are currently being discussed. While most of the requirements are not directly applicable to AUMOVIO's products and internal processes, the OEMs usually pass on the relevant obligations and / or their own standards to their suppliers like AUMOVIO.

In the EU and other UNECE countries, UNECE Regulation 155 on uniform provisions concerning the type approval of vehicles with regards to cybersecurity and cybersecurity management system requires an adequate cybersecurity management system throughout the whole supply chain. There are also international industry standards with relevance for cybersecurity. These standards are complemented by common automotive or customer specific standards for software development like coding guidelines.

While certain cybersecurity rules like UNECE Regulation 155 apply only to the vehicle manufacturer responsible for type-approval, for AUMOVIO the international industry standard ISO/SAE 21434 on cybersecurity engineering of road vehicles is of importance. The majority of customers are requiring a certificate of compliance for this standard arising from their obligation to manage the supply chain under UNECE Regulation 155. AUMOVIO holds such a certification which needs to be renewed in May 2026. Another important standard is ISO 26262 on functional safety of road vehicles. These standards are complemented by common automotive or customer specific standards for software development like coding guidelines by the Motor Industry Software Reliability Association, some vehicle manufacturers' own software requirements or a standard governed by the German Automotive Industry Association (*Verband der Automobilindustrie* – ***VDA***).

Furthermore, the Cyber Resilience Act (***CRA***) (Regulation 2024/2847) is relevant for AUMOVIO, especially due to the incorporation of digital elements in their products. The CRA introduces horizontal cybersecurity requirements for products with digital elements, ensuring they meet EU standards for cybersecurity. Manufacturers must ensure cybersecurity throughout the lifecycle of their products, including planning, design, development, and maintenance. The CRA requires manufacturers to provide security updates and report significant cybersecurity incidents. This ensures that products remain secure over time and that vulnerabilities are promptly addressed. Many of AUMOVIO's products do not fall under the CRA, as CRA is not applicable for components which later become part of a road vehicle regulated by the General Safety Regulation's detailed technical regulations, including UNECE Regulation 155, as explained above. Some of AUMOVIO's products which are, however, affected by CRA are tachographs, robotics and components/systems for agricultural machinery. Compliance with the CRA is mandatory for accessing the EU market. Non-compliance can result in restricted market access, recalls, legal penalties and harm AUMOVIO's reputation.

Furthermore, there are product-specific or technology-specific EU and UNECE regulations with similar or stricter cybersecurity requirements (for example, EU Delegated Regulation 2022/30). Compliance with these regulations is likewise mandatory for accessing the EU market. Non-compliance can result in restricted market access, recalls, legal penalties and harm AUMOVIO's reputation.

Another relevant element of cybersecurity is the NIS2 Directive (Directive (EU) 2022/2555 on Network and Information Security) (***NIS2***) which applies to AUMOVIO. NIS2 still needs to be transposed in some EU Member States, including Germany, and will require companies in various critical sectors to ensure the security of their network and information systems. This includes protection against cyberattacks, ensuring the availability, integrity, and confidentiality of data, and implementing emergency plans and recovery procedures. Non-compliance can lead to fines to be defined by EU Member States.

Another area of automotive regulation which is emerging recently relates to software updates for vehicles, also over-the-air updates via the internet, including security aspects (for example UNECE Regulation 156).

11.2.5.5 *Other Technologies including Communication and Tachographs*

Electronic components are an essential part of vehicles and electromagnetic compatibility (***EMC***) is a relevant part of that. EMC is the ability of electrical components and systems to function acceptably in their electromagnetic environment, by limiting the unintentional generation, propagation and reception of electromagnetic energy which may cause unwanted effects such as electromagnetic interference or even physical damage in operational equipment. AUMOVIO's products need to be developed and measured in accordance with the customers' EMC specifications. In the EU, OEMs in particular have to comply with UNECE Regulation 10 on uniform provisions concerning the approval of vehicles with regard to EMC which is referred to in the General Safety Regulation. In that context, also the Radio Equipment Directive (RED) 2014/53/EU is relevant for AUMOVIO. The Directive with its national implementations sets rules for placing radio equipment on the EU market, including aspects of EMC and an efficient use of the radio spectrum.

Another regulated technology offered by AUMOVIO are (smart) tachographs for commercial vehciles which are subject to Regulation (EU) 165/2014 and several recent amendments with regard to new technologies and expanding tachograph requirements to more vehicle categories. Expanding tachograph requirements to more vehicle categories is likely to be positive for AUMOVIO's business, as it increases the potential customer base and revenue. The mandatory use of digital tachographs for light commercial vehicles weighing 2.5 tons or more is expected to start in 2026.

11.2.6 Product Safety and Liability

AUMOVIO must comply with general requirements on product safety where other product-specific regulations do not apply. In the absence of specific provisions, Regulation (EU) 2023/988 on general product safety (***GPSR***) governs the safety of products. Under the GPSR, manufacturers are required to only place products on the market that do not present any risk to the health and safety of persons. This main obligation under the GPSR is complemented by further notification and information requirements towards customers and the authorities, as well as labelling and market surveillance requirements. In Germany, the GPSR is accompanied by the German Product and Safety Act (*Produktsicherheitsgesetz*), which is planned to be revised to align with the GPSR. Product safety regulations are of relevance for AUMOVIO due to customer requirements demanding compliance with such regulations as well as AUMOVIO's own branded products, particularly in relation to the aftermarkt sector.

Also, the EU Market Surveillance Regulation (EU) 2019/1020 strengthens the regulatory regime in relation to compliance of products and market surveillance. The German Market Surveillance Act (*Marktüberwachungsgesetz*) extends the application of these provisions to additional products and provides for further powers of competent authorities. Under the EU product safety regime, unsafe products may also be listed in an EU-wide publicly accessible database. AUMOVIO is further subject to provisions on product liability and may be held liable in cases of damage caused by a defective product manufactured by it. This especially relates to the EU Product Liability Directive (EU) 2024/2853 (***PLD***) which came into force in December 2024, replacing the former EU Product Liability Directive 85/374/EEC (***Product Liability Directive***). The PLD modernises the framework for compensation claims by individuals harmed by defective products, by introducing several significant updates. While the liability without fault in cases of damage caused by a defective product remains, the PLD, i.a., does not only apply to movables which have been industrially produced, whether integrated into another movable or not, but now also includes digital products, such as software. The PLD further expands the scope of parties responsible for a defect, the definition of what constitutes a defect, lowers evidentary requirements and removes liability caps. EU Member States have to transpose the PLD into national law until December 9, 2026. In Germany, the EU Product Liability Directive is implemented into German national law by the Product Liability Act (*Produkthaftungsgesetz*) which will need to be revised to adequatly reflect the provisions of the PLD.

11.2.7 Sustainable Products, Disposal, Reuse, Recycling and Recovery

In the EU, regulatory requirements related to disposal, reuse, recycling and recovery of motor vehicles, selected examples of which are set out below, apply to customers in the passenger and commercial vehicle industry. Furthermore, AUMOVIO is legally obligated to support the customers in fulfilling such requirements.

Directive 2000/53/EC on end-of life vehicles, stipulates measures to prevent waste arising from end-of-life vehicles and to promote the collection, re-use and recycling of vehicle components. Germany has transposed the Directive into German law by the ordinance on end-of-life vehicles (*Altfahrzeugeverordnung*). Similarly, Directive 2005/64/EC on the type-approval of motor vehicles with regard to their reusability, recyclability and recoverability sets targets for these aspects in newly produced vehicles. As an automotive supplier, AUMOVIO must ensure that the parts and components they produce comply with the ELV Directive to be able to sell its products to OEMs.

On July 13, 2023, the EU Commission proposed a new Regulation on end-of-life vehicles, which is supposed to replace both aforementioned Directives. The proposed new Regulation covers all aspects of a vehicle from its design and placement on the market until its final treatment at the end-of-life and is supposed to, i.a., improve circular design of vehicles to facilitate removal of materials, parts and components for reuse and recycling.

Furthermore, the EU Battery Regulation (Regulation (EU) 2023/1542) is relevant for AUMOVIO. Some of AUMOVIO's products, such as telematics and tachographs, often incorporate batteries from suppliers. The Battery Regulation stipulates obligations on economic operators which place batteries on the EU market. Compliance with the Battery Regulation ensures that these batteries meet EU standards for safety, sustainability, and traceability. This includes meeting requirements for CE marking, battery

passports, carbon footprint reporting, and recycled content. Depending on whether the battery supplier is located in the EU or elsewhere, AUMOVIO can itself be the economic operator placing the batteries (in its products) on the EU market. On the aftermarket, AUMOVIO offers products under its own brand, which sometimes include replacement batteries and battery-operated components; these must also comply with the Battery Regulation. Non-compliance can lead to fines, recalls and other authority measures as well as reputation damage.

Also, AUMOVIO must comply with the Restriction of Hazardous Substances Directive 2011/65/EU which restricts the use of certain substances such as lead, cadmium and mercury in electrical and electronic equipment.

Furthermore, AUMOVIO is subject to the Deforestation Regulation (EU) 2023/1115 (***EUDR***) which entered into force in June 2023. This regulation aims at avoiding that products imported to or exported from the EU market contribute to global deforestation and forest degradation. The commodities captured by the EUDR are currently limited to cattle, cocoa, coffee, oil palm, rubber, soy and wood. While focused on deforestation, the EUDR also prohibits the import of in-scope products that were produced in violation of local indigenous land rights. The requirements will apply from December 30, 2025. AUMOVIO with its products is directly affected by the EUDR and needs to achieve compliance to be able to continue to purchase commodities and base products and sell its products to customers in the EU. Non-compliance can lead to fines, recalls and other authority measures as well as reputation damage.

11.2.8 Data Protection and other Data Regulation

In the EU, Regulation (EU) No 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (***GDPR***) applies. The GDPR has introduced substantial fines for breaches of the data protection rules (up to €20 million or up to 4% of the total worldwide annual group-turnover of the preceding financial year, whichever is higher), increased powers for regulators, enhanced rights for individuals, and new rules on judicial remedies and collective redress. AUMOVIO may be subject to claims by third parties, such as regulatory bodies, that AUMOVIO or AUMOVIO's employees or independent contractors inadvertently or otherwise breached GDPR and related data protection rules. Litigation may be necessary to defend against these claims. There is no guarantee of success in defending these claims, and if AUMOVIO does not prevail, AUMOVIO could be required to pay substantial fines and/or damages and could suffer significant reputational harm. Even if AUMOVIO is successful, litigation could result in substantial cost and be a distraction to management and other employees.

Each EU member state may have additional data protection laws that complement the GDPR, such as the Federal Data Protection Act (*Bundesdatenschutzgesetz*) in Germany.

Furthermore, AUMOVIO might be subject to Regulation (EU) 2023/2854 on fair access to and use of data (***Data Act***) which sets out rules on fair access to and sharing of data generated by Internet of Things products such as connected vehicles and related services. These rules apply to data holders and data recipients including in business-to-business scenarios. The Data Act requires data holders to provide data /to users, third parties or the public sector under reasonable conditions while protecting trade secrets unless overridden by EU or EU Member State law. The data sharing obligations under the Data Act might impact suppliers reliant on proprietary data, necessitating robust compliance measures to avoid legal and financial repercussions. Non-compliance could lead to sanctions determined by EU Member State laws. These sanctions could include fines or other penalties, tailored to the severity of the violation. In relation to fines, the Data Act refers to the GDPR which foresees fines for non-compliance of up to €20 million or up to 4% of the total worldwide annual group-turnover of the preceding financial year, whichever is higher.

11.2.9 Export Control and Sanctions

As the Group is, among other jurisdictions, incorporated or has sites in the EU, China and the US, export control and sanctions laws of these jurisdictions territorially apply to the Group, which develops and manufactures products and technology, such as radar sensors, electronical control units, cameras and software – which are regularly subject to export controls.

Sanctions

The EU, and the U.S. (as well as numerous other countries) have imposed sanctions against specific countries and regions, including Russia, Belarus, Iran, Syria, North Korea and others. These sanctions laws, i.a., include asset freeze restrictions against sanctioned legal persons, entities and bodies, certain

restrictions of products and related ancillary services as well as a ban of specific services and investments. EU, Chinese and U.S. as well as other applicable sanctions laws can restrict the Group from engaging in business relations in or with affected countries and designated persons, entities or bodies. Subject to further requirements, sanctions laws and regulations provide for different licensing possibilities and exemptions. Therefore, the export and import of items, such as restricted products and related ancillary services, as well as a ban of specific services and investments in specific countries may require a license, which has to be obtained from the competent national authority prior to any such business activity. Regular updates of sanctions laws and regulations have to be closely monitored by the Group.

Export Controls

Export control laws (in particular in the EU, China and the US) regulate the export and other forms of transfer of goods, software and technology, and related services, and in particular those that could have military or dual-use implications. The development and manufacturing of specific products thus is or may become subject to applicable export control laws or regulations.

To export items affected by applicable sanctions or export control laws – and, in particular, from the EU, China and the U.S. – licences must be obtained from the competent national authorities prior to the export. Consequently, the Group requires licences for the export or other specific forms of transfer of certain items affected by export control laws or regulations.

EU

The EU has implemented a number of sanction laws against several countries, which, i.a., cover asset freeze sanctions, product restrictions, the EU services ban and the EU investment ban. The EU has – as part of its sanctions against specific countries also imposed import and export controls on a wide range of specific goods and technology. EU Council Regulation (EU) No. 2021/821 (the ***EU Dual-Use Regulation***) regulates the export, transit, brokering and technical assistance of dual-use items; i.e., items that can have a civilian or military use.

The Group's items are currently not subject to the EU Dual Use Regulation. Under these export control and sanctions laws and regulations, national competent authorities (and in particular EU, Chinese and U.S. authorities) may require export licenses, may seek to impose modifications to business practices, including cessation of business activities in sanctioned countries or with sanctioned persons, entities or bodies and modifications to compliance programs, which may increase compliance costs and pose a risk of penalties to the Group. Any violation of these laws or regulations could impact the Group's reputation, business, operational results and financial condition.

11.2.10 Competition and other Laws, Rules and Regulations

Competition and antitrust laws, rules and regulations are also applicable to AUMOVIO. In general, such competition and antitrust laws are designed to preserve free and open competition in the marketplace in order to enhance competitiveness and economic efficiency. National and supranational competition and antitrust authorities (besides private enforcement activities) may initiate investigations and proceedings for alleged infringements of competition or antitrust laws, which may result in fines or other forms of liability or impose certain limitations or conditions regarding acquisitions and certain business practices if AUMOVIO was found to have obtained a dominant position in certain markets or to be otherwise non-compliant with such regulation.

Moreover, in the countries in which AUMOVIO is present, AUMOVIO is subject to labor and social security laws, including, for example, anti-discrimination laws.

11.3 Operations and Products in the U.S.

11.3.1 Permits and Compliance Overview

One of the major sections of the U.S. Code of Federal Regulations (***CFR***) is Title 40 Chapter I CFR, which, among other authorizations and duties, regulates environmental standards and the issuance of environmental permits. In addition, sites are obligated to follow applicable state and local/municipal environmental regulations and permit requirements. Non-compliance with these requirements may trigger administrative orders, court-ordered injunctions or court orders enforcing cleanup or the issuance of monetary penalties, fines or restitution. In some cases, responsible individuals could also be subject to criminal liabilities which may include incarceration.

11.3.2 Environmental Regulation

AUMOVIO's production and operation within the U.S. are subject to regulation by the U.S. Environmental Protection Agency (***EPA***), the U.S. Department of Transportation (***DOT***), and the Resource Conservation and Recovery Act. These regulations govern hazardous waste management, emissions compliance, and sustainable material recovery, impacting both vehicle manufacturers and aftermarket suppliers. Increasingly, Extended Producer Responsibility (EPR) policies are shaping industry practices, requiring manufacturers to take accountability for the environmental impact of their products throughout their lifecycle.

11.3.2.1 *Industrial Emissions Control*

AUMOVIO's industrial facilities in the U.S. must adhere to emissions limits set by the Clean Air Act (***CAA***) and other regulatory frameworks. The CAA is a comprehensive federal law regulating air emissions. The CAA authorized the EPA to set National Ambient Air Quality Standards (***NAAQS***) for six common air pollutants: Carbon Monoxide, Ground-level Ozone, Lead, Nitrogen Oxides, Particulate Matter, and Sulfur Dioxide. The EPA can designate areas as meeting (attainment) or not meeting (nonattainment) these standards. Further, the EPA also requires to develop a general plan to attain and maintain the NAAQS in all areas of the country, and a specific plan to attain the standards for each area designated nonattainment for a NAAQS. The EPA works with its regulatory partners through a CAA monitoring program, which ensures the regulated entities obey environmental laws and regulations through on-site inspections and review of records. Non-compliance can result in fines and operational restrictions.

11.3.2.2 *Waste from Production Process*

The Resource Conservation and Recovery Act (42 U.S.C. Section 6901 et seq.) is the public federal law that sets the framework for the management (identification, classification, generation, management and disposal) of hazardous and non-hazardous solid waste, providing basic requirements that states then adopt and enforce. The regulations governing hazardous waste identification, classification, generation, management and disposal are found in title 40 CFR parts 260 through 273.

11.3.2.3 *Soil and Groundwater Contamination*

The Clean Water Act (33 U.S.C. Section 1251 et seq.) (***CWA***) regulates discharges of pollutants into water of the U.S. and quality standards for surface waters. Under the CWA, EPA has developed pollution control programs such as setting wastewater standards for industry and national water quality criteria recommendations for pollutants in surface waters. According to the CWA it is unlawful to discharge any pollutant from a point source into navigable waters, unless a permit was obtained (under the so-called National Pollutant Discharge Elimination System (***NPDES***) permit program). Non-compliances with permit requirements may, among others, lead to administrative orders and fines, civil and criminal actions or to independent legal actions by members of the general public.

The Pollution Prevention Act (42 U.S.C. Section 13101 et seq.) focused industry, government, and public attention on reducing the amount of pollution through cost-effective changes in production, operation, and raw materials use.

11.3.2.4 *Chemicals and Hazardous Substances*

The Toxic Substances Control Act of 1976 (***TSCA***) addresses the production, importation, use, and disposal of specific chemicals in 15 U.S. Code Chapter 53. In particular, manufacturers must submit pre-manufacture notification for new chemical substances before manufacture in order for those chemicals to be tested for potential hazards. Further, manufacturers may be required to (i) test chemicals where risks or exposures are found, (ii) comply with certification reporting and record-keeping in the manufacture, importation and distribution of chemicals in commerce and (iii) inform EPA if they have obtained information which reasonably supports the conclusion that a chemical presents a substantial risk of injury to health or to the environment.

The TSCA provides EPA with authority to require reporting record-keeping and testing requirements, and restrictions relating to chemical substances and/or mixtures. While the regulatory authority and program implementation of the TSCA rests predominantly with the EPA, states can be authorized by EPA to operate their own programs for some portions of the statute.

TSCA also includes significant requirements for reporting, recordkeeping and testing, including, for example, a final rule that will require all manufacturers and importers of PFAS to report all PFAS-related activities since January 1, 2011; these reports are due in October 2026.

The California Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65) requires businesses that sell, manufacture, supply or distribute products sold in California to provide warnings on their products, to their downstream supply chain or retailers about significant exposures to certain chemicals that cause cancer, birth defects or other reproductive harm. Proposition 65 also prohibits Californian businesses from knowingly discharging significant amounts of such chemicals into sources of drinking water. In accordance with Proposition 65, the State of California maintains and regularly updates a list of chemicals known to cause cancer, birth defects or other reproductive harm.

11.3.2.5 *Transport of Dangerous Goods*

On the transportation of dangerous goods in the United States of America – referred to as hazardous materials (hazmat) – AUMOVIO is subject to legal requirements set by the DOT through the Pipeline and Hazardous Materials Safety Administration (***PHMSA***). The regulations are codified in Title 49 of the CFR, Parts 100–185. See the section regarding the regulation of dangerous goods in the EU *(*see *"*11.2.2.5 *Transport of ")* for further information on the level of affection.

11.3.3 Occupational Health and Safety

In the U.S., AUMOVIO must comply with the regulatory requirements of the Federal Occupational Safety and Health Act of 1970 that requires that employers provide employees with an environment free from recognized hazards. Further, several of AUMOVIO's operations are in U.S. states that have state run Occupational Safety and Health Administration (***OSHA***) plans. State plans are OSHA approved workplace safety and health programs operated by individual states or U.S. territories, that allow for states to develop and operate their own job safety and health programs (i.e., regulations, agencies). There are currently 22 state plans which cover private sector workers. These state plans are monitored by OSHA and must be at least as effective as OSHA in protecting workers and in preventing work-related injuries, illnesses and deaths. OSHA regulations are published in Title 29 of the CFR.

Under the U.S. Department of Labor is required to prevent workplace injuries, minimize liability, and ensure operational continuity. Companies must implement hazard controls, employee training, and emergency response protocols to meet legal safety standards. Non-compliance can result in fines, lawsuits, and reputational damage.

11.3.4 ESG-related Disclosures and Human Rights

In the U.S., ESG regulations are enforced by The Securities and Exchange Commission (***SEC***), EPA, Department of Labor (DOL), and Federal Trade Commission (FTC). In March 2024, the SEC adopted rules requiring public companies to disclose climate related information in their SEC filings, although the SEC has voluntarily stayed the rules pending the completion of judicial review of multiple petitions challenging the same. Additionally, the State of California has enacted climate disclosure laws, requiring information from on GHG emissions, climate risks, use of offsets and emissions reduction claims. Other states, such as New York, are considering enacting similar climate disclosure laws to those of California. The State of California has also enacted the California Transparency in Supply Chains Act, requiring certain retail sellers and manufacturers to disclose information regarding their efforts to eradicate human trafficking and slavery within their supply chains. Given the evolving regulatory landscape, ESG enforcement is subject to political shifts and legal challenges.

In 2021, the U.S. adopted the Uyghur Forced Labor Prevention Act, which significantly restricts imports from the Xinjiang Uyghur Autonomous Region, China (***Xinjiang***) into the U.S., and heightens the risk of regulatory enforcement for businesses with connections to Xinjiang through their supply chains. The U.S. government has also taken several recent actions connected to the situation in Xinjiang, including supply chain advisories and sanctions on specific entities tied to Xinjiang forced labor.

11.3.5 Product-related Permits and Compliance

11.3.5.1 *General*

AUMOVIO is subject to specific requirements in the DOT's National Highway Traffic Safety Administration (***NHTSA***). As a Federal agency, NHTSA regulates the safety of motor vehicles and related equipment. NHTSA administers statutory authority under title 49 of the United States Code, Chapters 301-331. NHTSA issues Federal Motor Vehicle Safety Standards (***FMVSS***) to implement laws from Congress. FMVSSs can be found in title 49, part 571, of the Code of Federal Regulations.

11.3.5.2 *General Vehicle Safety including Brakes, Airbags, Tire Pressure Monitoring*

In the U.S. automotive products are regulated at both a Federal and a local level. DOT's NHTSA sets vehicle safety regulations, which can be found in title 49 of the Code of Federal Regulations, and highway safety regulations, which can be found in title 23 of the Code of Federal Regulations. Other Authorities under NHTSA include Standing General Order on Crash Reporting, Infrastructure Investment and Jobs Act, FAST ACT, MAP-21, SAFETEA-LU, and the TREAD Act.

11.3.5.3 *Autonomous, Automated and Assisted Driving*

AUMOVIO's ADS/ADAS technology is subject to the NHTSA which has introduced new autonomous vehicle regulation framework aimed at maintaining key safety standards while preventing a fragmented patchwork of state laws. DOT seeks to modernize FMVSS, streamline crash reporting, and expand the Automated Vehicle Exemption Program (AVEP) to domestically produced AVs, fostering innovation and ensuring a unified national approach to autonomous vehicle deployment.

11.3.5.4 *Cybersecurity and Software Management*

In the U.S., no automotive cybersecurity regulation is available or foreseeable. The NHTSA released guidelines for Automotive Engineering that are referring mainly to the ISO/SAE 21434 as mentioned above in 11.2.5.4. As a consequence, customers are requiring AUMOVIO to follow the ISO/SAE 21434.

11.3.5.5 *Other Technologies including Communication and Tachographs*

In the U.S., vehicle technology regulations are overseen by agencies such as the NHTSA and the Federal Communications Commission (FCC), which set standards for EMC to ensure electronic components function safely within their environment. The enforcement agency for 15 CFR Part 791, which governs the security of ICT and services, is the Bureau of Industry and Security (***BIS***) within the U.S. Department of Commerce. BIS is responsible for overseeing compliance, issuing determinations, and enforcing regulations related to ICTS transactions that may pose national security risks.

11.3.6 Product Safety and Liability

In the U.S. automotive industry, product safety and liability are governed by strict regulations enforced by agencies such as the NHTSA, the EPA, and the Consumer Product Safety Commission (CPSC). As vehicle technology advances—particularly in autonomous and electric mobility—manufacturers must navigate evolving safety standards, emissions regulations, and liability frameworks to mitigate risks.

11.3.7 Data Protection and other Data Regulation

In the U.S., the absence of comprehensive Federal data protection legislation has produced a sectorial data protection regime of (generally) state-specific laws and regulations with differing effects. Data protection is regulated at the state and municipal levels, with most impactful of these laws and regulations including the California Consumer Privacy Act, the Illinois Biometric Information Privacy Act, and the Texas Capture or Use of Biometric Identifiers Act.

AUMOVIO's general business practices do not typically involve the processing of personal data on behalf of its customers. However, AUMOVIO does collect and process personal data associated with U.S. individuals and households including its employees and their family members, website visitors, customer representatives, and other third parties with whom AUMOVIO engages in the course of their ordinary business operations. These activities may be subject to different federal, state, and local data protection laws and regulations.

Currently, there are no laws or regulations in the U.S. that have a material impact on AUMOVIO's artificial intelligence activities.

11.3.8 Export Control and Sanctions

Please see "11.2.9 *Export Control and Sanctions*".

11.3.9 Competition and other Laws, Rules and Regulations

Please see "11.2.10 *Competition and other Laws, Rules and Regulations*".

11.4 Operations and Products in China

11.4.1 Permits and Compliance Overview

In China, non-compliances in several areas of operations (such as environmental protection, tax, foreign exchange, customs, advertising, antitrust, product quality etc.) can subject the relevant company and responsible individuals to various administrative penalties, or, in the worst case, criminal prosecution. Moreover, such violations are tracked and assessed under the newly and gradually rolled-out Corporate Social Credit System (***CSCS***) and may lead to a negative rating. Depending on the severity of the non-compliance, consequences under the CSCS may range from an increasing number of inspections and targeted audits by authorities to blacklisting and impacts on responsible individuals of the company.

11.4.2 Environmental Regulation

China enforces a robust environmental regime focused on sustainable industrial practices. The government's Dual Carbon Goals (carbon peaking by 2030 and neutrality by 2060) mandate industries, including automotive suppliers, to adopt energy-efficient technologies, renewable energy integration, and carbon-neutral supply chains. Non-compliance with environmental regulations may result in fines, operational suspensions, or legal actions.

11.4.2.1 *Industrial Emissions Control*

In China, industrial emissions are governed by a set of environmental laws and regulations, among others, the Environmental Protection Law (2015) and the Law on Prevention and Control of Atmospheric Pollution (2018).

A pollutant emission permit regime has been established in China over the past years. It is seen as the core of the environmental management of fixed pollutant source, as it connects the environmental assessment and approval system with the total quantity control system for pollutant emission. Accordingly, companies, such as AUMOVIO must obtain pollutant emission permit or registration, discharge pollutants based on the pollutant emission permit as well as comply with other prescribed compliance obligations, as applicable. Further, an environmental protection tax regime has been implemented since January 1, 2018, imposing environmental protection tax on such companies emitting the defined taxable pollutants within the territory of China.

11.4.2.2 *Waste from Production Process*

In China, industrial solid waste and hazard waste are subject to the Law of China on Prevention and Control of Environment Pollution Caused by Solid Waste as amended and effective from September 1, 2020 and ancillary regulations. Accordingly, companies that generate industrial solid waste shall establish a sound responsibility system for the prevention and control of environmental pollution caused by industrial solid waste in the whole process of generation, collection, storage, transportation, utilization and treatment, set up a management ledger for industrial solid waste to faithfully keep records on the sorts, quantity, whereabouts, storage, utilization and treatment of industrial solid waste generated, so as to realize the traceability.

In addition, companies that generate hazardous waste (as defined in the hazardous waste catalogue issued and managed at the state level) shall comply with more stringent statutory requirements and obligations, i.a., a plan for hazardous waste management is required to be developed and filed with competent environmental authority, and a management ledger for hazardous waste shall be set-up and information regarding type, quantity, storage, transfer and treatment of hazardous waste shall be filed with competent authority.

11.4.2.3 *Soil and Groundwater Contamination*

In China, discharge of water pollutants is subject to the Law on Prevention and Control of Water Pollution (2017) (***Water Pollution Prevention Law***). Pursuant to the Water Pollution Prevention Law, the discharged water pollutants shall not exceed the national or local standards for discharge of water pollutants and total discharge control index of key water pollutants. Non-compliance with such obligations may result in administrative fines and be ordered to rectify, or in more serious circumstances, suspension of business or shut down, or even criminal liability if the violation constitutes criminal offense.

Soil pollution within the territory of China is subject to the Law on Prevention and Control on Soil Pollution (2018) (***Soil Pollution Prevention Law***). The Chinese authorities have implemented soil environmental monitoring system and the mechanism for risk management and control and restoration of soil pollution, which include a series of measures, such as investigations of soil pollution status, soil pollution risk

assessment, risk management and control, restoration, evaluation of the effects of risk management and control, evaluation of the effects of restoration as well as post management. Pursuant to the Soil Pollution Prevention Law, enterprises that carry out production and operation activities, shall take effective measures to prevent and reduce soil pollution and bear prescribed liability in cases of soil pollution.

11.4.2.4 *Chemicals and Hazardous Substances*

In China, several legislative acts ban hazardous chemicals from products. The requirements for prohibited substances on automobiles are set with Standard GB/T 30512-2014 (2014). This Standard is intended to enable the domestic automobile manufacturers and automobile import agents to prohibit the use of lead, mercury, cadmium, hexavalent chromium, polybrominated biphenyls, and poly brominated diphenyl ethers in the research and development, production, importation, marketing and other channels of automobile products. Similar to EU legislation certain exemptions apply.

11.4.2.5 *Transport of Dangerous Goods*

On the transportation of dangerous goods in China, AUMOVIO is subject to the Chinese National Mandatory Classification and code of dangerous goods (GB 6944-2012). See the section regarding the regulation of dangerous goods in the EU (see "11.2.2.5 *Transport of* ") for further information on the level of affection.

11.4.3 Occupational Health and Safety

In China, the Labor Law, in force since 1995, regulates both employees' and employers' basic occupational safety and health obligations and rights. Further obligations and rights on occupational safety are set in the Work Safety Law, on occupational health in the Law on the Prevention and Control of Occupational Disease. To support the enforcement of the laws, competent authorities and / or government units establish and publish administrative regulations, departmental regulations and local laws, respectively. The Standardization Administration of China and other competent authorities publish mandatory and recommended occupational health and safety technical standards. Miscellaneous health and safety related legal requirements exist, including, for example, the Regulation on the Safe Management of Hazardous Chemicals or the Fire Control Law of China.

11.4.4 ESG-related Disclosures and Human Rights

In 2018, the China Securities and Regulatory Commission issued the Code of Corporate Governance for Listed Companies, which sets out the framework guidelines on ESG disclosure requirements for listed companies. Hereunder, listed companies in sectors identified as being key pollutant emitters are subject to an increased level of ESG disclosure obligations. Listed companies are required to disclose social responsibility reports and the occurrence of material events that have a substantial impact on ESG aspects of the issuer is a trigger to make a public disclosure filing.

In April 2024, all three securities exchanges in China issued their respective guidelines on corporate sustainability reporting (each a ***CSR Guideline***) which requires affected companies to prepare and publicly disclose a corporate sustainability report. Other than these CSR Guidelines, there is no requirement on ESG disclosure for non-public companies, which however are increasingly incentivized to adopt ESG practices through supply chain requirements.

11.4.5 Product-related Permits

11.4.5.1 *General*

In China, a comprehensive type approval regulation similar to the EU type approval regulation exists (China Compulsory Certification – **CCC**), including approximately 50 different standards.

Some of the comprehensive regulatory requirements are directly or indirectly of relevance for AUMOVIO's products. Similar to the EU, most regulations address the vehicle and therefore the OEM who in turn requires AUMOVIO contractually to comply with the regulations when supplying products. The most important Chinese regulations with relevance for AUMOVIO are further set out below.

Non-compliance with these regulations can lead to risks similar to the EU, including but not limited to recalls, restrictions or prohibition to place a product on the Chinese market, fines, claims from OEMs.

11.4.5.2 *General Vehicle Safety including Brakes, Airbags, Tire Pressure Monitoring*

Similar to the EU, the CCC certification (CNCA C11-01:2020) sets out comprehensive safety relevant requirements of which the following are of major importance for AUMOVIO's products:

The national Standards GB 18384-2020 for electric vehicles safety requirements (passenger vehicles and trucks), GB 38032-2020 for electric buses safety requirements, and GB 38031-2020 for electric vehicles traction battery safety requirements, which all refer to the Global Technical Regulation No. 20 (Electric Vehicle Safety) and came into effect on January 1, 2021.

11.4.5.3 *Autonomous, Automated and Assisted Driving*

China has been establishing more and more rules on autonomous vehicles. Relevant legislation and guidelines include the Management Specifications for Road Test and Demonstration Application of Intelligent Connected Vehicles (Trial) (2021), the Safety Guidelines on Autonomous Vehicle Transportation (Trial) (2023) and the Circular on Launching the Pilot Program for the Market Access and Road Trials of Intelligent Connected Vehicles (2023), the Intelligent Connected Vehicles Autonomous Driving Data Recording System (2024) (GB 44497-2024), local Regulations on Autonomous Vehicles in Beijing and Wuhan (2025).

The laws and guidelines are applicable to automated and autonomous vehicles of different levels and attempt to pave the way towards providing autonomous transportation services. They clarify safety requirements that provide a reference for all parties involved, including the transport operators (in particular), manufacturers, system developers, security inspectors etc. Localized regulations in Beijing and Wuhan already enable commercial applications with a SAE level of driving automation of L3 and above (L3+) (no human is driving the vehicle while automated driving features are engaged) (e.g., private passenger cars, public transport) under strict testing, safety assessments, and licensing protocols.

11.4.5.4 *Cybersecurity and Software Management*

In China, the Cybersecurity Law (***CSL***) is applicable to AUMOVIO. The CSL provides requirements for maintaining network security, protecting the rights and interests of individuals and organizations and data localization requirements. Additionally, National Standard of Information Security Technology – Personal Information Security Specification; Guidelines on Internet Personal Information Security Protection; and National Standard of Information Security Technology – Guidelines on Personal Information Security Impact Assessment apply. The Revised Cybersecurity Review Measures (2024) requires security reviews for IT procurement etc. affecting critical information infrastructure, targeting sectors like smart vehicles. According to AUMOVIO's current understanding, its products will not be affected by the cybersecurity review measures.

China released the mandatory standard Technical Requirements for Vehicle Cybersecurity (GB 44495-2024) that will come into force starting 2026 for new vehicle types. This mandatory standard must be followed by OEMs and is adapted from the UNECE Regulation No. 155. Comparable to the UNECE Regulation 155, it has provisions concerning the type approval of vehicles with regards to cybersecurity and cybersecurity management. The main deviation are more concrete measures for vehicle testing. AUMOVIO expects that OEMs on the Chinese market will require the same from their supply chain, including AUMOVIO. Further, an adaptation of the standard ISO/SAE 21434 is in preparation with the plan to be released by end of 2025. Only minor deviations from the international version are expected. The mandatory Chinese standard GB Technical Requirements of Cryptographic Application for Vehicles will affect the cryptographic application for vehicles and information systems in the Chinese automotive industry in the future with unclear implementation date. AUMOVIO will need to adapt to these provisions to continue to be able to sell their products to OEMs on the Chinese market.

11.4.5.5 *Other Technologies including Communication and Tachographs*

In China, Standard GB/T 36282-2018 sets out electromagnetic compatibility requirements and test methods of drive motor system for electric vehicles.

With regard to tachographs, unlike the EU and the U.S., China has not yet established specific requirements.

11.4.6 Product Safety and Liability

Similar to the EU and US, also in China under the Product Quality Law, manufacturers of products may only place safe products on the market, i.e., such products that do not present any risk or only the minimum risks compatible with the product's use considered to be acceptable and consistent with a high level of protection for the safety and health of persons. In addition, manufacturers must provide consumers with the necessary information in order to assess a product's inherent risks, and take the necessary measures to avoid such threats (for example, withdraw products from the market, inform consumers, recall products which have already been made available on the market). Distributors are also

obligated to only supply safe products, to monitor their safety and to provide the necessary documentation ensuring the traceability of the products. Potential safety concerns must be notified to the competent authorities. Unsafe products must be listed in a public database.

Measures, as described above, may also be ordered by competent authorities such as the State Administration of Market Regulation (***SAMR***). Generally, competent authorities will consider such measures especially if severe defects with danger to human health and safety are identified. Depending on the authority the approach may be different. In China, the OEM and the supplier not only have to inform each other about defects but they each also have to report these to *SAMR*.

In addition, AUMOVIO might be liable under the Civil Code (2021), if a product is found to be defective and to compromise the personal and property of others. The National People's Congress promulgated the Civil Code which replaced the Tort Law, the Contract Law, and several other basic civil laws in China. Where any manufacturer or seller knowingly produces or sells defective products or fails to take effective remedial measures in accordance with the Civil Code and thus causes death or serious damage to the health of another person, such person shall be entitled to claim punitive damages.

11.4.7 Disposal, Reuse, Recycling and Recovery

In China, recyclability requirements are mainly addressed to the OEMs and therefore only indirectly apply to AUMOVIO. While there are no fixed recycling quotas, OEMs have to report and get their quotas certified in accordance with standard GB/T 19515-2023.

11.4.8 Data Protection and other Data Regulation

In addition to the general data protection obligations under the CSL, AUMOVIO is also subject to other evolving data protection laws, rules and regulations in China, in particular, the Data Security Law (2021) (***DSL***) and the Personal Information Protection Law (2021) (***PIPL***).

The DSL requires that organizations that process data establish and improve a whole-process data security management system, organize data security education and training, and take appropriate technical measures and other necessary measures to safeguard data security. In conducting data processing activities by using the internet or any other information network, an organization is required to perform the above data security protection obligations on the basis of a hierarchical cybersecurity protection system. Recent regulations, such as the 2023 Measures for Cross-Border Data Transfer Security Assessments, expand scrutiny on automotive companies processing geolocation or vehicle-user data. Any violation of the provisions and requirements under DSL may subject the organization to rectifications, warnings, fines, suspension of the related business, revocation of licenses or even criminal liabilities.

The PIPL reiterates the circumstances in which an organization processing personal information may process personal information, and the legal bases for such processing, including where (i) an individual's consent has been obtained; (ii) the processing is necessary for the conclusion or performance of a contract to which the individual is a party, or is necessary for performing human resources management according to legally established labour policies or collective contracts ; (iii) the processing is necessary to fulfil statutory duties and statutory obligations; (iv) the processing is necessary to respond to public health emergencies or protect the life, health and property safety of natural persons under emergency circumstances; (v) personal information that is publicly disclosed by data subjects themselves or otherwise already lawfully disclosed in accordance with PIPL; (vi) personal information is processed within a reasonable scope to conduct news reporting, public opinion-based supervision, and other activities in the public interest; or (vii) under any other circumstance as provided by any law or regulation. PIPL also lists the obligations of an organization processing personal information. Recent regulations, such as Provisions on Promoting and Regulating Cross-Border Data Flows (2024), further specify the mechanisms applicable to cross-border transfer of personal information, as well as the conditions under which each mechanism applies. Any violation of the provisions and requirements under the PIPL may subject the organization to rectifications, warnings, fines, suspension of the related business, revocation of licenses, being entered into the relevant credit record or even criminal liabilities.

The Interim Measures for the Management of Generative Artificial Intelligence Services (2023) regulate service providers in several key aspects of generative artificial intelligence services. This includes content management, data security, transparency, and accountability to ensure that AI-generated content adheres to laws and ethical standards. Related standards, e.g., the standards published by the National Standardisation Committee of China (known as TC260) define security requirements and places companies under an obligation to comply with aspects such as training data security, model security, internal measures, as well as instructions on conducting the security assessment.

11.4.9 Export Control and Sanctions

China's Export Control Law (2020) regulates the export of dual-use items, military products, and critical technologies (e.g., tungsten alloys, rare earth materials), requiring strict licensing, end-user verification, and supply chain due diligence. Recent updates, including the 2025 dual-use items export control list, expanded restrictions on advanced materials and production technologies, mandating prior approvals from the Ministry of Commerce for the export of restricted items. Non-compliance risks penalties, cargo seizures, or operational suspensions.

The Anti-Foreign Sanctions Law (2021) authorizes countermeasures like trade bans, asset freezes, and market access restrictions against entities that impose or implement "discriminatory measures" against Chinese entities, which could be interpreted broadly to cover compliance with extraterritorial foreign sanctions targeting Chinese entities. Companies must avoid actions that undermine China's interests or face legal repercussions, including litigation and reputational harm.

11.4.10 Competition and other Laws, Rules and Regulations

Please see "11.2.10 *Competition and other Laws, Rules and Regulations*".

12. SHAREHOLDER STRUCTURE

Prior to the Spin-off taking effect, the Company's sole and therefore controlling shareholder is Continental AG, a German stock corporation (*Aktiengesellschaft*) organized under the laws of Germany and registered with the commercial register (*Handelsregister*) maintained by the local court (*Amtsgericht*) of Hanover under register number HRB 3527. Continental AG's LEI is 529900A7YD9C0LLXM621.

The following table contains information on the major shareholders which have been reported to and published by Continental AG to directly or indirectly hold an interest of 3% or more (calculated pursuant to Sections 33 et seqq. German Securities Trading Act (*Wertpapierhandelsgesetz* – ***WpHG***) in Continental AG. Based on these shareholding notifications, as well as the shareholdings in Continental AG as reported to Continental AG for the registration for its annual general meeting on April 25, 2025, the Company's capital and voting rights, immediately after the Spin-off has taken effect, will be as follows:

	Prior to the Spin-off		Immediately after the Spin-off	
Shareholder	**Number of Shares/ voting rights**	**In %**	**Number of Shares/ voting rights**	**In %**
Continental AG	48,000	100	48,000	0.05[4]
Shareholders of Continental AG				
Maria-Elisabeth Schaeffler-Thumann and Georg F. W. Schaeffler (indirect holding via)	-	-	46,001,493	45.98
(i) IHO Verwaltungs GmbH, Herzogenaurach, Germany (direct holding)[1]	-	-	*35,995,229*	*35.98*
(ii) IHO Beteiligungs GmbH, Herzogenaurach, Germany (direct holding)[2]	-	-	*10,006,264*	*10.00*
BlackRock, Inc., Wilmington, Delaware, U.S.A.[3]	-	-	3,583,410	3.58
Other	-	-	50,418,088	50.39
Total	**48,000**	**100**	**100,050,991**	**100**

(1) IHO Verwaltungs GmbH, Herzogenaurach, Germany is owned by IHO Beteiligungs GmbH, Herzogenaurach, Germany, whose ultimate owners are Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann. The voting rights in Continental AG held by IHO Verwaltungs GmbH, Herzogenaurach, Germany, as of the notification to Continental AG on January 4, 2016, were attributed to (i) IHO Beteiligungs GmbH, Herzogenaurach, Germany; (ii) IHO Holding GmbH & Co. KG, Herzogenaurach, Germany; (iii) IHO Management GmbH, Herzogenaurach, Germany; (iv) INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany; (v) Schaeffler Holding LP, Dallas, U.S.A.; and ultimately (vi) Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann pursuant to Section 34 WpHG. The voting rights in the Company immediately after the Spin-off has taken effect will be held and attributed accordingly.

(2) IHO Beteiligungs GmbH, Herzogenaurach, Germany is owned by Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann as ultimate owners. The voting rights in Continental AG held by IHO Beteiligungs GmbH, Herzogenaurach, Germany, as of the notification to Continental AG on January 4, 2016, were attributed to (i) IHO Holding GmbH & Co. KG, Herzogenaurach, Germany; (ii) IHO Management GmbH, Herzogenaurach, Germany; (iii) INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany; (iv) Schaeffler Holding LP, Dallas, U.S.A.; and ultimately (v) Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann pursuant to Section 34 WpHG (IHO Verwaltungs GmbH, Herzogenaurach, Germany, and IHO Beteiligungs GmbH, Herzogenaurach, Germany, together with (i) to (v), the ***IHO Shareholders***). The voting rights in the Company immediately after the Spin-off has taken effect will be held and attributed accordingly.

(3) 3.50% of the voting rights in Continental AG as of the notification to Continental AG on July 2, 2025, were attributed to BlackRock, Inc. in accordance with Section 34 WpHG and 0.09% of the voting rights in Continental AG were attributed to BlackRock, Inc. as instruments in accordance with Section 38 para. 1 sentence 1 no. 1 WpHG. The voting rights in the Company immediately after the Spin-off has taken effect will be held and attributed accordingly.

(4) The voting rights in the Company held by Continental AG will also be attributed to the IHO Shareholders pursuant to Section 34 WpHG.

After the Spin-off has taken effect, it is anticipated that Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann through their (indirect) shareholdings in IHO Verwaltungs GmbH and IHO Beteiligungs GmbH will hold 45.98% of the voting rights in the Company (please see above) which qualifies as control (*Kontrolle*) under Section 29 para. 2 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – ***WpÜG***).

German laws, in particular the AktG, contain provisions governing shareholder and voting rights. Major shareholders do not have different voting rights.

Continental AG was founded in 1871 as Continental-Caoutchouc- und Gutta-Percha Compagnie in Hanover. Today, Continental AG, still headquartered in Hanover, Germany, is the parent company of the Continental Group. Continental Group is a worldwide automotive supplier of a broad range of electronic systems and components, tires and non-tire rubber products. Continental Group primarily focuses on the improvement and integration of individual components as well as the cross-linking of such components to sophisticated systems, with the goal of making individual mobility safer, more comfortable and more sustainable. It develops, produces and markets products that address the key growth trends of the automotive industry, such as enhanced driving safety, comfort and convenience, increased fuel efficiency and climate protection. As at December 31, 2024, the Continental Group comprised, in addition to Continental AG, 477 companies, including non-controlled companies. As at December 31, 2024, the Continental Group had approximately 190,000 employees at a total of 518 locations in 55 countries and markets. Added to this are the distribution locations, with 848 company-owned tire outlets and a total of approximately 5,600 franchises and operations with a Continental brand presence.

Continental AG's shares (ISIN DE0005439004, WKN 543900) are listed on the regulated markets of the stock exchanges in Frankfurt am Main (Prime Standard), Hamburg, Hanover, and Stuttgart as well as members of the DAX 40. In addition, Continental AG's shares are traded in Open Market (*Freiverkehr*) segments in Germany and on other stock exchanges globally. Continental AG's shares are also listed in the U.S. in form of Sponsored ADR program on the OTC (Over the Counter) market. Continental AG's shares are not listed on a U.S stock exchange.

13. GENERAL INFORMATION ON THE COMPANY AND THE GROUP

13.1 Formation and Incorporation

The Company was formed as an European Stock Corporation (*Societas Europaea (SE)*) under European and German law by Articles of Association dated August 6, 2024. Its legal name was Blitz 24-891 SE with its registered office in Munich, Germany, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich, Germany under registration number HRB 295655. The founder of the Company is Blitzstart Gründungs SE with its registered business address at Maximiliansplatz 17, 80333 Munich, Germany, whose business purpose is the formation and sale of shelf companies in the legal form of an SE. By sale and transfer agreement dated October 24, 2024, Continental AG acquired all shares in the Company.

By resolution of the shareholders' meeting of February 6, 2025, the name of the Company was changed from Blitz 24-891 SE to Continental Automotive Holding SE. The name change was registered with the commercial register on February 12, 2025.

Further, on April 3, 2025, the extraordinary shareholders' meeting resolved to change the Company's legal seat from Munich to Frankfurt am Main. The change of the legal seat was registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main, Germany on April 23, 2025. Due to the change of the legal seat, the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main also issued a new registration number: HRB 138483. On May 22, 2025, the extraordinary shareholders' meeting resolved to change the Company's legal name to AUMOVIO SE. The change in legal name was registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main, Germany on June 3, 2025.

13.2 Governing Law

The Company is organized under European Union and German law as a European Stock Corporation (*Societas Europaea (SE)*) and subject to European Union legislation on such companies, in particular to the SE Regulation. As a company registered in Germany, the Company is also subject to German law. In certain areas, the SE Regulation provides discretion to the members states to set forth national rules applicable to an SE. In Germany, these provisions are mainly included in the German Act on the SE-Implementation (*SE-Ausführungsgesetz – **SEAG***). If any matter is not covered or only partially covered by the SE Regulation, the provisions of German law that apply to a German stock corporation (*Aktiengesellschaft*) also apply to the Company. Therefore, the Company is generally governed by German law, subject to the provisions of the SE Regulation. Thus, the AktG as well as other laws applicable to a German stock corporation (*Aktiengesellschaft*), in particular the UmwG, the German Commercial Code (*Handelsgesetzbuch*), the WpHG and the WpÜG, apply to the Company.

13.3 Legal Name, Commercial Name, Registered Office, LEI

The Company is a European Stock Corporation (*Societas Europaea (SE)*) incorporated under European Union and German law having its registered office in Frankfurt am Main, Germany. The legal name of the Company is AUMOVIO SE.

After the Spin-off has taken effect, the Company is the parent company of the Group. The Company and the Group operate under the commercial name "AUMOVIO".

The Company's registered business address is at Guerickestraße 7, 60488 Frankfurt am Main, Germany (telephone +49 –69 76034390).

The LEI of the Company is 391200IGI9RQ7VTOK384.

13.4 Fiscal Year and Duration

The Company's fiscal year is the calendar year. The Company was established for an unlimited period of time.

13.5 Corporate Purpose

Upon the Spin-off becoming effective, according to Section 2 of the Articles of Association, the object of the Company is the management, holding and administration of a group of companies (including joint ventures) that are active in the following areas:

a. the development, manufacture and distribution of assembly parts, system components and complete systems for all kinds of vehicles,

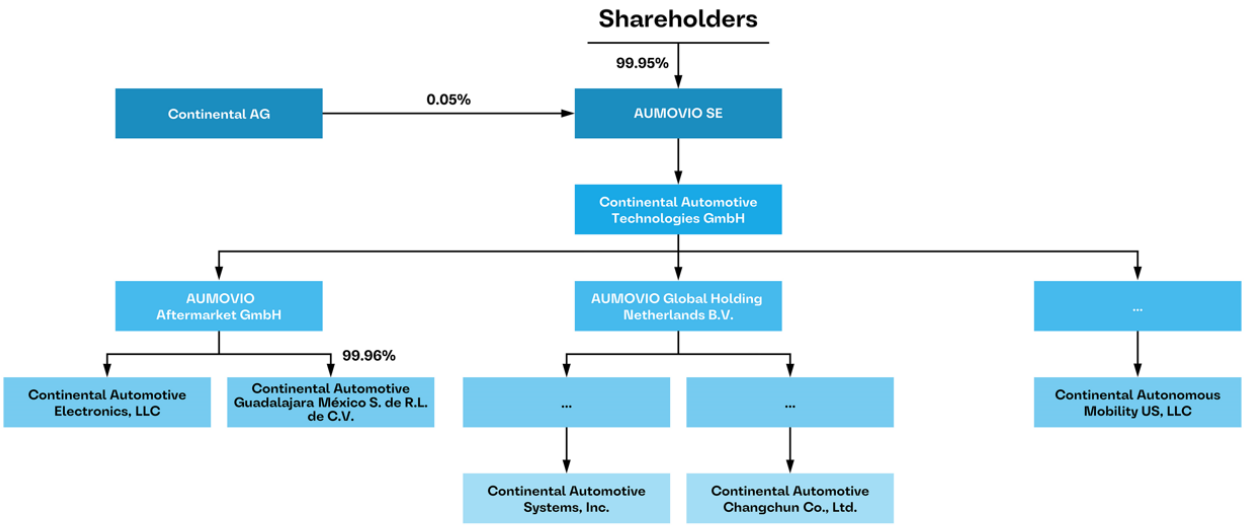
b. the manufacture or purchase of raw materials which are required for the production of these goods.

The Company may itself operate in these areas or fulfil the Company purpose through subsidiaries and affiliates. The Company may also confine its activity to part of these activities.

13.6 Group Structure

At the date of the Prospectus and until the Spin-off becoming effective, the Company is a subsidiary of Continental AG and has no subsidiaries. The Company has also no material operating business and approximately 200 employees responsible for certain crucial Group functions, including accounting, controlling, investor relations, governance and compliance, who have been employed in preparation of the Spin-off since September 1, 2025.

Up to the date of the Prospectus, the business activities of AUMOVIO have been conducted by CAT GmbH and its subsidiaries. After the Spin-off has taken effect, which is expected for September 17, 2025, a new holding structure with AUMOVIO SE as the parent company of the Group will be created and AUMOVIO SE will hold 100% of CAT GmbH. The following diagram provides a simplified overview of the future structure of the Group and the material direct and indirect shareholdings of the Company after the Spin-off has taken effect, namely the subsidiaries of CAT GmbH (except as otherwise indicated, all shareholdings are 100%; certain subsidiaries are owned by other subsidiaries):



13.7 Subsidiaries

Prior to the Spin-off taking effect, the Company does not have any subsidiaries.

The following table provides an overview of the Company's significant subsidiaries after the Spin-off has taken effect. Shareholdings are directly or indirectly held by the Company. As at the date of this Prospectus, no amount was outstanding under the issued shares for each of the below listed subsidiaries. Unless otherwise noted, the figures are based on local GAAP.

	Fiscal Year ended December 31, 2024 (unaudited)					
Legal name (registered office)	Direct and/or indirect interest	Issued Capital	Reserves	Net profit/loss	Payables to the Company	Receivables from the Company
	(in %)			*(€ million)*		
Continental Automotive Technologies GmbH (Hanover, Germany)	100%	1	7,598	278	0	0

	Fiscal Year ended December 31, 2024 (unaudited)					
Legal name (registered office)	Direct and/or indirect interest	Issued Capital	Reserves	Net profit/loss	Payables to the Company	Receivables from the Company
Continental Autonomous Mobility US, LLC (Wilmington, Delaware, United States)[1]	100%	0	-46	-192	0	0
Continental Automotive Systems, Inc. (Wilmington, Delaware, United States)[1]	100%	0	187	25	0	0
AUMOVIO Aftermarket GmbH (Schwalbach am Taunus, Germany)	100%	3	5	141	0	0
Continental Automotive Changchun Co., Ltd. (Changchun, China)	100%	144	0	129	0	0
Continental Automotive Electronics, LLC (Sejong, South Korea)	100%	14	2	-37	0	0
Continental Automotive Guadalajara México S. de R.L. de C.V. (Guadalajara, Mexico)	100%	13	3	133	0	0

(1) Based on IFRS financial information prepared for consolidation purposes of Continental Automotive Technologies.

For a list of all subsidiaries within the Group, please refer to note 40 of the Annual Consolidated Financial Statements, as included in the Section "20. *Financial information*" of this Prospectus on page F-128 et seqq.

13.8 Auditors

The Company appointed PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hanover, Germany (***PwC***) with business address at Fuhrberger Straße 5, 30625 Hanover, Germany, as the independent auditor of the audited unconsolidated financial statements of the Company for the short Fiscal Year 2024 prepared in accordance with German GAAP. PwC has issued an independent auditor's report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) thereon.

PwC has also been appointed as the independent auditor of the audited consolidated financial statements of the Automotive Group as at and for Fiscal Years 2022, 2023 and 2024 prepared in accordance with IFRS. PwC has issued an independent auditor's report thereon.

PwC was elected by the annual shareholders' meeting of the Company on March 12, 2025 to serve as the statutory auditor for AUMOVIO's annual consolidated financial statements for Fiscal Year 2025. The appointment of PwC by the Supervisory Board is expected after the Spin-off has taken effect.

PwC is a member of the German Chamber of Public Accountants (*Wirtschaftsprüferkammer*), Rauchstraße 26, 10787 Berlin, Germany.

13.9 Announcements

In accordance with the Articles of Association, the announcements of the Company are published in the German Federal Gazette (*Bundesanzeiger*), unless otherwise required by law.

In accordance with Regulation (EU) 2017/1129, announcements in connection with the approval of this Prospectus or any supplements thereto will be published in the form of publication provided for in this Prospectus, in particular through publication on the Company's website (www.aumovio.com).

13.10 Paying Agent

The Company's paying agent is Deutsche Bank Aktiengesellschaft. The business address of the paying agent is: Taunusanlage 12, 60325 Frankfurt am Main, Germany.

14. DESCRIPTION OF THE COMPANY'S SHARE CAPITAL AND APPLICABLE REGULATIONS

14.1 Share Capital

14.1.1 Current and Future Share Capital; Shares

As at the date of this Prospectus, the issued share capital of the Company amounts to €120,000 and is divided into 48,000 registered no-par value shares (*auf den Namen lautende Stückaktien*). The share capital has been fully paid up. The Shares were created pursuant to the laws applicable to a European company (*Societas Europaea*), in particular the SE Regulation in conjunction with the AktG, and are denominated in euro.

After the Spin-off has taken effect, which is expected for September 17, 2025, the Company's issued share capital will be €250,127,477.50 and consist of 100,050,991 registered no-par value shares (*auf den Namen lautende Stückaktien*). All Shares will be fully paid up. While, as at the date of this Prospectus, this capital increase of the share capital of the Company has already been registered with the commercial register of the Company, the consummation of such capital increase as well as the issuance of the new shares will be subject to the Spin-off becoming effective (see also Section "14.1.2 *Development of the Share Capital*").

Each Share in the Company carries one vote at the Company's shareholders' meeting. There are no restrictions on voting rights. Major shareholders do not have different voting rights. The Shares will be represented by one or more Global Share Certificates, which will be deposited with Clearstream.

The Shares are freely transferable in accordance with the legal requirements for registered shares (*auf den Namen lautende Aktien*), except for the restrictions set forth in Section "3.11 *Listing Agreement, fees, indemnity, lock-up*", there are no prohibitions on disposals or restrictions with respect to the transferability of the Shares.

The Shares carry full dividend rights from January 1, 2025. The Shares are subordinated to all other securities and claims in case of an insolvency of the Company. In the event of the Company's liquidation, any proceeds remaining after satisfaction of all liabilities of the Company will be distributed to the holders of the Shares in proportion to their interest in the Company's share capital.

14.1.2 Development of the Share Capital

The Company was originally incorporated in the legal form of a European Stock Corporation (*Societas Europaea (SE)*) by Articles of Association dated August 6, 2024 under the laws of Germany with a share capital of €120,000 divided into 120,000 no-par value shares. By resolution of February 25, 2025, the shareholder's meeting of the Company amended the articles of association and the Company's share capital in the amount of €120,000 was divided into 48,000 no-par value shares by way of a consolidation of shares without a capital decrease. Every five no-par value shares were consolidated into two no-par value shares. The amount of the share capital represented by each no-par value share was increased accordingly to €2.50.

In connection with the Spin-off, a capital increase of the share capital of the Company by €250,007,477.50 to €250,127,477.50 by issuing 100,002,991 registered no-par value shares (Sections 142, 69 UmwG in conjunction with Sections 183, 183a AktG) against contribution in kind, namely the transfer by Continental AG of all shares in CAT GmbH and the Domination and Profit and Loss Transfer Agreement to AUMOVIO SE has been registered with the commercial register of the Company on August 28, 2025, whereby such capital increase will only be consummated upon the effectiveness of the Spin-off. The Spin-off and thus the consummation of the capital increase becomes effective upon the registration with the commercial register of Continental AG, expected to occur on or about September 17, 2025. See also Section "3.2 *The Spin-off procedure*".

The Company does not have an authorized capital pursuant to Section 202 et seqq. AktG or a conditional capital pursuant to Section 192 et seqq. AktG.

The Company does not have authorization to purchase or sell treasury shares.

14.2 General Provisions Governing a Liquidation of the Company

Apart from liquidation as a result of insolvency proceedings, the Company may be liquidated by a resolution of the general shareholders' meeting that is passed by a majority of the votes cast, provided that those votes represent 75% or more of the share capital represented at the general shareholders' meeting at which such vote is taken. Pursuant to Article 63 SE Regulation in conjunction with the AktG, in the event of the Company's liquidation, any assets remaining after all of the Company's liabilities have

been settled will be distributed among the shareholders in proportion to their shareholdings. The AktG provides certain protections for creditors that must be observed in the event of liquidation.

14.3 General Provisions Governing a Change in the Share Capital

Pursuant to Articles 5 and 57 SE Regulation in conjunction with the AktG, a European Stock Corporation (*Societas Europaea (SE)*) requires a resolution of the shareholders' meeting to be passed by a majority of the votes cast, as well as a majority of at least 75% of the share capital represented at the time the resolution is passed, to increase its share capital. However, Section 21 para. 2 of the Articles of Association (as being in effect upon the Spin-off) provides that resolutions of the shareholders' meeting shall be passed with a simple majority of the votes cast, unless mandatory provisions of law or the Articles of Association stipulate otherwise. In so far as the law requires a capital majority in addition to a majority of votes for resolutions of the Company's shareholders' meeting, a simple majority of the share capital represented shall be sufficient to the extent legally permissible. Accordingly, certain capital measures that do not mandatorily require a majority of at least 75% of the share capital represented at the vote, such as capital increases from the Company's own funds, may be adopted by a simple majority. Unless mandatory law provides otherwise, amendments to the Articles of Association require a majority of two thirds of the valid votes cast or, if at least half of the share capital is represented, a simple majority of the valid votes cast.

Shareholders can also create authorized capital. This requires a resolution passed by a majority of the votes cast as well as a majority of at least 75% of the share capital represented when the resolution is passed, authorizing the Executive Board to issue a specific quantity of shares within a period not exceeding five years. These shares shall only be issued with the approval of the Supervisory Board. The nominal amount of the authorized capital may not exceed 50% of the share capital existing at the time the authorization is granted

In addition, shareholders can create conditional capital by a resolution passed with a majority of the votes cast as well as a majority of at least 75% of the share capital represented at the time the resolution is passed, for the purposes of (i) issuing shares to holders of convertible bonds or other securities granting a right to subscribe for shares, (ii) issuing shares as consideration in a merger with another company, or (iii) issuing shares offered to managers and employees. The nominal amount of conditional capital may not exceed 20% of the share capital at the time the resolution is passed in cases where it is created to issue shares to managers and employees, and may not exceed 50% in all other cases.

Resolutions to reduce share capital require a simple majority of the votes cast as well as a majority of at least 75% of the share capital represented at the time the resolution is passed.

14.4 General Provisions Governing Subscription Rights

In principle, Article 5 SE Regulation in conjunction with Section 186 AktG grants to all shareholders the right to subscribe for new shares issued in a capital increase. The same applies to convertible bonds, bonds with warrants, profit participation rights and participating bonds. Subscription rights are freely transferable and may be traded on German stock exchanges for a prescribed period before the deadline for subscription expires. However, shareholders do not have a right to request admission to trading for subscription rights. The general shareholders' meeting may, subject to a majority of at least 75% of the share capital represented at the vote, resolve to exclude subscription rights. Exclusion of shareholders' subscription rights, wholly or in part, requires a report from the Executive Board that justifies and demonstrates that the company's interest in excluding subscription rights outweighs the interest of the shareholders being granted subscription rights. Excluding shareholders' subscription rights when new shares are issued is specifically permissible where:

- the company is increasing share capital against cash contributions;
- the amount of the capital increase does not exceed 20% of the share capital at issue; and
- the price at which the new shares are being issued is not materially lower than the stock exchange price of the Shares.

14.5 Exclusion of Minority Shareholders

Pursuant to Article 9 para. 1 lit. (c) (ii) SE Regulation in conjunction with Sections 327a et seq. AktG, which govern the so-called "squeeze out under stock corporation law", upon the request of a shareholder holding 95% of the share capital (***Majority Shareholder***), the Company's shareholders' meeting may resolve to transfer the shares of minority shareholders to the Majority Shareholder against the payment

of adequate compensation in cash. The amount of the cash payment that must be offered to minority shareholders has to reflect "the circumstances of the company" at the time the shareholders' meeting passes the resolution. The amount of the cash payment is based on the full value of the company, which is generally determined using the capitalized earnings method. The minority shareholders are entitled to file for a valuation proceeding (*Spruchverfahren*), in the course of which the fairness (*Angemessenheit*) of the cash payment is reviewed.

Under Sections 39a and 39b WpÜG, in the case of a so-called "squeeze out under takeover law", an offeror holding at least 95% of the voting share capital of a target company (as defined in the WpÜG) after a takeover bid or mandatory offer, may, within three months of the expiry of the deadline for acceptance of the offer, petition the Regional Court (*Landgericht*) of Frankfurt am Main for a court order transferring the remaining voting shares to itself against the payment of adequate compensation. A resolution passed by the shareholders' meeting is not required. The consideration paid in connection with the takeover or mandatory bid is considered adequate if the offeror has obtained at least 90% of the share capital subject to the offer. The nature of the compensation must be the same as the consideration paid under the takeover bid or mandatory offer; a cash alternative must be offered in any event. In addition, after a takeover bid or mandatory offer, shareholders in a target company who have not accepted the offer may do so up to three months after the deadline for acceptances has expired pursuant to Section 39c WpÜG, provided the offeror is entitled to petition for the transfer of the outstanding voting shares in accordance with Section 39a WpÜG. The provisions for a squeeze out under stock corporation law cease to apply once an offeror has petitioned for a squeeze out under takeover law, and only apply again when these proceedings have been definitively completed.

In addition, under Section 62 para. 5 UmwG, a majority shareholder holding at least 90% of the Company's share capital can require the shareholders' meeting to resolve that the minority shareholders must transfer their shares to the majority shareholder against the payment of adequate compensation in cash, provided that (i) the majority shareholder is a stock corporation, a partnership limited by shares (*Kommanditgesellschaft auf Aktien – KGaA*), or a European Stock Corporation (*Societas Europaea (SE)*) having its seat in Germany; and (ii) the squeeze out is performed to facilitate a merger under the UmwG between the majority shareholder and the Company. The shareholders' meeting approving the squeeze out must take place within three months of the conclusion of the merger agreement. The procedure for the squeeze out is essentially identical to the "squeeze out under stock corporation law" described above, including the minority shareholders' right to have the appropriateness of the cash compensation reviewed.

Pursuant to Article 9 para. 1 lit. (c) (ii) SE Regulation in conjunction with Section 319 et seq. AktG, the Company's shareholders' meeting may vote for integration (*Eingliederung*) with another stock corporation that has its registered office in Germany, provided the prospective parent company holds at least 95% of the shares of the company to be integrated. The former shareholders of the integrated company are entitled to adequate compensation, which, generally, must be provided in the form of shares in the parent company. Where the compensation takes the form of shares in the parent company, it is considered appropriate if the shares are issued in the same proportion as the shares the parent company would have been issued per share in the integrated company if a merger had taken place. Fractional amounts may be paid out in cash.

14.6 Shareholder Notification Requirements

After the Shares have been admitted to trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), the Company, as a listed company, will be subject to the provisions of the WpHG governing disclosure requirements for significant shareholdings.

Pursuant to Section 33 para. 1 WpHG, anyone who acquires, sells or whose shareholding in any other way reaches, exceeds or falls below 3%, 5%, 10%, 15%, 20%, 25%, 30%, 50% or 75% of the total number of voting rights in the Company, as an issuer whose country of origin (*Herkunftsstaat*) is Germany, is required to notify the Company and the BaFin at the same time. Notifications must be submitted without undue delay, and no later than within four trading days. The four-day notification period starts at the time the person or entity subject to the notification requirement has knowledge of or, in consideration of the circumstances, should have had knowledge of his proportion of voting rights reaching, exceeding or falling below the aforementioned thresholds. The WpHG contains a conclusive presumption that the person or entity subject to the notification requirement has knowledge two trading days after such an event occurs. Moreover, a person or entity is deemed to already hold shares as of the point in time such person or entity has an unconditional and due claim of transfer related to such shares pursuant to Section 33 para. 3 WpHG. In the case that a threshold has been reached or crossed due to a change in

the total number of voting rights, the notification period starts at the time the person or entity subject to the notification requirement has knowledge about such change, or upon the publication of the revised total number of voting rights by the Company, at the latest.

In connection with these requirements, Section 34 WpHG contains various attribution rules. For example, voting rights attached to shares held by a subsidiary are attributed to its parent company. Similarly, voting rights attached to shares held by a third party for the account of a person or entity are attributed to such person or entity. Voting rights which a person or entity is able to exercise as a proxy according to such person's or entity's discretion are also attributed to such person or entity. Further, any coordination by a person or entity with a third party on the basis of an agreement or in any other way generally results in an attribution of the full amount of voting rights held by, or attributed to, the third party as well as to such person or entity. Such acting in concert generally requires a consultation on the exercise of voting rights or other efforts designed to effect a permanent and material change in the business strategy of the Company. Accordingly, the exercise of voting rights does not necessarily have to be the subject of acting in concert. Coordination in individual cases, however, is not considered as acting in concert.

Similar obligations to notify the Company and the BaFin apply pursuant to Section 38 para. 1 WpHG to anyone who reaches, exceeds or falls below the aforementioned thresholds, except for the 3% threshold, by directly or indirectly holding instruments either (i) giving their holder the unconditional right or discretion to acquire already issued shares of the Company to which voting rights are attached, or (ii) relating to such shares and having a similar economic effect, whether or not conferring a right to a physical settlement. Pursuant to Section 38 para. 2 WpHG, such instruments include, in particular, transferable securities, options, futures, swaps, forward rate agreements and contracts for difference. Details on the valuation of the shares underlying a financial instrument are set out in Commission Delegated Regulation (EU) 2015/761 of December 17, 2014, supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to certain regulatory technical standards on major holdings.

In addition, anyone whose aggregate number of voting rights and instruments pursuant to Sections 33 para. 1 and 38 para.1 WpHG reaches, exceeds or falls below the aforementioned thresholds, except for the 3% threshold, has to notify the Company and the BaFin pursuant to Section 39 para. 1 WpHG.

If any of the aforementioned reporting obligations are triggered, the notifying person or entity is required to fully complete the notification form set forth as an annex to the German Securities Trading and Insider List Regulation (*Wertpapierhandelsanzeige- und Insiderverzeichnisverordnung*). The notice can be submitted either in German or English, in writing or via fax. The notice must include, irrespective of the event triggering the notification, (i) the number and proportion of voting rights, (ii) the number and proportion of instruments and (iii) the aggregate number and proportion of voting rights and instruments held by or attributed to the notifying person or entity. In addition, the notice must include certain attribution details, among other things, the first name and surname of the notifying individual or the legal name, seat and state of a notifying entity, the event triggering the notification, the date on which the threshold was reached or crossed and, if voting rights or instruments are attributed.

As a domestic issuer, the Company must publish such notices without undue delay, but no later than three trading days following receipt, via media outlets or outlets where it can be assumed that the notice will be disseminated in the entire EU and in the non-EU member states that are parties to the agreement in the EEA. The Company must also transmit the publication to the BaFin, specifying the time of publication and the media used and to the German Company Register (*Unternehmensregister*) for storage.

There are certain exceptions to the notice requirements. For example, a company is exempt from its notification obligation if its parent company, or if its parent company is itself a subsidiary, the parent's parent company, has filed a group notification pursuant to Section 37 para. 1 WpHG. Moreover, pursuant to Section 36 para. 1 WpHG, shares or instruments held by a credit institution or a credit securities services company with a registered seat in the EU or in a non-EU member state that is a party to the Agreement in the EEA are not taken into account for determining the notification obligation or proportion of voting rights held, provided (i) they are held in such credit institution's or credit securities services company's trading book, (ii) they amount to no more than 5% of the voting shares, do not grant the right to acquire more than 5% of the voting shares, or do not have a similar economic effect and (iii) it is ensured that the voting rights held by them are not exercised or otherwise made use of.

If a shareholder fails to file a notice or provides false information with regard to shareholdings pursuant to Sections 33 and 34 WpHG, the rights attached to shares held by or attributed to such shareholder,

particularly voting and dividend rights, do not exist for the duration of the failure. This does not apply to entitlements to dividend and liquidation gains if the notifications were not omitted willfully and have since been made. If the shareholder fails to disclose the correct proportion of voting rights held and the shareholder acted willfully or was grossly negligent, the rights attached to shares held by or attributed to such shareholder do not exist for a period of six months after such shareholder has correctly filed the necessary notification, except if the variation in the proportion of the voting rights notified in the preceding incorrect notification was less than 10% of the actual voting right proportion and no notification with respect to reaching, exceeding or falling below the aforementioned thresholds, including the 3% threshold, pursuant to Section 33 para. 1 WpHG was omitted. The same rules apply to shares held by a shareholder, if such shareholder fails to file a notice or provides false information with regard to holdings in instruments or aggregate holdings in shares and instruments pursuant to Sections 38 para. 1, 39 para. 1 WpHG. In addition, a fine may be imposed for failure to comply with notification obligations.

Pursuant to Section 43 WpHG, a shareholder who reaches or exceeds the threshold of 10% of the voting rights, or a higher threshold, is obligated to notify the Company within 20 trading days regarding the objective being pursued through the acquisition of voting rights, as well as regarding the source of the funds used for the purchase. Changes in those objectives must also be reported within 20 trading days. The Articles of Association have not made use of the option to release shareholders from this disclosure obligation. In calculating whether the 10% threshold has been reached or exceeded, the attribution rules mentioned above apply.

14.7 Mandatory Takeover Bids

After the Shares have been admitted to trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), the Company will be subject to the provisions of the WpÜG.

Pursuant to the WpÜG, every person whose share of voting rights reaches or exceeds 30% of the voting shares of the Company is obligated to publish this fact on the internet and by means of an electronically operated system for disseminating financial information, unless an exemption from this obligation has been granted by the BaFin. If no exemption has been granted, this publication has to be made within seven calendar days and include the total amount of voting rights held by and attributed to such person and, subsequently, such person is further required to submit a mandatory public tender offer to all holders of shares in the Company. The WpÜG contains a series of provisions intended to ensure the attribution of shareholdings to the person who actually controls the voting rights attached to the shares, comparable to the attribution rules described above for shareholdings pursuant to Section 34 WpHG. If a bidder fails to give notice of reaching or exceeding the 30% threshold or fails to submit the mandatory tender offer, the bidder is barred from exercising the rights associated with these shares, including voting rights, for the duration of the delinquency. In the case of willful failure to publish the notice of acquisition of control over another company or submission of a mandatory tender offer or willful failure to subsequently send those notices in a timely fashion, the bidder is also not entitled to dividends. A fine may also be imposed in cases of non-compliance with the notification obligations described above.

14.8 Disclosure of Transactions of Persons Discharging Management Responsibilities

Pursuant to Article 19 Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (***MAR***), persons discharging managerial responsibilities (***Executives***) shall notify the Company and the BaFin of every transaction conducted on their own account relating to the shares or debt instruments of the Company or to derivatives or other financial instruments linked thereto (so-called managers' transactions). The same applies to persons closely associated with Executives. Transactions that must be notified shall also include, among others, the pledging or lending of financial instruments, transactions undertaken by any person professionally arranging or executing transactions on behalf of an Executive or a closely associated person, including where discretion is exercised, as well as transactions made under a life insurance policy. The notification requirement applies to any subsequent transaction once a total amount of €20,000 has been reached within a calendar year. Notification shall be made promptly and no later than three business days after the date of the transaction.

For the purposes of MAR, Executive means a person within the Company who is a member of the administrative, executive or supervisory body of the Company or a senior executive who is not such member but who has regular access to inside information relating directly or indirectly to the Company and who has power to take managerial decisions affecting the future developments and business prospects of the Company. A person closely associated with an Executive means a spouse, a registered

civil partner (*eingetragener Lebenspartner*), a dependent child as well as a relative who has shared the same household for at least one year on the date of the transaction concerned. A person closely associated also includes a legal person, trust or partnership, the managerial responsibilities of which are discharged by an executive of the Company or by another person closely associated with him. Finally, the term includes a legal person, trust or partnership, which is directly or indirectly controlled by an executive of the Company or by another person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

The Company shall ensure that the information of which it is notified is promptly made public. In any case, it shall be made public no later than three business days after the transaction in a manner which enables fast access to this information on a non-discriminatory basis in accordance with ESMA's implementing technical standards. Furthermore, according to the WpHG, the Company shall without undue delay transmit the information to the German Company Register (*Unternehmensregister*) and notify BaFin. Non-compliance with the notification requirements may result in a fine.

During a closed period of 30 calendar days before the announcement of an interim financial report or a year-end report which the Company is required to make public according to (a) the rules of the trading venue where the Shares are admitted to trading or (b) national law, persons discharging managerial responsibilities are prohibited from conducting for their own account or for the account of a third-party any transactions directly or indirectly relating to shares or debt instruments of the Company, or to derivatives or other financial instruments linked to such securities.

14.9 Post-Admission Disclosure Requirements

As a result of the intended admission of the Shares to trading on the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), the Company will for the first time be subject to the legal disclosure requirements for stock corporations listed in Germany. These disclosure requirements include, among others, periodic financial reporting (disclosure of annual and half-year financial reports), and other required disclosures according to the WpHG as well as disclosure requirements under the MAR. The Company will also be obligated under the Listing Rules of the Frankfurt Stock Exchange (*Börsenordnung für die Frankfurter Wertpapierbörse*), as amended from time to time, to publish quarterly statements (unless the Company prepares quarterly financial reports), as the Shares are to be listed on the sub-segment of the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with additional obligations arising from admission (Prime Standard).

Pursuant to Article 17 MAR, the Company shall inform the public as soon as possible of inside information which directly concerns the Company. In such case the Company shall also, prior to informing the public, inform the BaFin and the management of the trading venues and facilities (*Geschäftsführungen der Handelsplätze*) where financial instruments of the Company have been admitted to trading or been included in such trading, and, after publication, without undue delay transmit the information to the German Company Register (*Unternehmensregister*).

Inside information comprises, among others, any information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.

The Company may, on its own responsibility, delay disclosure if (i) immediate disclosure is likely to prejudice the legitimate interests of the Company, (ii) delay of disclosure is not likely to mislead the public and (iii) the Company is able to ensure that the inside information will remain confidential. In such case, the Company shall also inform BaFin that disclosure of the information was delayed and shall provide a written explanation of how the conditions set out in the preceding sentence were met, immediately after the information is disclosed to the public. Where disclosure of inside information has been delayed and the confidentiality of that inside information is no longer ensured, the Company shall disclose such inside information to the public as soon as possible.

15. CORPORATE BODIES

15.1 Overview

As a European Stock Corporation (*Societas Europaea (SE)*), the Company's corporate bodies (*Organe der Gesellschaft*) are the Executive Board (*Vorstand*), the Supervisory Board (*Aufsichtsrat*) and the shareholders' meeting (*Hauptversammlung*). The Company has a two-tier management and control system, consisting of the Executive Board and the Supervisory Board. The powers and responsibilities of these governing bodies are determined by the SE Regulation, the SEAG, the AktG, the Articles of Association, the rules of procedure for the Supervisory Board (*Geschäftsordnung des Aufsichtsrats*), that were resolved in the meeting of the Supervisory Board on September 5, 2025, and the rules of procedure for the Executive Board (*Geschäftsordnung des Vorstands*) dated as at August 26, 2025.

The Executive Board is responsible for managing the Company in accordance with applicable law, the Articles of Association and the rules of procedure for the Executive Board, including the business responsibility plan (*Geschäftsverteilungsplan*), taking into account the resolutions of the shareholders' meeting. The members of the Executive Board represent the Company in dealings with third parties. As set out in Article 40 SE Regulation in conjunction with the AktG, the Supervisory Board advises and oversees the Executive Board's administration of the Company, but is itself generally not authorized to manage or represent the Company.

Simultaneous executive and supervisory board membership is not permitted under Article 39 para. 3 SE Regulation. However, in exceptional cases and for an interim period a member of the supervisory board may take a vacant seat on the executive board. During this period, such individual may not perform any duties for the supervisory board. Such stand-in arrangement is limited in time for a maximum period of one year.

Art 39 para. 4 SE Regulation, Section 16 SEAG, the AktG and the Articles of Association allow the Executive Board to consist of two or more members, with the Supervisory Board determining their exact number. The Supervisory Board also appoints the members of the Executive Board and is entitled to dismiss each of them under certain circumstances. As set out in the SE Regulation and the AktG, the Supervisory Board advises and oversees the Executive Board's administration of the Company, but is not itself authorized to manage the Company. The Articles of Association of the Company must, however, designate types of transactions that may only be made with the approval of the Supervisory Board. The matters which, according to the Articles of Association, require the prior consent of the Supervisory Board currently include, in particular:

(a) Annual planning and annual investment plans for fixed asset investments and financial investments;

(b) Closure of business operations or separable parts of business operations if more than 500 employees are to be affected by the measure;

(c) Acquisition or disposal of or other disposition over subsidiaries and affiliates and interests in other companies, as well as acquisition or disposal of or other disposition over business units, operations or parts thereof, if the value exceeds EUR 50 million in individual cases. This does not include transactions only involving the Company and subsidiaries;

(d) Acquisition, disposal and encumbrance of real estate, rights equivalent to real estate and rights to real estate, provided that these transactions are not expressly included in the approved investment plan and exceed the amount of EUR 50 million. This does not include transactions only involving the Company and subsidiaries;

(e) Conclusion, significant amendment and termination of intercompany agreements (Sections 291 et seq. AktG).

In addition, the rules of procedure of the Supervisory Board contains a list of matters which require the prior consent of the Supervisory Board. The matters which, according to the rules of procedure for the Supervisory Board, require the prior consent of the Supervisory Board or of a committee of the Supervisory Board currently include, in particular:

(a) Annual planning and annual investment plans for fixed asset investments and financial investments;

(b) Closure of business operations or separable parts of business operations if more than 500 employees are to be affected by the measure at this closing business operation or separable part of business operation;

(c) Adoption of new and discontinuation of existing significant business activities of the Company;

(d) Conclusion, significant amendment and termination of intercompany agreements (Sections 291 et seq. of the German Stock Corporation Act (*Aktiengesetz – AktG*)):

(e) Granting and revoking general powers of attorney of the Company;

(f) Acquisition or disposal of or other disposition over direct and indirect subsidiaries and affiliates and interests in other companies, as well as acquisition or disposal of or other disposition over business units, operations or parts thereof, if the value exceeds EUR 20 million in individual cases. This does not include transactions only involving the Company and subsidiaries;;

(g) Acquisition or disposal of fixed assets, unless the measure is expressly included in the approved investment plan and the value exceeds EUR 20 million in individual cases; or, if the measure is included in the approved investment plan and has been approved, if the approved scope for this measure is exceeded by EUR 20 million in individual cases;

(h) Acquisition of real estate, rights equivalent to real estate and rights to real estate, provided that these transactions are not expressly included in the approved investment plan and exceed the amount of EUR 20 million; or, if the transaction is included in the approved investment plan and has been approved, if the approved scope for this measure is exceeded by EUR 20 million in individual cases. The same applies to the sale and encumbrance of real estate, rights equivalent to real estate and rights to real estate where the amount or the corresponding value of the encumbrance exceeds the aforementioned thresholds. This does not include transactions only involving the Company and subsidiaries;

(i) Issuing bonds and similar financial instruments, as well as taking out and granting financial loans with a term of more than twelve months, if the nominal volume or loan amount exceeds EUR 100 million in individual cases. This does not include extending the term of existing bonds and loans; financial loans within the Group do not require consent;

(j) Assumption of guarantees, warranties and other forms of collateral for third parties outside the Group if the collateral exceeds EUR 20 million in individual cases;

(k) Conclusion of speculative treasury transactions, in particular transactions involving derivatives and forward exchange transactions. Treasury transactions are considered speculative if they are not related to the Group's operating business or its financing and treasury transactions and therefore do not serve to hedge existing risks in an appropriate manner. Investments in forms with a rating lower than 'investment grade' are also considered speculative;

(l) Resolutions on the transactions and measures referred to in lit. b) and lit. f) to k) in relation to subsidiaries and associated companies.

The Executive Board shall ensure – also in the cases set out above under lit. l) at the level of subsidiaries – that the measures requiring the approval of the Supervisory Board are implemented only after such approval has been granted.

In addition to the aforementioned transactions and measures, the Supervisory Board may define other types of transactions and measures subject to a requirement of its consent within the rules of procedure of the Executive Board or of the Supervisory Board or by a resolution of its members. The Supervisory Board may also give revocable consent in advance to a certain group of transactions in general or to individual transactions that meet certain requirements.

Each member of the Executive Board and Supervisory Board owes a duty of loyalty, duty of legality and duty of care to the Company. Members of these bodies must consider in their decision-making a broad spectrum of interests, particularly those of the Company and its shareholders, employees and creditors. In addition, the Executive Board must take into consideration the shareholders' rights to equal treatment and equal access to information. If members of the Executive Board or Supervisory Board breach their duties, they may be individually or jointly and severally liable with the other members of the Executive Board or the Supervisory Board to the Company for compensatory damages, as the case may be.

Under German law, a shareholder generally has no right to proceed directly against members of the Executive Board or Supervisory Board to assert a breach of their duties to the Company. In general, only the Company has the right to enforce claims for damages against the members of the Executive Board or Supervisory Board. With respect to claims against Supervisory Board members, the Company is represented by the Executive Board, and the Supervisory Board represents the Company with respect to claims against members of the Executive Board. Under a decision of the German Federal Supreme Court (*Bundesgerichtshof*), the Supervisory Board is required to assert damages claims against the Executive

Board if they are likely to succeed unless significant interests of the Company conflict with the pursuit of such claims and outweigh the reasons for bringing such claim.

Even if they decided not to pursue a claim, the Executive Board and the Supervisory Board must nevertheless assert the Company's claims for damages, if a resolution to this effect is passed by the shareholders' meeting with a simple majority vote. The shareholders' meeting may also appoint a special representative (*besonderer Vertreter*) to assert the claims. Such a special representative may also be appointed by the court upon a petition by shareholders whose shares cumulatively make up 10% of the share capital or a *pro rata* share of €1 million.

In addition, the shareholders' meeting may appoint a special auditor (*Sonderprüfer*) to audit transactions, particularly management transactions, by simple majority vote. If the shareholders' meeting rejects a motion to appoint a special auditor, the court must appoint a special auditor upon the petition of shareholders whose shares cumulatively constitute 1% of the share capital at the time the petition is filed or constitute a *pro rata* share of €100,000 if facts exist that justify the suspicion that the behavior in question constituted dishonesty or gross violations of the law or the Articles of Association. If the shareholders' meeting appoints a special auditor, the court must appoint another special auditor upon the petition of shareholders whose shares cumulatively constitute 1% of the share capital at the time the petition is filed or constitute a *pro rata* share of €100,000 if this appears necessary, in particular because the appointed special auditor is unsuited.

Shareholders and shareholder associations can solicit other shareholders to file a petition, jointly or by proxy, for a special audit, for the appointment of a special representative, or to convene a shareholders' meeting or exercise voting rights in a shareholders' meeting in the shareholders' forum of the German Federal Gazette (*Bundesanzeiger*), which is also accessible via the website of the German Company Register (*Unternehmensregister*). If there are facts that justify the suspicion that the Company was harmed by dishonesty or a gross violation of law or the Articles of Association, shareholders who collectively hold 1% of the share capital or a *pro rata* share of €1 million may also, under certain further conditions, seek damages from members of the Company's governing bodies in their own names through court proceedings seeking leave to file a claim for damages. Such claims, however, become inadmissible if the Company itself files a claim for damages.

The Company may only waive or settle claims for damages against members of the Executive Board or Supervisory Board three years after such claims arose and if the shareholders grant their consent at the shareholders' meeting by simple majority vote and if no objection is raised and documented in the minutes of the shareholders' meeting by shareholders whose shares cumulatively constitute 10% of the share capital.

Under German law, individual shareholders and all other persons are prohibited from using their influence on the Company to cause a member of the Executive Board or the Supervisory Board to take an action detrimental to the Company. A shareholder with a controlling influence may not use that influence to cause the Company to act contrary to its own interests unless there is a domination agreement (*Beherrschungsvertrag*) between the shareholder and the Company and unless the influence remains within the boundaries of certain mandatory provisions of law or compensation is paid for the disadvantages that arise. Any person who intentionally uses his influence on the Company to cause a member of the Executive Board or the Supervisory Board, an authorized representative (*Prokurist*) or an authorized agent (*Handlungsbevollmächtigter*) to act to the detriment of the Company or its shareholders is liable to compensate the Company and the affected shareholders for the resulting additional losses. Alongside a person who uses their influence to the detriment of the Company, the members of the Executive Board and Supervisory Board can be jointly and severally liable, if they acted in violation of their duties (see Article 51 SE Regulation, Sections 93 and 116 AktG).

15.2 Executive Board

15.2.1 Overview

Pursuant to Section 7 para. 1 of the Articles of Association, the Executive Board consists of at least two members with the Supervisory Board determining the overall number. The Supervisory Board appoints members of the Executive Board for a maximum term of five years. The Supervisory Board may appoint one member of the Executive Board as chairperson.

Reappointment or extension of the term of members of the Executive Board, each for a maximum period of up to five years, is permissible. The Supervisory Board may revoke the appointment of a member of the Executive Board prior to the expiration of the member's term for good cause, such as a gross breach of fiduciary duty, or if the shareholders' meeting passes a vote of no confidence with respect to such

member, unless the no confidence vote was clearly unreasonable. The Supervisory Board is also responsible for entering into, amending and terminating service agreements with members of the Executive Board and, in general, for representing the Company in and out of court vis-à-vis the Executive Board.

If the Executive Board has only two members, it has a quorum if all its members take part in the voting, and if it has three or more members, if all members have been properly invited and at least half of them participate in the resolution in one of the forms specified in the Articles of Association. Upon the request of a member of the Executive Board or the instruction of the chairperson, meetings may also be held in the form of a telephone conference or by other means of electronic communication (in particular video conference), and individual members of the Executive Board may participate by telephone or by other means of electronic communication (in particular video conference); in such cases, resolutions may be adopted by means of telephone conference or by means of other electronic communication (in particular video conference). Upon the request of a member of the Executive Board or the instruction of the chairperson, resolutions may also be adopted outside of meetings in writing, orally, by telephone, fax, email or other common means of communication, in combination of the aforementioned forms, as well as in combination of a meeting and the adoption of resolutions outside of a meeting. If a member of the Executive Board has not participated in such a resolution, they shall be informed of the resolutions passed without undue delay. The Executive Board shall endeavor to adopt all its resolutions unanimously. If unanimity cannot be achieved, the resolution shall be adopted by a simple majority of the votes cast, unless other majorities are prescribed by law or the Articles of Association or the rules of procedure. In the event of a tie, the chairperson of the Executive Board shall have a casting vote. If the Executive Board has only two members, any resolutions must be adopted unanimously. Further details, particularly regarding composition, duties, overall responsibility, allocation of responsibility for particular functions and internal organization are governed by the rules of procedure of the Executive Board dated as at August 26, 2025.

Pursuant to Section 8 para. 2 of the Articles of Association, the Company is legally represented by two members of the Executive Board or by one member of the Executive Board jointly with an authorized signatory (*Prokurist*).

The internal rules of procedure for the Executive Board allocate the responsibilities to individual members of the Executive Board on the basis of a business responsibility plan (*Geschäftsverteilungsplan*).

15.2.2 Members of the Executive Board

The following table lists the current members of the Executive Board and their respective responsibilities:

Name/Position	Age	Member as at	Appointed until	Responsibilities	Other activities
Philipp von Hirschheydt (CEO, CFO (interim))	51	March 12, 2025	September 15, 2028	Chairman of the Executive Board, business area UX	None
Dr. Jutta A. Dönges(*) (designated CFO)	52	March 1, 2026	February 28, 2029	Chief Financial Officer	Member of the supervisory board of TUI AG Board member of Deutsches Aktieninstitut e.V.
Ingo Holstein (CHRO)	59	June 2, 2025	September 15, 2028	Human Relations (HR)	None
Dr. Boris Mergell	50	August 15, 2025	September 15, 2028	Business area SAM	None
Dr. Ismail Dagli	50	August 15, 2025	September 15, 2028	Business area AM	None

Jean-François Tarabbia	61	August 15, 2025	September 15, 2028	Business area ANS	None

(*) Dr. Jutta A. Dönges was appointed to the Executive Board with effect from March 1, 2026. It is intended to appoint Dr. Jutta A. Dönges with effect from an earlier date, if an earlier commencement of her term becomes practicable.

The termination dates of the service agreement for each member of the Executive Board correspond to their respective terms in office.

The following description provides summaries of the curricula vitae of the members of the Executive Board and indicates their principal activities outside the Group to the extent those activities are significant with respect to the Group.

Philipp von Hirschheydt

Philipp von Hirschheydt was born in Münden, Germany, in 1974. He holds a Bachelor of Arts in Economics and a Master of Science from the Georg-August University in Göttingen, Germany, as well as a Master of European Business from ESCP – EAP University in Oxford, England. Mr. von Hirschheydt began his professional career as a financial analyst at WestLB's investment banking subsidiary in 2002. Between 2005 and 2006, he held the position of Vice President Corporate Finance, Mergers and Acquisitions at WestLB. He joined Continental Group in 2007 as a manager in the mergers and acquisitions department of Continental AG, and served, i.a., as Project Head for the integration of Siemens VDO into Continental Group. Mr. von Hirschheydt then assumed the role of Head of Controlling for the business unit Fuel Supply in 2009, which he held until 2012, and served as Project Management Head and interim Head of the business unit Fuel Supply. Between 2012 and 2022, he held several positions at Continental Group's Tires sector. He began his tenure as CEO of Continental Tire Andina S.A. in Ecuador in 2012 and held that position until 2015. He served as Head of the business units Replacement PLT Asia Pacific (2015 to 2018), Replacement PLT EMEA (2018 to 2020) and Replacement Tires EMEA (2020 to 2022). From 2022 until 2023, Mr. von Hirschheydt was Head of the business area UX, which is part of the Automotive sector of Continental Group. In this role, he was also a member of the Automotive board at Continental Group. In 2023, he was appointed as a member of the executive board of Continental AG with responsibility for the Automotive group sector. Additionally, he served as the chairman of the Automotive Board at Continental Group. He is the CEO of the Company and the acting CFO on an interim basis.

Dr. Jutta A. Dönges

Dr. Jutta A. Dönges was born in Hanau, Germany, in 1973. She holds a joint Master's degree in Economics and Mechanical Engineering from Technical University of Darmstadt, Germany, and obtained her doctorate from the Johann Wolfgang Goethe-University in Frankfurt am Main in 2001. After completing her studies, Dr. Dönges began her career at the Investment Banking Division of Goldman Sachs & Co. oHG in Frankfurt am Main, Germany, where she held various positions from 1997 to 2010, culminating in her role as Executive Director. In 2010, she became Managing Director and Co-Head of Corporate Finance Germany at SEB AB Frankfurt am Main branch. In 2015, she joined the Management Board of the Federal Agency for Financial Market Stabilisation (*Bundesanstalt für Finanzmarktstabilisierung*) and served as chair of the board until 2017. From 2018 to 2022, she was a member of the Executive Board of the Federal Republic of Germany - Finance Agency (*Bundesrepublik Deutschland – Finanzagentur GmbH*). During the last five years Dr. Dönges also served as a member of the supervisory board of Deutsche Pfandbriefbank AG, Commerzbank AG and Uniper SE. She also served as a non-executive member of the Board of Rock Tech Lithium Inc. and as deputy chair of the governing board of FMS Wertmanagement AöR. Dr. Dönges is currently serving as a member of the executive board and CFO of Uniper SE. Since 2021, she is a member of the Supervisory Board of TUI AG. She is the designated CFO of AUMOVIO SE and will assume the role no later than March 1, 2026.

Ingo Holstein

Ingo Holstein was born in Hanover, Germany, in 1966. He studied Political Science at Philipps-Universität Marburg and graduated with a diploma in Political Science from Freie Universität Berlin, Germany. Mr. Holstein began his professional career in 1992 by joining the Continental Group as HR specialist for the Continental AG. From 1995 until 1998 he continued his work for the Continental AG in Hanover as HR-Business Partner Coporate Headquaters. Between 1998 and 2000, Mr. Holstein, assumed the role of Manager International Personnel with responsibility for recruiting in the U.S. and for international assignments with global reach at Continental General Tire in Charlotte, North Carolina, U.S. Between 2000 and 2005 he returned to Continental AG as Head of HR Corporate Headquarters with responsibility for all HR related issues for approcimately 3,000 employees in the Corporate Headquaters and the Tire

Dealer Chain Vergölst. From 2005 until 2010, he assumed the position of Vice President HR Corporate Functions until he was assigned the position of Senior Vice President HR Tires Division of Continental AG in 2010, where he took over responsibility for all HR related activities of 54,000 employees of Continental's Tire Division. Mr. Holstein served as Managing Director responsible for HR at the CPT Group GmbH from 2019 to 2021. In 2021 he was appointed as member of the executive board of Vitesco Technologies Group AG, where he served as a member of the executive board and CHRO until 2024. Since 2024, Mr. Holstein holds the position of Head of HR of the group sector Automotive and AUMOVIO respectively, where he is responsible for around 90,000 employees. In this role, he was also a member of the Automotive board at Continental Group until the Spin-off became effective.

Dr. Boris Mergell

Dr. Boris Mergell was born in Neustadt an der Weinstraße, Germany, in 1975. He holds a Docorate in Physics. After completing his studies, he began his professional career as a research fellow at the Max-Planck Institute for Polymer Research in 2000. Since joining the Continental Group in 2003, Dr. Mergell has held various positions within the Group. From 2003 until 2007 he worked as project leader for Tires Material Research and was promoted to Director Material Development Tires in 2007. From 2009 to 2013 he held the position of Vice President Material and Process Development and Industrialization Tires. Dr. Mergell assumed the position of Vice President Truck Tire Product Development from 2013 until he was assigned to the position of Senior Vice President Research and Development Passenger and Light Truck Tires in 2016. From 2020 to 2023 he hold the position of Senior Vice President Research and Development Tires at the Continental Group. From 2023 until 2024 he was appointed Executive Vice President Business Area User Experience (UX). From 2024 until today, he is working as head of the business area Safety and Motion (SAM). In this role, he was also a member of the Automotive board at Continental Group until the Spin-off became effective.

Dr. Ismail Dagli

Dr. Ismail Dagli was born in Ludwigsburg, Germany, in 1974. He holds a PhD in Computer Science from Universität Tübingen, Germany. He also holds a Master of Science in Electrical Engineering from Brunel University of West London, United Kingdom. Dr. Dagli began his professional career as a development engineer at Daimler AG in 2001. From 2005 to 2006 he was an international management trainee at Daimler AG and continued working for Daimler AG as an expert for Functional Safety until 2007. Between 2008 and 2020 he held several positions at Robert Bosch Automotive Steering. He started as Head of Software Projects at Robert Bosch Automotive Steering from 2008 until 2011. From 2011 until 2015 Dr. Dagli served as Vice President of Engineering and Project Management. From 2015 until 2017 he assumend the Project Lead Integration of Automotive Steering. He held the position as Senior Vice President Business Unit Lead Passenger Car Steering from 2017 to 2020. Since 2020, Dr. Dagli is part of the Continental Group, starting in the Business Unit ADAS, Division Chassis and Safety as Senior Vice President of R&D Business Unit ADAS. From 2022 to 2023 he was Head of the business area Smart Mobility also being a member of the Automotive board at Continental AG. In 2023, Dr. Dagli became head of the business area Autonomous Mobility (AM), and continued to be a member of the Automotive board at Continental Group in this role until the Spin-off became effective. In addition, Dr. Dagli is a member of the supervisory board of Elektrobit.

Jean-François Tarabbia

Jean-François Tarabbia was born in Toulouse, France, in 1964. He studied Computer Science (Master degree) at Institut National Polytechnique de Toulouse (*INPT – ENSEEIHT*) and Business Administration (MBA degree) at Institut d'Administration des Entreprises (*IAE*) Toulouse. He started in 1991 his career as Real Time Embedded software developer at Siemens Automotive, Toulouse. From 1992 to 1994 he served as Embedded Software Real Time Project Manager, before he was assigned to the position of Head of software development, which he held from 1994 to 2000. From 2000 to 2003 he continued to work for Siemens VDO Automotive GmbH as Head of the Body and Chassis Division for France, before he was appointed COO of the Body and Chassis Division in 2003. Between 2006 and 2009 he served as CEO of the Electronic business area and board member of the Hella KGaA Hueck & Co. Mr. Tarabbia was group CEO and board member of Segula Technologies between 2009 and 2013. In 2013, he was appointed as a member of the executive board as well as group CTO of Valeo SE, with responsibility for innovation, R&D, project management, IP and product marketing. In 2021 he joined the Continental Group and became Head of Car Connected Networking (CCN). Currently, Mr. Tarabbia is working as head of the business area Architecture and Network Solutions (ANS). From 2021 until the Spin-off became effective he was a member of the Automotive board at Continental Group. He is also in the board of directors for

Continental Automotive in France and Singapore. In addition, Mr. Tarabbia is chairman of the supervisory board of Elektrobit and PlaxidityX.

All members of the Executive Board may be reached at the Company's offices at Guerickestraße 7, 60488 Frankfurt am Main, Germany (tel. +49 –69 76034390).

The following overview lists all of the companies and enterprises in which the members of the Executive Board currently hold seats or have held seats on administrative, executive or supervisory boards, or comparable German or foreign supervisory bodies, or of which they were partners during the last five years, with the exception of the Company and the subsidiaries of the Group:

Philipp von Hirschheydt

Current seats:

- None

Past seats:

- Continental AG, member of the executive board (2023-2025)
- Continental Group, chairman of the Automotive board (2023-2025)

Dr. Jutta A. Dönges

Current seats:

- Uniper SE, member of the management board and CFO (since 2023)
- TUI AG, member of the supervisory board (since 2021)
- Deutsches Aktieninstitut, board member (since 2023)

Past seats:

- Commerzbank AG, member of the supervisory board (2020-2025)
- Uniper SE, member of the supervisory board (2022-2023)
- Rock Tech Lithium Inc., non-executive member of the board (2022-2023)
- FMS Wertmanagement AöR, member and vice chair of the board of directors (*Verwaltungsrat*) (2016-2022)
- Bundesrepublik Deutschland - Finanzagentur GmbH, managing director (*Geschäftsführerin*) (2018-2022)
- Deutsche Pfandbriefbank AG, member of the supervisory board (2018-2021)

Ingo Holstein

Current seats:

- None

Past seats:

- Vitesco Technologies Group AG, member of the executive board (2021-2024)
- Continental Group, member of the Automotive board (2024-2025)

Dr. Boris Mergell

Current seats:

- None

Past seats:

- Continental Group, member of the Automotive board (2023-2025)
- Deutsches Institut für Kautschuktechnologie, member of the curatorship (2012-2023)
- Deutsche Kautschukgesellschaft, member of the board of directors (*Vorstandsmitglied*) (2012-2018)

Dr. Ismail Dagli

Current seats:

- None

Past seats:

- Continental Group, member of the Automotive board (2022-2025)

Jean-François Tarabbia

Current seats:

- None

Past seats:

- Continental Group, member of the Automotive board (2021-2025)
- Scientific Advisor of *Commissiariat de l´Energie Atomique* (CEA) (2017-2020)
- Valeo SE, Member of the executive board (2013-2020)

15.2.3 Wider Management Team of the Company

The following table lists the Company's wider management team below Executive board level and their respective responsibilities:

Name/Position	Age	Responsibilities	Other activities
Nino Romano (CTO)	58	Head of Automotive Operations and Technology	None
Pavel Prouza	44	Head of business area UX	None

The following description provides summaries of the curricula vitae of the current members of the Company's wider management team.

Nino Romano

Nino Romano was born in Verona, Italy, in 1967. He holds a Master's Degree in Engineering from RWTH Aachen University. He began his professional career in 1993 at Walvoil S.p.A. in Reggio Emilia, Italy. He joined Continental Group as Project Manager in 1993. From 1997 to 2002 he served as Manager Base Development in the Chassis and Systems division of Continental Group, before he was Manager System Engineering in the same division until 2006. From 2007 to 2008 he was the responsible Director Customer Center BMW in Continental Group's Electronic Brake Systems division and from 2008 to 2010 Director Customer Center in the Electronic System Division with responsibilities for certain customers, including Fiat and the PSA Group. Mr. Romano held the position of Head of R&D for the Electronic Brake Systems division from 2011 to 2020 before he became Head of Automotive Quality in 2020. Between 2024 and 2025 he served as Head of Automotive Quality and Operations. He was CTO of the Automotive group sector of the Continental Group and Head of Automotive Operations and Technology in 2025. In this role, he was also a member of the Automotive board at Continental Group.

Pavel Prouza

Pavel Prouza was born in Prague, Czech Republic, in 1980. He holds a Master's Degree in Public Administration and Regional Development as well as a Master's Degree in Business Administration in Finance and Management. He began his professional career as controller at Siemens Radios and Navigation Systems Division in 2003. In 2008 he joined the Continental Group and helf several leadership roles, including positions in the U.S., Mexico and Germany. Among other positions, he served as Business Unit Controller for Sensorics and Passive Safety Systems, before moving into marketing and controlling roles in the Tires Division. He assumed responsibility for the Hydraulic Brake Systems Controlling organization and subsequently led the Motion Technologies and Services business segment. Since 2024, he is the head of the business area User Experience (UX) and was a member of the management board of the Continental Group's group sector Automotive until the Spin-off became effective.

15.2.4 Remuneration and other Benefits of the Members of the Executive Board

On March 12, 2025, Philipp von Hirschheydt was appointed as member of the Executive Board. The appointment of Philipp von Hirschheydt became effective the same day. Ingo Holstein, Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia were appointed as members of the Executive Board on June 2, 2025, with the appointment of Ingo Holstein becoming effective the same day and the appointments of Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia becoming effective on August 15, 2025. Dr. Jutta A. Dönges was appointed as member of the Executive Board on August 28, 2025 with the appointment becoming effective March 1, 2026. It is intended to appoint Dr. Jutta A. Dönges with effect from an earlier date, if an earlier commencement of her term becomes practicable.

Until the Spin-off taking effect, Philipp von Hirschheydt, as executive board member of Continental AG, is receiving the entirety of his compensation under his contract with Continental AG. Ingo Holstein, Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia, as executive employees of CAT GmbH, are receiving the entirety of their compensation under their contracts with CAT GmbH until the Spin-off takes effect.

The total compensation of Philipp von Hirschheydt in his capacity as executive board member of Continental AG amounted to €1,307,000 in total for Fiscal Year 2024 (including performance based remuneration (short-term and long-term) granted for Fiscal Year 2024). Please also see note 39 to the Annual Consolidated Financial Statements for a description of the compensation of the management that was attributable to the Automotive Group in Fiscal Years 2022, 2023 and 2024, as included in the Section "20 *Financial information*" of this Prospectus on page F-125. For the six-month period ended June 30, 2025, none of the members of the Executive Board received a cash compensation for their services as members of the Executive Board. Instead, the members of the Executive Board receive remuneration for their functions within Continental AG (Philipp von Hirschheydt) and CAT GmbH (Ingo Holstein, Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia).

The Executive Board members' service agreements concluded between AUMOVIO SE and Philipp von Hirschheydt, Ingo Holstein, Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia shall each become effective on the date of the completion of the Spin-off. The term of Philipp von Hirschheydt's service agreement with Continental AG and his appointment as executive board member of Continental AG as well as the term of the employment agreements of Ingo Holstein, Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia with CAT GmbH shall end on the date preceding the completion of the Spin-off. From this date onwards, the Executive Board members' service agreements are therefore the uniform and sole basis for acting as a member of the Executive Board. The aforementioned members of the Executive Board have therefore not yet received any remuneration or compensation by AUMOVIO SE. The remuneration for their office as members of the Executive Board is subject to the consummation of the Spin-off and AUMOVIO SE will assume responsibility for remunerating the members of the Executive Board after completion of the Spin-off. Once Philipp von Hirschheydt, Ingo Holstein, Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia will be compensated by AUMOVIO SE, they will no longer be granted remuneration for their positions as members of the executive board or as executive employees of Continental AG or CAT GmbH.

The service agreement concluded between AUMOVIO SE and Dr. Jutta A. Dönges shall become effective on March 1, 2026. In the event that an earlier commencement of her term as Executive Board member becomes practicable, the Supervisory Board may appoint Dr. Jutta A. Dönges with effect from an earlier date and the term of her service contract may be adjusted accordingly.

The remuneration structure of the Executive Board members is aimed at the sustainable and long-term development of the Company, ensuring the achievement of strategic goals as well as good corporate governance. Prior to the Listing, the Supervisory Board is not legally obligated to determine the remuneration of members of the Executive Board in accordance with a remuneration system presented to the shareholders' meeting. However, the remuneration of the Executive Board is in line with the remuneration system for members of the Executive Board adopted by the Supervisory Board on March 12, 2025 and amended on August 28, 2025. The approval from the annual shareholders' meeting of the Company is expected in the course of 2026. The level of the remuneration is guided by the remuneration level for comparable companies in the DAX and MDAX.

The remuneration of the members of the Executive Board consists of fixed non perfomance-related and variable perfomance-related components.

The remuneration of any additional members of the Executive Boards envisaged to be appointed by the Supervisory Board following the Spin-off is expected to be in line with the remuneration of the current members of the Executive Board.

15.2.4.1 *Fixed, non-performance related remuneration*

All Executive Board members receive a fixed annual salary, which is paid in twelve equal monthly installments; Executive Board members who have not been or will not be members of the Executive Board for a full fiscal year shall receive a pro rata compensation based on the days of their Executive Board membership. The aggregated fixed annual salary of all Executive Board members amounts to €4,670,000 (Philipp von Hirschheydt: €1,300,000, Dr. Jutta A. Dönges: €770,000, Ingo Holstein: €650,000, Dr. Boris Mergell: €650,000, Dr. Ismail Dagli: €650,000, Jean-François Tarabbia: €650,000). Each member of the Executive Board is also entitled to additional non-cash benefits, including primarily a company car, a D&O liability insurance, and accident insurance premiums.

Each member of the Executive Board receives a pension allowance. The aggregated annual pension allowance of all Executive Board members amounts to €1,167,500 (Philipp von Hirschheydt: €325,000, Dr. Jutta A. Dönges: €192,500, Ingo Holstein: €162,500, Dr. Boris Mergell: €162,500, Dr. Ismail Dagli: €162,500, Jean-François Tarabbia: €162,500).

15.2.4.2 *Variable, performance-based compensation*

The variable, performance-based remuneration of the Executive Board members comprises a short-term remuneration component (***Performance Bonus***) as well as a LTI.

15.2.4.2.1 Performance Bonus

Each Executive Board member receives an annual Performance Bonus. The target amount granted in the case of 100% target achievement (***STI Target Amount***) is agreed upon in the Executive Board members' service agreements and the aggregated STI Target Amount of all Executive Board members amounts to €3,350,000 (Philipp von Hirschheydt: €850,000, Dr. Jutta A. Dönges: €500,000, Ingo Holstein: €500,000, Dr. Boris Mergell: €500,000, Dr. Ismail Dagli: €500,000, Jean-François Tarabbia: €500,000). The maximum amount of the Performance Bonus is limited to 200% of the STI Target Amount. The STI amount to be paid out depends on the extent to which an Executive Board member achieves the targets set before the beginning of each fiscal year by the Supervisory Board for that particular Executive Board member for certain financial and non-financial key performance indicators relating to the following topics: Adjusted EBIT Margin (beginning with Fiscal Year 2026, for Dr. Boris Mergell, Dr. Ismail Dagli and Jean-François Tarabbia the adjusted EBIT margin of the business area they are responsible for is relevant for a proportion of 50%), adjusted free cash flow, i.e., cash flow before financing activities adjusted for cash inflows and outflows from the acquisition or disposal of companies and business operations, and ESG performance indicators. In addition, prior to the start of each fiscal year, the Supervisory Board can determine personal, non-financial performance criteria to be included in target achievement in the form of a personal contribution factor (PCF) with a value between 0.8 and 1.2 for individual or all members of the Executive Board from the following areas: market development and customer orientation, implementation of transformation projects, organizational and cultural development as well as ESG.

If the Spin-off takes effect in the Fiscal Year 2025, the following special provision is made for the Performance Bonus for the short Fiscal Year 2025: Instead of the three performance criteria (see above), the focus is to be placed exclusively on the performance criterion of the Adjusted EBIT Margin. In this case, the Adjusted EBIT Margin is weighted at 100%. The possible determination of a PCF remains unaffected.

15.2.4.2.2 Long-Term Incentive (LTI)

The Long-Term Incentive (LTI) is intended to promote long-term commitment among the Executive Board members to the Company and its sustainable growth. The LTI is structured as a virtual performance share plan with a four-year term. The LTI is based on three performance criteria, which are measured over a period of three years (performance period) and are linked by way of addition with each other. The first performance criterion with a weighting of 50% is the long-term relative total shareholder return, which is measured using the performance of the Shares compared to an index. The second performance criterion with a weighting of 30% is ROCE, which is the ratio of EBIT (adjusted for goodwill impairment as well as gains and/or losses from the disposal of parts of the Company) to average operating assets. The third performance criterion with a weighting of 20% is a sustainability criterion that may comprise up to four sustainability performance indicators. In addition, the development of the Company's Share price over the term of the LTI is crucial in determining the amount of the LTI to be paid out.

Each LTI award has a term of four fiscal years. The Supervisory Board agreed upon an allotment value in € with each member of the Executive Board in their respective service agreements and the aggregated allotment value of all Executive Board members amounts to €5,100,000 (Philipp von Hirschheydt: €1,600,000, Dr. Jutta A. Dönges: €700,000, Ingo Holstein: €700,000, Dr. Boris Mergell: €700,000, Dr. Ismail Dagli: €700,000, Jean-François Tarabbia: €700,000). At the start of the first fiscal year of the LTI plan's term, this allotment value is converted into a basic holding of virtual shares. For this purpose, the allotment value is divided by the arithmetic mean of the closing prices of the Company's Share in XETRA trading on the Frankfurt Stock Exchange (or a successor system) in the last 30 trading days preceding the start of the term of the relevant LTI plan. The final holding of virtual shares after a period of three years depends on the overall target achievement of the three performance criteria. This final holding is multiplied by the payout ratio in order to determine the gross value of the LTI to be paid out in euros. The payout ratio corresponds to the sum of the average closing price of the Company's Share in Xetra trading on the Frankfurt Stock Exchange in the last 30 trading days prior to the end of the four-year term and the dividends paid per share during the four-year term. The payout amount in cash is limited to a maximum of 200% of the allotment value.

If the Spin-off takes effect in the Fiscal Year 2025, the following special provision is made for the LTI tranche starting in the Fiscal Year 2025: To calculate the basic holding of virtual shares, the arithmetic mean of the closing prices of the Company's Share in XETRA trading on the Frankfurt Stock Exchange in the first three months from (and including) the date of commencement of trading is used as a basis. In addition, no separate sustainability performance indicators are set for the sustainability criterion; instead, a target achievement of 100% is used as the basis for this performance criterion.

15.2.4.2.3 Maximum Amount of Total Compensation

For each member of the Executive Board, a yearly maximum amount of total compensation has been determined. The yearly maximum amount of total compensation amounts to €8,000,000 for Philipp von Hirschheydt, €4,000,000 for Dr. Jutta A. Dönges, €4,000,000 for Ingo Holstein, €4,000,000 for Dr. Boris Mergell, €4,000,000 for Dr. Ismail Dagli and €4,000,000 for Jean-François Tarabbia. The yearly maximum amount of total compensation does not include the bonus payments described in Section "15.2.4.3.1 *Spin-off Bonus*" and Section "15.2.4.3.2 *Sign-on Bonus*".

15.2.4.3 *Further relevant provisions regarding remuneration*

15.2.4.3.1 Spin-off Bonus

The one-time Spin-off Bonus will be paid to each member of the Executive Board holding office when the Spin-off takes effect. The terms of the Spin-off Bonus shall create an incentive to contribute to the success of AUMOVIO over the medium and long term. The Spin-off Bonus consists of a gross amount to be paid out in two tranches. After payment of the corresponding gross amount, the Executive Board members must invest the resulting net amount in Shares within a specified period of time. The target total value of the gross amount for both tranches is half of the fixed annual salary of the relevant Executive Board member. 50% of the target total value of the gross amount (corresponding to 1/4 of the fixed annual salary) will be paid out upon the admission to trading of the Shares (***Payment 1***). The Shares to be acquired under Payment 1 are subject to a three-year holding period from the date of acquisition of the Shares. A further amount will be paid out 18 months after the admission to trading of the Shares (***Payment 2***). The gross amount to be paid out for Payment 2 will depend on the development of the stock exchange price of the Shares: If the final price (average of the last 30 trading days before the end of the 18 month period) corresponds to the initial price (four-month average after admission to trading) of the Shares, another 50% of the target total value (corresponding to 1/4 of the fixed annual salary) is paid out. If the final price has doubled compared to the initial price, twice the target total value (corresponding to one fixed annual salary) is paid out. If the final price has halved compared to the initial price, 1/16 of the fixed annual salary is paid out. Payment of less than 1/16 of the fixed annual salary or more than one fixed annual salary is excluded. The Shares to be acquired under Payment 2 are subject to a three-year holding period from the date of acquisition of the Shares.

As part of a sign-on bonus agreement, Dr. Jutta A. Dönges has been granted a bonus to be paid in two tranches and structured similarly to the Spin-off Bonus, with the first payment being conditional upon taking office as member of the Executive Board before March 1, 2026. Dr. Jutta A. Dönges must invest the net amounts resulting from both tranches in Shares within a specified period of time. The acquired Shares are subject to a three-year holding period from the date of acquisition of the Shares.

Depending on the development of the stock exchange price of the Share, the total volume of the aforementioned bonus payments for all Executive Board members (including Dr. Jutta A. Dönges) combined will be in a range between approximately €1.5 million and €5.8 million.

15.2.4.3.2 Sign-on Bonus

As part of a sign-on bonus agreement, an additional sign-on bonus will be paid to Dr. Jutta A. Dönges as a compensation for lost retirement benefits from her previous company, conditional upon taking office as member of the Executive Board before March 1, 2026.

15.2.4.3.3 Compliance Penalty, Performance Correction and Clawback Provisions

If an Executive Board member has been proven to have and knowingly committed a gross violation of the obligations under such member's service agreement, the Supervisory Board is entitled, in its reasonable discretion, to reduce the variable remuneration partially or completely to zero or to demand its repayment (compliance penalty provision and clawback provision). Similarly, in the event of an incorrect data basis for calculating the variable remuneration, the Supervisory Board may, in its reasonable discretion, correct the determination of the relevant elements of the variable remuneration or demand the repayment of amounts already paid out (performance correction and clawback provision).

15.2.4.3.4 Share Ownership Guidelines

In addition each Executive Board member is obligated to invest a minimum amount into the Shares and to hold such Shares for a period of up to two years after the end of such member's appointment and termination of such member's service agreement. The minimum amount to be invested by an Executive Board member is determined on the basis of the agreed gross annual fixed salary of the Executive Board member. It corresponds to 200% of the annual fixed salary for the chairperson of the Executive Board and 100% of the annual fixed salary for all other Executive Board members. An initial four-year build-up phase beginning with the appointment of the respective member to the Executive Board, but not before the beginning of the term of the respective service agreement and the commencement of trading of the Shares, allows the members of the Executive Board to acquire the necessary Shares over time. All Shares held by the Executive Board member are taken into account for the purpose of fulfilling the holding obligation, with the exception of Shares acquired from Payment 1 of the Spin-off Bonus and Shares acquired from the first payment of the bonus similiar to the Spin-off Bonus granted to Dr. Jutta A. Dönges (see Section "15.2.4.3.1 *Spin-off Bonus*").

15.2.4.3.5 Post Contractual Non-Compete

Each member of the Executive Board is prohibited from working for a competing company globally for up to two years after termination of the employment relationship. For the duration of the post-contractual non-compete clause, each member of the Executive Board receives a compensation payment (Karenzentschädigung) amounting to 50% of the last contractual remuneration received, except pension allowance. In the event of a breach of the post-contractual non-compete clause, each member of the Executive Board is obligated to pay a contractual penalty in the amount of three months remuneration for a single breach or for each month of a continuous breach, up to a maximum total amount of one year's remuneration.

15.2.4.3.6 Severance-Payment Cap

In the event of premature termination of the employment contract, payments to the respective member of the Executive Board shall not exceed two years' remuneration and shall furthermore be restricted to the remuneration for the remaining term of the employment contract. The severance payment is offset against the compensation payment (Karenzentschädigung), see Section "15.2.4.3.5 *Post Contractual Non-Compete*".

15.2.4.3.7 No Change of Control Clause

There are no special provisions in the employment contracts of the Executive Board members in the event that a change of control occurs, i.e., neither special rights to terminate the respective employment contract nor severance payment claims.

15.2.5 Shareholdings of the Members of the Executive Board in the Company

As at the date of this Prospectus, the members of the Executive Board do not directly or indirectly hold any Shares or options on Shares in the Company. As at the date of this Prospectus, the members of the Executive Board (including Dr. Jutta A. Dönges) in total hold 8,226 shares in Continental AG, for which a total of 4,113 Shares in AUMOVIO SE will be issued upon the Spin-off taking effect, if the shares are still held on such date. With regard to virtual shares granted to the members of the Executive Board under remuneration programs by Continental AG, these virtual shareholdings do not entitle to the receipt of shares in AUMOVIO SE.

In addition, the members of the Executive Board are obligated to invest an individually determined minimum amount in Shares in the Company and to hold this share portfolio during the term of office and for a further two years after the expiry of the respective member's appointment and termination of the service contract. Please see Section "15.2.4.3.3 *Share Ownership Guidelines*" for further details.

15.3 Supervisory Board

15.3.1 Overview

As part of an employee involvement procedure carried out in the context of the Spin-off, an agreement has been reached on June 23, 2025 on the establishment of additional non-mandatory employee participation at the level of AUMOVIO SE between Continental AG, AUMOVIO SE and a special negotiating body representing the employees of AUMOVIO SE and its subsidiaries within the EU and the EEA (***Co-determination Agreement***).

The Co-determination Agreement stipulates the right of the employees of AUMOVIO SE and its subsidiaries within the EU, the EEA and Serbia to establish an SE works council (internally referred to as the "Europaforum"), which has information and consultation rights regarding activities of the Group that are affecting operations in more than one state of the EU, EEA and Serbia. As part of the Co-determination Agreement, a co-determined Supervisory Board has been established at the level of AUMOVIO SE. The Supervisory Board consists of 16 members, of whom eight are shareholder representatives and eight are employee representatives.

The eight employee representatives serving during the first term of AUMOVIO SE's co-determined Supervisory Board and one substitute member were elected by the special negotiating body. The employee representatives and substitute members for future terms will be appointed by the SE works council based on candidates nominated by the SE works councils, trade unions and employee representative bodies in accordance with the Co-determination Agreement.

The eight shareholder representatives shall be appointed by the shareholders' meeting. The shareholders' meeting may also, at the time of election of Supervisory Board members, appoint substitute members for the shareholder representatives who shall replace shareholder representatives leaving office before the end of their term without a successor having been appointed beforehand or whose election has been successfully contested. The term of office of such substitute members shall terminate at the end of the Company's shareholders' meeting in which a successor is elected and at the latest at the end of the term of office of the leaving member.

The appointment of members of the Supervisory Board is made for a period not extending beyond the conclusion of the shareholders' meeting which resolves on the ratification of the actions of the members of the Supervisory Board for the fourth fiscal year following the start of the term of office, but not exceeding five years. The fiscal year in which the term of office begins is not included in the calculation. Reappointments are permitted. When electing the shareholder representatives, the shareholders' meeting may determine that the term of office of the Supervisory Board members to be elected (or of individual members) shall commence or terminate at different dates, taking into account the maximum limit provided by law. The appointment of a successor to a member who has left before the end of his term of office shall be for the remainder of the term of office of the member who has left, unless the shareholders' meeting decides otherwise. Each member of the Supervisory Board and each substitute member may, pursuant to Section 10 para. 5 of the Articles of Association, resign from office for good cause with immediate effect and without good cause with four weeks written notice issued to the chairperson of the Supervisory Board or the Executive Board. The chairperson of the Supervisory Board may shorten the notice period or waive the notice requirement.

Following the shareholders' meeting in the course of which the members of the Supervisory Board have been elected for a new term, the Supervisory Board will elect a chairperson and at least one deputy chairperson from among its members to serve for the duration of those members' terms. If the chairperson or his/her deputy leaves such office before the end of its term, the Supervisory Board shall conduct a new election without undue delay.

The Supervisory Board may adopt internal rules of procedure in accordance with mandatory statutory provisions and the Articles of Association. It is further authorized to establish committees in accordance with the law and the Articles of Association. The Supervisory Board determines the tasks, composition, powers and procedures of the committees. To the extent permitted by law, decisive powers of the Supervisory Board may also be granted to committees.The Supervisory Board shall appoint one member of each committee as chairperson of such committee, unless provided otherwise in the rules of procedure for the Supervisory Board. Each committee may appoint a deputy chairperson of such committee. The Supervisory Board resolved its internal rules of procedure in the constituting meeting of the Supervisory Board on September 5, 2025. The Supervisory Board is entitled to resolve amendments to the Articles of Association if such amendments only relate to the wording. Meetings of the Supervisory Board are usually called at least two weeks in advance by the chairperson of the Supervisory Board or its deputy. In urgent cases the chairperson may shorten this period. Notice of meetings may be given in writing, by telephone, in text form or in any other legally permissible form.

The Articles of Association and the internal rules of procedure for the Supervisory Board provide that resolutions of the Supervisory Board shall generally be passed in meetings. The chairperson of the Supervisory Board may allow individual members of the Supervisory Board to participate in a meeting by means of a telephone or video conference or to cast their vote in writing subsequently within a reasonable period of time determined by them. The chairperson of the Supervisory Board may furthermore determine that meetings of the Supervisory Board are conducted by telephone or video conference and that in these

cases, resolutions are adopted or votes are cast also in such a manner. The members of the Supervisory Board may not object to the determination of such form of adopting a resolution. Members of the Supervisory Board attending a meeting by means of telephone or video conference shall be deemed to be present. Resolutions may be passed outside of meetings by means of votes cast in writing, orally, by telephone, in text form or by other means of telecommunication, if the chairperson of the Supervisory Board so determines in the individual case. The members of the Supervisory Board may not object to the determination of such form of adopting a resolution. Members who abstain from voting are considered to take part in the resolution.

The Articles of Association and the rules of procedure for the Supervisory Board provide that the Supervisory Board has a quorum if all members have been properly invited and if at least half of its members of which it is to be composed participate in the adoption of the resolution. Members of the Supervisory Board who cast their vote in the aforementioned ways as well as members who abstain from voting are considered to take part in the voting for purposes of the required quorum. Resolutions of the Supervisory Board are passed, unless otherwise provided by mandatory law, by a simple majority of the votes cast.

15.3.2 Members of the Supervisory Board

The following table lists the eight shareholder representatives of the Supervisory Board as at the date of the Prospectus:

Name	Age	Member since	Appointed until	Responsibilities	Principal occupation
Stefan E. Buchner	65	2025	2026	Chairman of the Supervisory Board	Member in various supervisory boards
Claus Thomas Bauer	59	2025	2026	Member	Self-employed
Prof. Dr. Sabina Jeschke	57	2025	2026	Member	Self-employed
Dr. Petra Mayer	59	2025	2026	Member	Chief operating officer of Deutz AG
Klaus Rosenfeld	59	2025	2026	Member	Chairman of the board of managing directors of Schaeffler AG
Georg F. W. Schaeffler	60	2025	2026	Member	Shareholder of the INA-Holding Schaeffler GmbH & Co. KG / managing director of IHO Verwaltungs GmbH
Robin John Stalker	67	2025	2026	Member	Member of the supervisory board of Schaeffler AG Deputy chairman of the supervisory board of Schmitz Cargobull AG
Prof. Dr. Katja Windt	56	2025	2026	Member	Member of the managing board and Chief digital officer of SMS group GmbH

The following description provides summaries of the curricula vitae of the eight shareholder representatives of the Supervisory Board and indicates their principal activities outside the Group to the extent those activities are significant with respect to the Group.

Stefan E. Buchner

Stefan E. Buchner was born in 1960 in Stuttgart, Germany. Before he studied engineering at the Esslingen University of Applied Sciences, Germany, Mr. Buchner completed his apprenticeship as a communications equipment mechanic at the vocational school for radio and information electronics,

Munich. After his studies he started his career as in 1986 at Daimler Benz AG where he worked in different management positions. In 1999 he joined Daimler Chrysler as Head of Purchasing Interior, Exterior and Complete vehicles. From 2002 until 2004 he was a member of the management board of Mitsubishi Motors Corporation, Tokyo. He then joined Daimler Trucks as a member of the management board, specifically Head of Procurement Daimler Trucks and Buses and Head of Global Powertrain Procurement & Manufacturing Engineering. From 2013 until 2020 he was a member of the management board of Daimler Truck AG, responsible for the region Europe and Latin America as well as the Mercedes-Benz Brand. Mr. Buchner is currently also a member of the supervisory board of thyssenkrupp AG. He is the chairman of the Supervisory Board and chairperson of the executive committee (*Präsidialausschuss*) and the nominating committee (Nominierungsausschuss), as well as member of the technology committee (*Technologieausschuss*) of the Company.

Claus Thomas Bauer

Claus Thomas Bauer was born in 1966 in Gräfeling, Germany. He studied at the Friedrich-Alexander-University in Nuremberg, Germany and completed his studies with a diploma in business administration. Following the completion of his studies, he began his career as a team leader at Roedl & Partner in Nuremberg in 1991, where he transitioned into the role of a certified tax advisor from 1996 onwards. In 1998, Mr. Bauer joined INA Werk Schaeffler oHG as group chief accounting officer. Since August 2002, Mr. Bauer has held several chief financial officer positions within the Schaeffler Group, including chief financial officer for North America and chief financial officer Americas of Schaeffler Group USA Inc. He also served as chief financial officer of the Schaeffler Group from September 2021 until August 2025. From April 2019 until December 2021, Mr. Bauer was a member of the board of directors of the American Bearing Manufacturers Association (ABMA), where he also served as treasurer from April 2020 onwards. Since October 2022, Mr. Bauer serves as a member of the advisory board of HDI Global SE. He is a member of the Supervisory Board and the audit committee (*Prüfungsausschuss*) of the Company.

Prof. Dr. Sabina Jeschke

Prof. Dr. rer. nat. Sabina Jeschke was born in 1968 in Kungälv, Sweden. She studied physics, mathematics and computer science at the Technical University Berlin (*Technische Universität Berlin*), Germany and completed her studies as a graduate physicist. After acquiring her doctorate, she became a junior professor at the Technical University Berlin (*Technische Universität Berlin*), Germany in 2005. In 2007, she was appointed as a professor at the University of Stuttgart, Germany. From 2009 to 2017, she worked as a professor at the RWTH Aachen, Germany while also serving as director of the Cybernetic Lab. Prof. Jeschke then joined Deutsche Bahn AG, where she was appointed as a member of the board of management in the position of chief digitalization and technology officer. She held this position until 2021. Prof. Jeschke is currently chief executive officer of KI Park e.V. and Arctic Brains AB, and managing director of complAIzer GmbH. Additionally, she is a senior advisor at Arthur D. Little and Deloitte and an of counsel at WTS Legal, while she continues to hold a honorary professorship at the Technical University Berlin (*Technische Universität Berlin*), Germany. She sits on the boards of Rheinmetall AG (member of the supervisory board), Deutsche Private Equity GmbH (member of the advisory board) and the German-Swedish Chamber of Commerce (member of the management board). She is a member of the Supervisory Board and chairperson of the technology committee (*Technologieausschuss*) of the Company.

Dr. Petra Mayer

Dr.-Ing. Petra Mayer was born in 1966 in Erlangen, Germany. She pursued her studies in material sciences at the Friedrich-Alexander-University in Nuremberg, Germany, culminating in her diploma as an engineer. After acquiring her doctorate at the University of Stuttgart in 1997, she held positions at Lundin Filter GmbH as head of laboratory and subsequently as head of R&D. From 2000 to 2008, Dr. Mayer held several positions at Continental AG's business unit Benecke-Kaliko being one of the global market leaders for decorative and technical surface materials for the automotive interior. In 2008, Dr. Mayer joined Autoliv B.V. & Co. KG as executive director. In 2009, she was appointed vice president "Quality Region Europe", and in 2013, she assumed the position of vice president for airbag operations. From 2016 to 2022, Dr. Mayer worked for the ZF Friedrichshafen Group, being vice president for quality occupant safety systems global from 2016 to 2019, and senior vice president for the product line seat belt systems global from 2019 to 2022. In 2022, Dr. Mayer was appointed as chief operating officer at Deutz AG. She is a member of the Supervisory Board and the executive committee (*Präsidialausschuss*), nominating committee (*Nominierungsausschuss*) and technology committee (*Technologieausschuss*) of the Company.

Klaus Rosenfeld

Klaus Rosenfeld was born in 1966 in Bonn, Germany. He studied business administration and economics at the University of Muenster, Germany, after a trainee program at Dresdner Bank. He rejoined Dresdner Bank where he held, among others, various positions in the investment banking division and the finance and controlling department. From 2002 to 2009, he was a member of the board of managing directors of Dresdner Bank AG and chief financial officer of Dresdner Bank Group with responsibility for Finance & Controlling, Compliance, and Corporate Investments. Mr. Klaus Rosenfeld started at Schaeffler AG in 2009. Since October 2024 he is the chief executive officer and chairman of the board of managing directors of Schaeffler AG and was, until April 2015, also the chief financial officer of Schaeffler AG. He is a member of the Supervisory Board of the Company.

Georg F. W. Schaeffler

Georg F. W. Schaeffler was born in 1964 in Erlangen, Germany. He studied business administration at the University of St. Gallen in Switzerland and holds a law degree from Duke University in the U.S. He has held various positions within the Schaeffler Group and previously worked as a business and finance lawyer in the U.S. Georg F. W. Schaeffler is also the chairman of the supervisory board of Schaeffler AG, a member of the supervisory board of Continental AG and a member of the advisory board of ATESTEO Management GmbH. He is a co-owner of INA-Holding Schaeffler GmbH & Co. KG. He is a member of the Supervisory Board and the executive committee (*Präsidialausschuss*), audit committee (*Prüfungsausschuss*), nominating committee (*Nominierungsausschuss*) and technology committee (*Technologieausschuss*) of the Company.

Robin John Stalker

Robin John Stalker was born in 1958 in Palmerston North, New Zealand. He studied business administration at the Massey University in New Zealand. He started his professional career in 1982 as a chartered accountant at Arthur Young (now EY). After working at Arthur Young in New Zealand and London, he held various finance and controlling positions in the entertainment industry. From 2001 until his retirement in 2017, he was a member of the executive board of adidas AG with responsibilities for finance and labour matters. He is also a member of the supervisory board of Schaeffler AG and Schmitz Cargobull AG. He is a member of the Supervisory Board and chairperson of the audit committee (*Prüfungsausschuss*) as well as a member of the nominating committee (*Nominierungsausschuss*) of the Company.

Prof. Dr. Katja Windt

Prof. Dr.-Ing. Katja Windt was born in 1969 in Bonn, Germany. Following her degree, in 1995, in mechanical engineering at Leibniz University Hanover, Germany – including a stay at the Massachusetts Institute of Technology (MIT), U.S., as a visiting scholar – she completed her doctorate at the Institute of Production Systems and Logistics in 2000 and subsequently took up the position of head of department at the Institute of Production and Logistics (BIBA) at the University of Bremen, Germany. In 2008, Prof. Windt was appointed as Associate Professor of "Global Production Logistics" at Jacobs University (renamed Constructor University), Germany and in 2009 as Full Professor of "Global Production Logistics". Before joining SMS group GmbH in 2018, she was appointed as President of Jacobs University Bremen, Germany and served as Provost and Acting President from 2013 to 2014. In addition to her role as member of the managing board and chief digital officer of SMS group GmbH, Prof. Windt is currently an honorary professor at Constructor University, Germany and gives guest lectures at Carnegie Mellon University in Pittsburgh, U.S., as well as at RWTH Aachen, Germany. She is also a member of the supervisory boards of Ford Otomotiv Sanayi A.Ş. (since 2022) and Fraport AG (since 2012).). She is a member of the Supervisory Board and nominating committee (*Nominierungsausschuss*) of the Company.

The following overview lists all of the companies and enterprises in which the shareholder representatives of the Supervisory Board currently hold seats or have held seats on administrative, executive or supervisory boards, or comparable German or foreign supervisory bodies, or of which they were partners during the last five years, with the exception of the Company and the subsidiaries of the Group:

Stefan E. Buchner

Current seats:

- Thyssenkrupp AG, member of the supervisory board (since 2021)
- Mosolf SE & Co. KG, member of the supervisory board (since 2021)
- DRX Management SE, member of the board of directors (since 2025)

Past seats:

- Continental AG, member of the supervisory board (2022-2025)
- HÖRMANN Holding GmbH & Co KG (2021-2025)
- Daimler Truck AG, Stuttgart, member of the management board (2013-2020)

Claus Thomas Bauer

Current seats:

- HDI Global SE, member of the advisory board (since 2022)

Past seats:

- American Bearing Manufacturers Association, member of the board of directors (2019-2021)
- American Bearing Manufacturers Association, treasurer (2020-2021)
- Schaeffler AG, chief financial officer (2021-2025)

Prof. Dr. Sabina Jeschke

Current seats:

- KI Park e.V., chief executive officer (since 2021)
- Arctic Brains AB, chief executive officer (since 2021)
- ComplAIzer GmbH, managing director (since 2023)
- Rheinmetall AG, member of the supervisory board (since 2025)
- Deutsche Private Equity GmbH, member of the advisory board (since 2024)

Past seats:

- Vitesco Technologies AG, member of the supervisory board (2021-2024)
- Quantagonia GmbH, chief information officer and chief technology officer (2021-2024)
- Deutsche Bahn AG, member of the management board (2017-2021)
- DB FZI GmbH, chairwoman of the supervisory board (2020-2021)
- DB Systel GmbH, chairwoman of the supervisory board (2018-2021)
- DB Systemtechnik GmbH, chairwoman of the supervisory board (2018-2021)
- Schenker AG, member of the supervisory board (2018-2021)
- Körber AG, member of the supervisory board (2015-2020)

Dr. Petra Mayer

Current seats:

- Deutz AG, member of the executive board, chief operating officer (2022-2026)
- IHK Köln, member of the presidential committee (2025-2030)

Past seats:

- ZF Rane Automotive India Private Limited, nominee director in the board of directors (2020-2022)

Klaus Rosenfeld

Current seats:

- Schaeffler AG, chairman of the board of managing directors
- Schaeffler Holding (China) Co. Ltd., supervisor
- ATESTEO Beteiligungs GmbH, managing director
- Continental AG, member of the supervisory board and the audit committee
- IHO Beteiligungs GmbH, managing director
- IHO Verwaltungs GmbH, managing director
- INA-Holding Verwaltungs GmbH, managing director
- IDAM Verwaltungs GmbH, managing director
- IHO Management GmbH, managing director
- IHO Vermögensverwaltungs GmbH, managing director
- INA Management GmbH, managing director
- INA Verwaltungsgesellschaft mit beschränkter Haftung, managing director

- INA-Schaeffler Beteiligungsverwaltungs GmbH, managing director
- Schaeffler Vermögensverwaltungs GmbH, managing director
- SKR Capital GmbH, managing director

Past seats:

- Schaeffler India Ltd., non-executive member of the board of directors (2015-2021)
- Siemens Gamsea Renewable Energy S.A., external independent director (2016-2022)
- Vitesco Technologies Group AG, member of the supervisory board and the audit committee (2021-2024)

Georg F. W. Schaeffler

Current seats:

- ATESTEO Beteiligungs GmbH, managing director
- ATESTEO Management GmbH, managing director and member of the advisory board
- Continental AG, member of the supervisory board
- GFWS LLC (managing director)
- IHO Beteiligungs GmbH, managing director
- IHO Management GmbH, managing director
- IHO Verwaltungs GmbH, managing director
- INA-Holding Verwaltungs GmbH, managing director
- Schaeffler AG, chairman of the supervisory board
- Schaeffler Holding L.P., managing partner

Past seats:

- Vitesco Technologies Group Aktiengesellschaft, member of the supervisory board

Robin John Stalker

Current seats:

- Schaeffler AG, member of the supervisory board (since 2012)
- Schmitz Cargobull AG, deputy chairman of the supervisory board (since 2017)

Past seats:

- Boss AG, member of the supervisory board (2020-2025)
- Commerzbank AG, member of the supervisory board (2018-2023)

Prof. Dr. Katja Windt

- Current seats:
  - SMS group GmbH, member of the managing board, chief digital officer (since 2018)
  - Ford Otomotiv Sanayi A.Ş., member of the supervisory board (since 2022)
  - Fraport AG, member of the supervisory board (since 2012)
  - Technion, Israel Institute of Technology, member of the board of governors (since 2019)
- Past seats:
  - Deutsche Post AG, member of the supervisory board (2011-2023)
  - Bundesvereinigung Logistik (BVL) e.V., member of the executive board (2011-2023)

The following table lists the eight employee representatives of the Supervisory Board as at the date of the Prospectus:

Name	Age	Member since	Appointed until	Responsibilities	Principal occupation
Christiane Benner	57	2025	2030	Deputy Chairwoman of the Supervisory Board	First Chairwoman of IG Metall
Clarissa Bader	49	2025	2030	Member	Head of Collective Bargaining Team at IG Metall District Mitte
Radu-Ioan Câtânet	45	2025	2030	Member	System engineer
Joachim Dratwa	60	2025	2030	Member	Member of the works council
Gábor Guzslován	46	2025	2030	Member	IT specialist
Michael Iglhaut(*)	61	2025	2030	Member	Chairman of the general works council Deputy chairman of the works council
Ionut-Sergiu Istrati	32	2025	2030	Member	Mechanical design engineer
Carmen Löffler	53	2025	2030	Member	Chairperson of the works council

(*) Mr. Michael Iglhaut will retire in 2026 and will be succeeded by Mr. Anil Alpay, who has been designated as a personal substitute member.

The following description provides summaries of the curricula vitae of the eight employee representatives of the Supervisory Board as well as of Mr. Anil Alpay who has been designated as a personal substitute member for Mr. Michael Iglhaut from 2026 and indicates their principal activities outside the Group to the extent those activities are significant with respect to the Group.

Christiane Benner

Christiane Benner was born in 1968 in Aachen, Germany. She completed an apprenticeship as a foreign language correspondent in sales at Carl Schenck AG. Subsequently, she studied sociology at Philipps University in Marburg, Germany (pre-diploma) and at Goethe University in Frankfurt, Germany (diploma). Ms. Benner also received a Bachelor of Arts after completing her studies abroad in the U.S. She joined IG Metall in 1997, where she became first chairwoman in 2023. Additionally, she is deputy chairperson of the supervisory board of Continental AG (a member since 2018) and deputy chairperson of the supervisory board Volkswagen AG (since 2025). She is the deputy chairwoman of the Supervisory Board as well as a member of the executive committee (*Präsidialausschuss*) and the technology committee (*Technologieausschuss*) of the Company.

Anil Alpay

Anil Alpay was born in 1990 in Königstein im Taunus, Germany. He completed an apprenticeship in mechatronics at Continental Teves AG & Co. oHG, which ultimately became CAT GmbH, and also started his professional career as a maintenance technician there. From 2020 to 2024, he studied business administration at the Steinbeis University, Germany. Mr. Alpay serves as chairman of the works council of CAT GmbH's Frankfurt am Main site and is a member of the general works council of the Automotive Group and the Continental Euroforum. Additionally, he is a member of the supervisory board of CAT GmbH. He will become a member of the Supervisory Board of the Company in 2026 as Mr. Michael Iglhaut's successor.

Clarissa Bader

Clarissa Bader was born in 1976 in Kassel, Germany. She completed an apprenticeship as an office communications clerk at Thyssen and studied at the Academy of Labour. She joined IG Metall in 1999 and

started working as political secretary in 2001. She has held various positions within the IG Metall Union, working as a managing director at IG Metall local offices and previously worked as deputy chairperson of the supervisory board of dormakaba Holding GmbH + Co KGaA. Since 2024 she works as Head of Collective Bargaining Team at IG Metall District Mitte. She is a member of the Supervisory Board and the audit committee (*Prüfungsausschuss*) of the Company.

Radu-Ioan Câtânet

Radu-Ioan Câtânet was born in 1979 in Hunedoara, Romania. He studied engineering at the "Politehnica" University of Timisoara, Romania. After his studies he started his professional career in 2003 at berg Computers, which later became berg SOFTWARE. In 2005 he started working at Colterm S.A. as a Computer Network Administrator and later as Head of Information and Technology Communication and Industrial Automation. In 2014 he started working at Continental Automotive Romania S.R.L., where he continues to work today as system engineer. Mr. Câtânet is currently an employee representative member of the European Forum of the Company. He is a member of the Supervisory Board and the executive committee (*Präsidialausschuss*) of the Company.

Joachim Dratwa

Joachim Dratwa was born in 1966 in Lupburg, Germany. He completed his apprenticeships as an office clerk at the Federal military training Munich, Germany as well as as a state-certified business IT-specalist at the educational institution Eckert in Regenstauf, Germany. Mr. Dratwa started his professional career in 1993 working as a systemadministrator at Krones AG and later also at Siemens VDO Automotive AG. In 2009, he started working at Continental Automotive GmbH, Regensburg site, as spokesman for the IT-Committee. From 2015 until 2022, Mr. Dratwa worked as an exempted member of the works council as well as spokesperson for the IT-Committee, each of CAT GmbH, Regensburg site. Since 2022 and until today, Mr. Dratwa serves as deputy chairman of the general works council of the Automotive Group and as spokesman for the IT-committee of the aforementioned general works council. He is a member of the Supervisory Board and the technology committee (*Technologieausschuss*) of the Company.

Gábor Guzslován

Gábor Guzslován was born in 1979 in Pápa, Hungary. He studied electrotechnology at the Bánki Donát Technical College, Hungary. After his studies he started his career as technician at Continental Teves Hungary Kft. Later he has started to study IT-Engineering as well at labour and social administration at University of pannoia and University of Györ. Mr. Guzslován is currently working as chairman of the works council of Continental Automotive Hungary Kft. He is a member of the Supervisory Board of the Company.

Michael Iglhaut

Michael Iglhaut was born in 1964 in Frankfurt am Main, Germany. He completed an apprenticeship as a machine mechanic and qualify as a master machine mechanic. He started his professional career in 1982 at ITT Automotive Europe GmbH & Co. KG, which later became Continental Teves AG & Co. OHG and ultimately CAT GmbH, where he continues to work today as deputy chairman of the works council, Frankfurt am Main site, and chairman of the general works council. Mr. Iglhaut is a member of the supervisory board of Continental AG. He is a member of the Supervisory Board and the executive committee (*Präsidialausschuss*), audit committee (*Prüfungsausschuss*) and technology committee (*Technologieausschuss*) of the Company.

Ionut-Sergiu Istrati

Ionut-Sergiu Istrati was born in 1992 in Iasi, Romania. Following his bachelor's degree in machines manufacturing technology, he completed his studies with a master degree in production management and technology at the Technical University Gheorghe Asachi, Romania, in 2017. Mr. Istrati started his professional career at Delphi Technologies as an operator in 2012. He was employed at Delphi Technologies until 2020, subsequently joining Continental AG in 2021 as a mechanical design engineer. He is a member of the Supervisory Board and the technology committee (*Technologieausschuss*) of the Company.

Carmen Löffler

Carmen Löffler was born in 1972 in Pößneck, Germany. She completed her apprenticeship as an electronics technician for industrial electronics at VEB Elektronik, Gera. She started her professional career in 1999 at Continental AG as a technician in quality assurance, where she continues to work today as chairperson of the works council. Since 2021, Ms. Löffler is a member of the supervisory board of Continental AG. She is a member of the Supervisory Board and the audit committee (*Prüfungsausschuss*) of the Company.

The following overview lists all of the companies and enterprises in which the employee representatives of the Supervisory Board currently hold seats or have held seats on administrative, executive or supervisory boards, or comparable German or foreign supervisory bodies, or of which they were partners during the last five years, with the exception of the Company and the subsidiaries of the Group:

Christiane Benner

Current seats:

- Continental AG, deputy chairperson of the supervisory board (a member since 2018)
- Volkswagen AG, deputy chairperson of the supervisory board (since 2025)

Past seats:

- BMW AG, member of the supervisory board (2014-2024)

Anil Alpay

Current seats:

- CAT GmbH, member of the supervisory board (since 2023)

Past seats:

- none

Clarissa Bader

Current seats:

- none

Past seats:

- Dormakaba Holding + Co KGaA, deputy chairperson of the supervisory board

Radu-Ioan Câtânet

Current seats:

- none

Past seats:

- none

Joachim Dratwa

Current seats:

- none

- Past seats:
  - none

Gábor Guzslován

Current seats:

- none

Past seats:

- none

Michael Iglhaut

Current seats:

- Continental AG, member of the supervisory board (since 2006)

Past seats:

- none

Ionut-Sergiu Istrati

Current seats:

- none

Past seats:

- none

Carmen Löffler

Current seats:

- Continental AG, member of the supervisory board (since 2021)

Past seats:

- Conti Temic microelectronic GmbH, deputy chairperson of the supervisory board (2019-2024)

All members of the Supervisory Board may be reached at the Company's offices at Guerickestraße 7, 60488 Frankfurt am Main, Germany (tel. +49 –69 76034390).

15.3.3 Supervisory Board Committees

Under the Articles of Association, the Supervisory Board can set up committees in accordance with the law. According to the Supervisory Board's internal rules of procedure, the Supervisory Board shall form an Executive Committee, an Audit Committee, a Nominating Committee, a Technology Committee and a Committee for Related Party Transactions from among its members. The Supervisory Board may set up further committees. The Supervisory Board's decision-making authority may be delegated to these committees to the extent permitted by law.

The following committees are envisaged to be established by the Supervisory Board:

15.3.3.1 *Executive Committee (Präsidialausschuss)*

The Executive Committee (*Präsidialausschuss*) shall consist of six members. The members of the Executive Committee shall be the chairperson of the Supervisory Board, his/her deputy and four additional Supervisory Board members, two of whom shall be shareholder representatives and two employee representatives. The chairperson of the Supervisory Board chairs the Executive Committee.

The envisaged responsibilities of the Executive Committee include:

a) Preparation of the appointment of Executive Board members, subject to the exclusive responsibility of the full Supervisory Board for the conclusion, termination and amendment of employment contracts with Executive Board members and any other agreements with Executive Board members;

b) Submitting proposals for the respective remuneration of the members of the Executive Board and, if necessary, for the reduction of remuneration, as well as for the Supervisory Board's resolution on a clear and comprehensible remuneration system for the Executive Board and its regular review;

c) Approval of loans to members of the Supervisory Board, the Executive Board, and other persons within the meaning of Sections 89 and 115 AktG;

d) Approval of contracts with members of the Supervisory Board in accordance with Section 114 AktG;

e) Granting of consent to resolutions of the Executive Board on capital measures and on the acquisition and sale of treasury shares which require the consent of the Supervisory Board in accordance with statutory provisions or resolutions of the Company's Shareholders' Meeting;

f) Granting of consent to the reserved matters specified in Section 5 para. 1 of these Rules of Procedure of the Supervisory Board in accordance with Section 5 of these Rules of Procedure;

g) Reviewing AUMOVIOS's corporate governance, including submitting any suggestions for improvement to the entire Supervisory Board;

h) Resolution on amendments to the Articles of Association that affect only its wording.

The members of the Executive Committee are: Stefan E. Buchner (chairperson), Dr. Petra Mayer, Georg F. W. Schaeffler, Christiane Benner, Radu-Ioan Câtânet and Michael Iglhaut.

15.3.3.2 *Audit Committee (Prüfungsausschuss)*

The Audit Committee (*Prüfungsausschuss*) shall consist of six members elected by the Supervisory Board, three of whom shall be shareholder representatives and three employee representatives. The members of the Audit Committee must, as a whole, be familiar with the sector in which the Company operates. One member of the Audit Committee shall have special knowledge and experience in the application of accounting principles and one member of the Audit Committee shall have special knowledge and experience in the audit of financial statements. Sustainability reporting and its review are also part of the accounting and audit process.The chairperson of the Supervisory Board shall not be appointed chairperson of the Audit Committee. The chairperson of the Audit Committee shall have special knowledge and experience in the application of accounting principles and internal control and risk management systems or in the audit of financial statements and be independent.

The Audit Committee in particular focuses on the review of the accounting, monitoring the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system, as well as the audit of the financial statements and compliance. Sustainability reporting and its review are also part of the accounting and audit process. Furthermore, the Audit Committee monitors the necessary independence of the auditor, awards the audit mandate to the auditor, determines the focus of the audit and agrees the fee with the auditor. The Audit Committee discusses with the auditor the assessment of the audit risk, the audit strategy and planning, and the audit results. The Audit Committee regularly assesses the quality of the audit. The tasks and rights of the Audit Committee are described in detail in the rules of procedure for the Audit Committee adopted by the Supervisory Board.

The members of the Audit Committee are: Robin John Stalker (chairperson), Claus Thomas Bauer, Georg F. W. Schaeffler, Clarissa Bader, Michael Iglhaut and Carmen Löffler.

15.3.3.3 *Nominating Committee (Nominierungsausschuss)*

The Nominating Committee (*Nominierungsausschuss*) shall consist of (a) the shareholder representatives on the Executive Committee, (b) the chairperson of the Audit Committee, if such chairperson is a shareholder representative, or otherwise of the longest-serving shareholder representative on the Audit Committee, and (c) one further shareholder representative on the Supervisory Board elected by a majority of the votes of the shareholder representatives. AUMOVIO SE and IHO Beteiligungs GmbH expect, subject to election by the Supervisory Board, that a Supervisory Board member proposed by IHO Beteiligungs GmbH will take over the chair of the Nominating Committee.

The responsibilities of the Nominating Committee shall include to:

a) propose objectives for the Supervisory Board's composition and review them regularly;
b) propose a profile of skills and expertise for the Supervisory Board and review it regularly; and
c) propose suitable candidates as shareholder representatives for the election proposals of the Supervisory Board to the shareholders' meeting.

The members of the Nominating Committee are: Stefan E. Buchner (chairperson), Dr. Petra Mayer, Georg F. W. Schaeffler, Robin John Stalker and Prof. Dr. Katja Windt.

15.3.3.4 *Technology Committee (Technologieausschuss)*

It is further envisaged that the Supervisory Board will establish a technology committee (*Technologieausschuss*) after the Spin-off has taken effect. The Technology Committee shall consist of eight members selected by the Supervisory Board, four of whom shall be shareholder representatives and four employee representatives. The Technology Committee serves to facilitate the regular exchange of information between the Supervisory Board and the Executive Board on technological developments and joint consultation on technology projects.

The members of the Technology Committee are: Prof. Dr. Sabina Jeschke (chairperson), Stefan E. Buchner, Dr. Petra Mayer, Georg F. W. Schaeffler, Christiane Benner, Joachim Dratwa, Michael Iglhaut and Ionut-Sergiu Istrati.

15.3.3.5 *Committee for Related Party Transactions (Ausschuss für Geschäfte mit nahestehenden Personen)*

The Committee for Related Party Transactions shall decide on the approval of transactions in accordance with Article 9 para. 1 lit. (c) (ii) SE-Regulation in conjunction with Section 111b para. 1 AktG. The Committee for Related Party Transactions shall consist of four members, the chairperson of the Supervisory Board, the chairperson of the Audit Committee, and two additional members to be elected by the Supervisory Board from the employee representatives. The authority of the Committee for Related Party Transactions takes precedence over the authority of other committees with respect to the issues the Committee for Related Party Transactions is responsible according to the rules of procedure of the Supervisory Board (*Geschäftsordnung des Aufsichtsrats*).

If a member of the Committee for Related Party Transactions is unable to take part in the adoption of the resolution on a specific transaction with related parties pursuant to Section 107 para. 3 sentence 5 AktG, the Supervisory Board shall appoint another member of the Supervisory Board who is not subject to any such impediment to take part in the adoption of the resolution on this matter. If circumstances arise that mean the Committee for Related Party Transaction is no longer composed in accordance with Section 107 para. 3 sentence 6 AktG, the Supervisory Board shall restore the lawful composition by dismissing and appointing new committee members. When appointing new members of the Committee for Related Party

Transaction, the Supervisory Board shall ensure that a shareholder representative who is prevented from attending is replaced by another shareholder representative and that an employee representative who is prevented from attending is replaced by another employee representative.

As at the date of the prospectus, the members of the committee for related party transactions are not elected. In general, the committee for related party transactions will consist of Stefan E. Buchner (as chairman of the Supervisory Board), Robin John Stalker (as chairperson of the audit committee) and two employee representatives of the Supervisory Board. If a member of the committee for related party transactions is unable to take part in the adoption of the resolution on a specific transaction with related parties pursuant to Section 107 para. 3 sentence 5 AktG, the Supervisory Board shall appoint another member of the Supervisory Board who is not subject to any such impediment to take part in the adoption of the resolution on this matter.

15.3.3.6 *Other Committees*

As at the date of this Prospectus, the Supervisory Board is not envisaged to establish a remuneration committee (*Vergütungsausschuss*).

15.3.4 Remuneration of the Members of the Supervisory Board

On September 3, 2025, the Company's shareholders' meeting resolved on the remuneration of the Supervisory Board members which shall become effective after the Spin-off has taken effect. The members of the Supervisory Board shall each receive, in addition to reimbursement of their reasonable cash expenses and any value added tax charged to them for their work on the Supervisory Board, a fixed basic remuneration of €100,000 per annum payable in the last month of the fiscal year. The chairperson of the Supervisory Board shall receive a fixed basic remuneration of €300,000 and each deputy chairperson shall receive a fixed basic remuneration of €150,000 for each of the Company's fiscal years.

For their activities in the following committees of the Supervisory Board, each of them receives additional compensation as follows:

- the chairperson of the Audit Committee receives €100,000, every other member of the Audit Committee €50,000
- the chairperson of the Executive Committee receives €50,000, every other member of the Executive Committee €50,000
- the chairperson of the Technology Committee receives €40,000, every other member of the Technology Committee €20,000
- The chairpersons and the other members of any other committees shall not receive any increased remuneration. An increased remuneration only accrues if the relevant committee met at least once in the fiscal year. If a member of the Supervisory Board performs more than one function for which an increased remuneration is envisaged, their remuneration shall be determined based on all the activities in committees. However, if a member of the Supervisory Board is chairperson of multiple committees for which increased remuneration is provided for, only the highest-paid position shall be remunerated as chairperson of that committee, while the other positions as chairperson of a committee shall be remunerated in accordance with the corresponding remuneration of another member of the respective committee. Each member receives an attendance fee of €1,000 for each Supervisory Board meeting in which the member attends in person. This applies accordingly to personal attendance at committee meetings that do not take place on the day of a Supervisory Board meeting. If a member attends a Supervisory Board meeting which is conducted by telephone or video conference or if a member attends a Supervisory Board meeting by means of telephone or video conference, such attendance shall also be deemed personal attendance.

If the office of a member of the Supervisory Board or the function with increased remuneration begins or ends in the course of a fiscal year, the member of the Supervisory Board shall receive the remuneration or the increased remuneration pro rata temporis.

The Company may take out a pecuniary damage liability insurance policy for the members of the Supervisory Board at its own expense. It shall contain an appropriate deductible. For Fiscal Year 2024, no remuneration was paid to the members of the Supervisory Board. Supervisory Board members who have not been or will not be members of the Supervisory Board for a full fiscal year shall receive a compensation pro rata temporis. Therefore, the Supervisory Board members will receive a pro rata remuneration for Fiscal Year 2025. Beginning with the fiscal year ending on December 31, 2026, the members of the Supervisory Board will receive their regular remuneration.

15.3.5 Shareholdings of the Supervisory Board Members in the Company

As at the date of this Prospectus, the (current or future) members of the Supervisory Board do not directly or indirectly hold any Shares or options on Shares in the Company. As at the date of this Prospectus, the (current and future) members of the Supervisory Board hold or are attributed a total of 92,003,121 shares in Continental AG, for which a total of 46,001,560 Shares in AUMOVIO SE will be issued upon the Spin-off taking effect, if the shares are still held on such date.

15.4 Certain Information Regarding the Members of the Executive Board and Supervisory Board

In the last five years, no member of the Executive Board or Supervisory Board has been convicted of fraudulent offences. In the last five years, no member of the Executive Board or Supervisory Board has been associated with any bankruptcy, receivership, liquidation or companies put into administration acting in its capacity as a member of any administrative, executive or supervisory body or as a senior manager. In the last five years, no official public incriminations and/or sanctions have been made by statutory or legal authorities (including designated professional bodies) against the members of the Executive Board or Supervisory Board, nor have sanctions been imposed by the aforementioned authorities. No court has ever disqualified any of the members of either board from acting as a member of the administrative, management, or supervisory body of an issuer, or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

With respect to a potential conflict of interest for the members of the Supervisory Board, please see risk factors "1.6.2 *The IHO Shareholders will be able to control the Company after the Spin-off has taken effect, and the interests of the IHO Shareholders may conflict with the interests of other shareholders or those of the* Company." and "1.6.7 *Membership of the same persons on several boards may result in conflicts of interest between the Company, Continental AG and Schaeffler AG or other companies affiliated with any of them.*" and Section "3.11 *Interest of Participating Parties in the Spin-off*". Apart from this, there are no conflicts of interest or potential conflicts of interest between the members of the Executive Board and (current and future) Supervisory Board in relation to the Company on the one side and their private interests, membership in governing bodies of companies, or other obligations on the other side.

Neither the members of the Executive Board nor the Supervisory Board have entered into a service agreement with a Group company that provides for benefits upon termination of employment or office. There are no family relationships between the members of the Executive Board and the Supervisory Board, either among themselves or in relation to the members of the other body.

15.5 Shareholders' Meeting

The following rules apply to shareholders' meeting of the Company.

Pursuant to Article 54 para. 1 SE Regulation, the annual shareholders' meeting must be held within the first six months of each fiscal year. At the option of the body convening the Company's shareholders' meeting is either held at the registered seat of the Company, in a German city with a stock exchange or in a German city with more than 150,000 inhabitants. This does not apply in the case of a virtual shareholders' meeting. Except where other persons are authorized to do so by law and by the Articles of Association, the shareholders' meeting shall be convened by the Executive Board. While notice must generally be issued in the German Federal Gazette (*Bundesanzeiger*) at least 30 days prior to the day of the shareholders' meeting, for the Company this period shall be extended by six days as registration of shareholders is prerequisite for participation in the shareholders' meeting; the day of the meeting itself and the day of the receipt of the notice not being included when calculating this period.

A shareholders' meeting may be convened by the Executive Board, the Supervisory Board, or may be requested by shareholders whose shares collectively make up 5% of the capital stock. The Supervisory Board's right to convene a shareholders' meeting is derived from Article 54 para. 2 SE Regulation. The shareholders' right to request the convening of a shareholders' meeting is based on Section 50 para. 1 SEAG and Article 55 para. 1 SE Regulation. Shareholders or shareholder associations may solicit other shareholders to make such a request, jointly or by proxy, in the shareholders' forum of the German Federal Gazette (*Bundesanzeiger*), which is also accessible via the website of the German Company Register (*Unternehmensregister*). If, following a request made by shareholders whose Shares collectively make up 5% of the capital stock, a shareholders' meeting of the Company is not held in due time the competent local court (*Amtsgericht*) may authorize the shareholders who have requested it or their representatives to convene a shareholders' meeting of the Company.

Pursuant to the Articles of Association, all shareholders who have duly submitted notification of attendance and that are registered in the Company's share register are entitled to participate in the shareholders' meeting and to exercise their voting rights. The registration for participation must be received by the Company at the address specified for this purpose in the convocation at least six days y prior to the date of the shareholders' meeting, unless a shorter period of time was set forth in the convocation of the shareholders' meeting. The Executive Board is authorized to determine the details of registration for participation in the shareholders' meeting and the exercise of voting rights. Voting rights may be exercised by proxy. The granting of the power of attorney, its revocation and the evidence of authority to be provided to the Company must be in text form unless the convening notice provides for a simplified form form. Section 135 AktG remains unaffected.

The Executive Board is authorized to provide that shareholders may cast their votes in writing or by electronic communication without attending the shareholders' meeting (postal vote). The Executive Board is further authorized to provide that shareholders may participate in the shareholders' meeting without being present in person at the place of the shareholders' meeting or being represented and may exercise all or specific shareholders' rights in total or in part by electronic communication (online participation). Pursuant to the Articles of Association, insofar as this has been communicated in the convening notice, the chairperson of the shareholders' meeting may permit the partial or full video and audio transmission and recording of the shareholders' meeting via electronic media in a manner to be determined by the chairperson. The transmission can also be effected in a manner granting the public unrestricted access. The Executive Board is authorized to determine that the shareholders' meeting shall be held without the physical presence of the shareholders or their proxies at the location of the shareholders' meeting within a period of five years after the entry of this provision of the Articles of Association in the commercial register of the Company (virtual shareholders' meeting).

The shareholders' meeting is chaired by the chairperson of the Supervisory Board or, if the chairperson of the Supervisory Board is unable to attend, another shareholder representative on the Supervisory Board or a third party each to be designated by the chairperson of the Supervisory Board. In the event that neither the chairperson nor a member of the Supervisory Board nor a third party designated by the chairperson takes the chair, the chairperson of the shareholders' meeting shall be elected by a simple majority of votes of the shareholder representatives on the Supervisory Board present at the shareholders' meeting. The chairperson shall determine the order in which the items on the agenda are addressed and the manner and order of voting. The chairperson shall be authorized to limit the shareholder's right to ask questions and speak to a reasonable amount of time, in particular at the beginning of or during the shareholders' meeting to set a reasonable time limit for the duration of the shareholders' meeting, for an individual agenda item, or for individual questions and statements and to determine a time for the beginning of voting on one or more agenda items.

Pursuant to Articles 5, 57 and 59 SE Regulation, and Section 51 SEAG in conjunction with the AktG, resolutions of fundamental importance (grundlegende *Bedeutung*) require both a majority of votes cast and a majority of at least 75% of the registered share capital represented at the vote on the resolution. Resolutions of fundamental importance include, among others:

- amendments to the business object of the Company;
- approval of contracts within the meaning of Section 179a AktG (transfer of the entire assets of the Company) and management actions of special significance that require the approval of the shareholders' meeting in compliance with legal precedents;
- capital increases, including the creation of conditional or authorized capital;
- issuance of, or authorization to issue, convertible and profit-sharing certificates and other profit-sharing rights;
- exclusion of subscription rights as part of an authorization on the use of treasury stock;
- capital reductions;
- liquidation of the Company;
- continuation of the liquidated Company after the resolution on liquidation or expiry of the time period;
- approval to conclude, amend or terminate affiliation agreements (*Unternehmensverträge*);
- integration of a stock corporation into another stock corporation and squeeze-out of the minority shareholders; and
- action within the meaning of the UmwG.

Pursuant to Section 21 para. 2 of the Articles of Association resolutions of the shareholders' meeting are passed with a simple majority of the votes cast and, where a majority of capital is required, by a simple majority of the share capital represented at the meeting at the time the resolution is adopted, unless mandatory provisions of law or the Articles of Association stipulate otherwise.

Neither German law nor the Articles of Association limit the right of foreign shareholders or shareholders not domiciled in Germany to hold shares or exercise the voting rights associated therewith.

15.6 Corporate Governance

The German Corporate Governance Code as amended on April 28, 2022 (the ***Code***) makes proposals concerning the management and supervision of German-listed companies. It is based on internationally and nationally recognized standards of good, responsible governance. The Code contains recommendations ("shall provisions") and suggestions ("should provisions") for corporate governance in relation to shareholders and the shareholders' meeting, the Executive Board and the Supervisory Board, transparency and accounting and auditing of financial statements. Compliance with the Code's recommendations or suggestions is not obligatory. German stock corporation law only requires the Executive Board and the Supervisory Board of a listed company to provide an annual statement regarding whether or not the recommendations in the Code were complied with, or explain which recommendations have not been complied with and are not being applied and the reasons underlying this non-compliance. The declaration of compliance must be publicly available on the Company's website at all times.

Prior to the Listing, the Company is not subject to the obligation to render a declaration as to compliance with the Code. The Company currently complies, and following the Listing intends to comply, with the recommendations of the Code except for the following:

- According to recommendation C.2 of the Code, the Supervisory Board shall set an age limit for members of the Supervisory Board. The Supervisory Board does not intend to set an age limit because it does not consider such a general criterion to be appropriate for evaluating the qualifications of a Supervisory Board member.

15.7 Long-term Incentive Programs

For information on the Long-Term Incentive (LTI) for the Executive Board members see above "15.2.4.2.2 *Long-Term Incentive (LTI)*".

For information on the Long-Term Incentive (LTI) for employees at senior executive level see "10.14.2 *Remuneration Structure*".

16. CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS

AUMOVIO SE, which, with the exception of limited administrative measures in preparation for the Spin-off, does not perform any material business prior to the Spin-off taking effect and will only form part of AUMOVIO after the Spin-off has taken effect. AUMOVIO SE has entered into a intercompany loan agreement with CAT GmbH as member of the Group. This intercompany loan agreement is generally negotiated and executed on the basis that the terms of these transactions are comparable to those that would be contracted with unrelated third-party lenders.

In accordance with '*IAS 24 – Related Party Disclosures*', transactions with persons or companies which are, i.a., members of the Automotive Group or which are in control of or controlled by CAT GmbH must be disclosed, unless they are already included as consolidated companies in the Annual Consolidated Financial Statements. Control exists if a shareholder owns more than one half of the voting rights in CAT GmbH or, by virtue of an agreement, has the power to control the financial and operating policies of CAT GmbH's management. The disclosure requirements under '*IAS 24 – Related Party Disclosures*' also extend to transactions with associated companies (including joint ventures) as well as transactions with persons who have significant influence on CAT GmbH's financial and operating policies, including close family members and intermediate entities. This includes the members of the management board and close members of their families, as well as those entities over which the members of the management board or their close family members are able to exercise a significant influence or in which they hold a significant share of voting rights.

Set forth below is an overview of transactions with related parties for Fiscal Years 2022, 2023 and 2024 as well as for the current fiscal year up to and including the date of this Prospectus. Further information, including quantitative amounts, of related party transactions are contained in note "Transactions with related parties" to the Interim Consolidated Financial Statements and note 39 to the Annual Consolidated Financial Statements, which are included in the Section "20. *Financial information*" of this Prospectus on page F-22 and F-126. Business relationships between companies of the Automotive Group are not included. Certain additional information on such transactions and information on related party transactions entered, or to be entered into after the period covered by the financial information included in this Prospectus are described below.

16.1 Relationship with Continental Group

16.1.1 Overview

AUMOVIO SE has been incorporated in August 2024 and has been acquired by Continental AG on October 24, 2024, for the purposes of the Spin-off. Prior to the Spin-off taking effect, which is expected on September 17, 2025, it is a wholly owned direct subsidiary of Continental AG. AUMOVIO SE has not conducted and will not conduct its own business or operations prior to the Spin-off taking effect. Prior to the Spin-off taking effect, the business and operations of AUMOVIO have been conducted by the Automotive Group, i.e., CAT GmbH and its subsidiaries.

Prior to the Spin-off taking effect, the business of AUMOVIO SE has been the business of the former Automotive and Contract Manufacturing group sector of Continental Group and was by a large majority conducted by direct or indirect subsidiaries of Continental AG. The Continental Group's Automotive group sector also comprised 25 joint ventures in China, Japan, India, Netherlands and Germany.

As a wholly owned subsidiary of Continental AG, CAT GmbH had various business relationships with Continental Group (excluding AUMOVIO) in the past and will continue to have a – modified and reduced – relationship with the Continental Group in the future. The transactions have been and will be conducted on an arm's length basis. In particular:

- AUMOVIO will receive limited services from the ContiTech and Tires group sectors of the Continental Group and vice versa, the ContiTech and Tires group sectors of Continental Group will receive various services from AUMOVIO for a limited period after the Spin-off has taken effect, e.g., in the areas of HR, HR IT, IT and purchasing. Some of these services are currently planned to continue for a transition period of up to 18 months after the Spin-off has taken effect.
- Step by step, the companies belonging to the Group have been building their own cash pooling system and cash management system and have already ceased to participate in Continental Group's cash pooling system and cash management system. After the Spin-off has taken effect, the Group will largely finance itself by drawing on syndicated bank facilities, for which a Facilities Agreement has already been entered into (see Section "10.21.3 *Financing*").

- AUMOVIO will continue to procure a limited number of products from the ContiTech group sector of Continental Group and the Tires group sector of Continental Group will continue to procure a limited number of products from AUMOVIO. To ensure each group sector's business continuity, the ContiTech and Tires group sectors of Continental Group and AUMOVIO have entered into certain supply agreements with effect as at the date the Spin-off has taken effect, i.a.:
  - manufacturing and supply agreement for the manufacturing of bellows at the Vahrenwald site (see Section "16.1.12.1 *Manufacturing and Supply Agreement for the Manufacture of Bellows at the Vahrenwald Site*Manufacturing and Supply Agreement for the Manufacture of Bellows at the Vahrenwald ")
  - manufacturing and supply agreement for the manufacture of TTM 2 and TTM 3 tire sensors at the Toulouse site (see Section "16.1.12.2 *Manufacturing and Supply Agreement for the Manufacture of TTM 2 / TTM 3 Tire Sensors at the Toulouse* ")
  - framework delivery agreement for the production of various products (including rubber brake hoses, calendered rubber and fabrics, and sealings) at various locations (see Section "16.1.12.3 *Framework Delivery Agreement for the Production of various Products (including Rubber Brake Hoses, Calendered Rubber and Fabrics, and Sealings) at various Locations*Framework Delivery Agreement for the Production of various Products (including Rubber Brake Hoses, Calendered Rubber and Fabrics, and Sealings) at various Locations")
- AUMOVIO still uses and will continue to make limited use of the "Continental" brand (including the trademarks and logos related thereto) until its sell-off and rebranding process has been completed; additionally, the "Continental" brand will continue to be used for a limited period for certain defined end-customer products. For that purpose, for a defined period after the Spin-off has taken effect, AUMOVIO will be granted the right to use the "Continental" trademarks and logos also after the Spin-off has taken effect under a license agreement, which also provides for certain transition and grace periods (see Section "16.1.7 *Intellectual Property Rights (Trademarks)*").

16.1.2 Research and Development Services

Under the manufacturing and supply agreement regarding the manufacturing of TTM 2 and TTM 3 tire sensors, Continental Automotive France SAS and Continental Reifen Deutschland GmbH will jointly collaborate to finalize the development of TTM 3 to switch from the manufacturing of TTM 2 to TTM 3 as soon as possible. Besides that, there are no research and development services planned between AUMOVIO and the ContiTech and Tires group sectors of Continental Group.

16.1.3 General Services

After the Spin-off has taken effect, AUMOVIO will continue to receive limited services from the ContiTech and Tires group sectors of Continental Group and vice versa, the ContiTech and Tires group sectors of Continental Group also require limited services from AUMOVIO for a limited period, e.g., in the areas of HR, HR IT, IT and purchasing. The relevant companies providing these services to AUMOVIO or the ContiTech and Tires group sectors of Continental Group, respectively, will receive some of these services, in turn, from third parties (e.g., external IT services) and pass them on to the ContiTech and Tires group sectors of Continental Group or AUMOVIO, respectively.

With effect as at the date the Spin-off has taken effect, Continental AG and ContiTech Deutschland GmbH have each entered into a transitional general services agreement with CAT GmbH in order to stipulate the general terms for the provision of these services (e.g., standard of services, warranties, liability, pricing, durations, term and termination rights) as part of the Spin-off. According to these agreements, the remuneration for the services will generally be based on a cost-plus model.

The individual service relationships are described in greater detail in the respective statements of work, setting out e.g., the scope, prices and terms of the individual services to be provided. The majority of the services will be provided for a maximum period of three to six months from the date on which the Spin-off has taken effect, while only few services are planned to be provided for up to 18 months from such date.

16.1.4 Measures regarding the Financing of AUMOVIO

Until the Spin-off takes effect, CAT GmbH and its subsidiaries were largely financed by Continental Group through equity, loans, and central financing, and invested excess liquidity with Continental AG or its subsidiaries. This encompasses, in addition to participating in the cash pooling of the Continental

Group, among other things, short-term loans and cash deposits. In addition, AUMOVIO participates in the currency hedging transactions of the Continental Group. Furthermore, the Continental Group has provided guarantees or other types of collateral for AUMOVIO. In 2024, the step-by-step separation of the Automotive Group from the financial structures of the Continental Group began and is scheduled to be completed by the time when the Spin-off takes effect. It included, among other things, setting up AUMOVIO's own treasury organization, cash pooling systems and cash management systems.

Various measures have already been taken to prepare the process of making AUMOVIO financially independent by the time the Spin-off takes effect. The participation of AUMOVIO in the cash pooling and other cash management of the Continental Group has been terminated. Therefore, an own cash pooling and cash management has been established within AUMOVIO.

The currency hedging transactions entered into with Continental AG will be terminated at the latest when the Spin-off takes effect. There are no outstanding interest or raw material price hedging transactions. It is intended that AUMOVIO will enter into framework agreements with banks under which individual currency and interest hedging transactions can be entered into which can replace the previous hedging obtained through Continental AG. Also, options for raw material price hedging are being considered.

As far as practicable, AUMOVIO and Continental AG have procured a discharge of guarantees or other types of collateral prior to or as at the Spin-off taking effect.

It is planned that, from the time the Spin-off takes effect, (i) AUMOVIO will fully indemnify the relevant companies of the Continental Group from and against any claims and any costs arising in this connection and (ii) AUMOVIO will pay an arm's length security fee to Continental AG for any collateral provided by Continental AG beyond the time the Spin-off takes effect.

16.1.5 Purchasing Cooperation

AUMOVIO has entered into a purchasing cooperation with the remaining group sectors of Continental Group, the OESL Group and Schaeffler Group for non-production-related goods and services (for more details please see Section "10.10 *Purchasing and Supplier Quality Management*", see also Sections "16.2.2 *Purchasing Cooperation*" and "16.3 *Relationship with Schaeffler Group*").

16.1.6 Intellectual Property Rights (Technology)

At the time of the Spin-off taking effect, all intellectual property rights exclusively used by AUMOVIO (in particular, patents, utility models, designs, know-how, rights of use relating to works protected by copyright) are under the control of AUMOVIO.

Legal ownership in granted patents, pending patent applications and utility models based on joint inventions made jointly by inventors of Continental Group and AUMOVIO will have been transferred either to the Continental Group or to AUMOVIO by the time the Spin-off takes effect.

With effect as at the date the Spin-off has taken effect, AUMOVIO will enter into cross- and back-license agreements with each of Continental Group's remaining group sectors Tires and ContiTech, including OESL. The cross- and back-license agreements will relate to defined granted patents, pending patent applications and utility models in order to enable business continuity for Continental Group and AUMOVIO, respectively. These license agreements will be restricted to products and technologies already existing in the market or under development at the time of the Spin-off taking effect, and will extend to enhancements of these products and technologies occuring after the date of the Spin-off has taken effect (with broader usage rights for specific technologies, e.g., for the "electronic Tire Information System" (eTIS) technology or weed control technology).

Furthermore, additonal license agreements have been or are planned to be entered into with effect as at the date the Spin-off has taken effect addressing specific cases in which intellectual property rights such as know-how, software and copyrights are jointly used by AUMOVIO and Continental Group's remaining group sectors Tires and ContiTech, including OESL, including the following two:

With respect to the intellectual property rights related to the bellows that are manufactured at the Vahrenwald site (see Section "16.1.12.1 *Manufacturing and Supply Agreement for the Manufacture of Bellows at the Vahrenwald* "), ContiTech Luftfedersysteme GmbH and CAT GmbH have, with effect as at the date the Spin-off has taken effect, entered into a separate cross-license agreement allowing each other to continue using the other party's respective intellectual property rights. Under this agreement, ContiTech Luftfedersysteme GmbH will also grant CAT GmbH a limited, non-exclusive license for the (transitional) use of certain proprietary software applications of ContiTech Luftfedersysteme GmbH currently used in the AUMOVIO business.

With regard to the TTM 2 and the TTM 3 tire sensor technology area, to the extent patents have not been transferred between AUMOVIO and the Tires group sector of Continental Group, the relationship between the Tires group sector of Continental Group and AUMOVIO with regard to intellectual property rights will be governed by the manufacturing and supply agreement for the manufacture of TTM 2 and TTM 3 tire sensors at the Toulouse site (see Section "16.1.12.2 *Manufacturing and supply agreement for the manufacture of TTM 2 / TTM 3 tire sensors at the Toulouse site*").

16.1.7 Intellectual Property Rights (Trademarks)

On the occasion of the Spin-off, AUMOVIO created its own name and corporate identity with "AUMOVIO". The worldwide roll-out started in April, 2025. Rebranding required for such purpose (especially the change of tools used for applying the "Continental" trademarks on products during the production process) is very time-consuming and costly. Additionally, AUMOVIO may have long-term contractual or other legal obligations to supply branded products. Therefore, Continental Reifen Deutschland GmbH (as owner of the "Continental" brands), Continental AG (as owner of certain "Continental" internet domains) and AUMOVIO have entered into a licensing agreement with effect as at the date of the Spin-off taking effect under which certain transition and grace periods are granted to AUMOVIO. Based on this licensing agreement, AUMOVIO is allowed to make limited use of the "Continental" trademarks and logos after the Spin-off has taken effect. This is the case, for example, to enable fulfillment of existing contractual or other legal obligations towards OEM customers (including as required to ensure long-term availability of branded spare parts in OES business) for up to a maximum of 30 years after the Spin-off has taken effect. Another example, is the faciliation of the re-branding in the independent aftermarket business where re-branding periods ranging from five to 15 years, depending on the types of products, are required. Further, the use of the "Continental" trademarks for the end-customer products wipers and batteries is allowed for an initial term of ten years after the Spin-off has taken effect with an option of prolongation. The licensing agreement (*inter alia*) includes certain termination rights for Continental Reifen Deutschland GmbH and Continental AG in case of a change of material interest in AUMOVIO (at least 30% voting power or equity) after the Spin-off has taken effect.

16.1.8 Transfer of Compound Recipes and Know-how regarding the Supply of Brake Hoses

To enable AUMOVIO to switch from CT Luftfedersysteme GmbH as supplier for ethylene propylene diene monomer rubber (***EPDM***) and PVA yarn for the production of brake hoses by a third party to another supplier for EPDM and PVA yarn and thereby ensure the supply of brake hoses by a third party to AUMOVIO, ContiTech Deutschland GmbH, ContiTech Luftfedersysteme GmbH and CAT GmbH have entered into a license agreement with effect as at the date the Spin-off has taken effect allowing AUMOVIO to continue using the intellectual property rights controlled by the ContiTech sector of Continental Group required for the manufacture of these brake hoses, including compound recipes and know-how related to the production / processing of EPDM compounds and PVA yarn and governing certain support obligations by ContiTech Luftfedersysteme GmbH.

16.1.9 Lease Agreements

As part of the Spin-off, companies of AUMOVIO and companies of the Continental Group have entered into lease agreements and, to the extent that the locations were only leased by companies of the Continental Group from unconnected third parties, sub-lease agreements for shared locations. These agreements were based on templates used within the Continental Group and were replaced by new agreements on arm's length terms. It is intended to terminate the sub-leases as far as possible and to replace them by new leases between the relevant company of AUMOVIO SE and the relevant lessors.

16.1.10 Spin-off and Transfer Agreement

The Spin-off and Transfer Agreement was entered into by Continental AG and the Company on March 13, 2025.

Pursuant to the Spin-off and Transfer Agreement, and with retroactive economic effect as at January 1, 2025, 0:00 hrs, Continental AG as transferring entity transfers (i) its entire direct participation in CAT GmbH existing upon the Merger (as defined and described in more detail in Section "3.1 *Preparatory measures for the Spin-off*") taking effect, consisting of all shares with serial numbers four to 526,568 with a nominal amount of €526,565.00 and (ii) the Domination and Profit and Loss Transfer Agreement (as described in Section "3.1 *Preparatory measures for the Spin-off*") to which it becomes party as the controlling company upon the Merger taking effect (the Domination and Profit and Loss Transfer Agreement together with the direct participation in CAT GmbH, the ***Spin-off Assets***) to the Company as

acquiring entity by way of spin-off by absorption (*Abspaltung zur Aufnahme*) pursuant to Section 123 para. 2 no. 1 UmwG.

As compensation for the Spin-off, the shareholders of Continental AG will receive shares in the Company on a pro rata basis (*verhältniswahrend*) according to their shareholding in Continental AG. For every two no-par value bearer shares (*auf den Inhaber lautende Stückaktien*) held in Continental AG, the shareholders will receive one registered no-par value share (*auf den Namen lautende Stückaktie*) in the Company. For this purpose, the Company will increase its share capital from €120,000.00 by €250,007,477.50 to €250,127,477.50 against a contribution in kind (*Sacheinlage*) of the Spin-off Assets listed above. A total of 100,002,991 registered no-par value shares (*auf den Namen lautende Stückaktien*) (Sections 142, 69 UmwG in conjunction with Sections 183, 183a AktG) will be issued to the shareholders of Continental AG. Each Share will represent a notional pro rata amount of €2.50 of the share capital of the Company. Deutsche Bank, as trustee, will receive these Shares to be issued by the Company and will arrange for the allocation of the Shares to the shareholders of Continental AG. The Shares to be issued by the Company will first be entitled to dividends for the fiscal year beginning on January 1, 2025.

The Spin-off will become effective upon registration in the commercial register of Continental AG. The date of the Spin-off becoming effective thus differs from the retroactive economic effect of the Spin-off as at January 1, 2025, 0:00hrs.

If and to the extent that a party is held liable by creditors on the basis of the provisions of Section 133 UmwG or other provisions for liabilities, obligations or contingent liabilities which should be borne by the respective other party in accordance with the provisions of the Spin-off and Transfer Agreement, the respective party shall indemnify the other party against the liability, obligation or contingent liability on first demand. The same shall apply if a claim is made against one party by such creditors for the provision of a security. For further details regarding the allocation of risks and liabilities between AUMOVIO and the Continental Group, please see Section "16.1.11 *Group Separation Agreement*".

Continental AG warrants to the Company that it is the owner of the Spin-off Assets as at the Spin-off taking effect, that it may freely dispose of them and that the Spin-off Assets are not encumbered with any rights of third parties. Any further claims, rights and warranties with respect to the Spin-off Assets are excluded to the extent legally permissible.

Continental AG and the Company undertake to make all declarations and take all actions necessary or expedient to achieve the Spin-off becoming effective and the Shares of the Company being admitted to trading on the stock exchange.

To the extent that the value at which the contribution in kind (*Sacheinlage*) made by Continental AG is taken over by the Company, i.e., the fair value of the Spin-off Assets as at January 1, 2025, 0:00 hrs under commercial law, exceeds the amount of the increase in the share capital of Company, a portion of the excess amount equal to the legally required reserve shall be allocated to the capital reserves of the Company pursuant to Section 272 para. 2 no. 1 German Commercial Code (*Handelsgesetzbuch*) and the amount remaining after such allocation shall be allocated to the capital reserves of the Company pursuant to Section 272 para. 2 no. 4 German Commercial Code (*Handelsgesetzbuch*).

Continental AG and the Company shall each bear their own costs for their respective shareholders' meetings and the costs for the respective applications and registrations with the relevant commercial register. The costs for the joint spin-off report, the spin-off audit (*Spaltungsprüfung*) and the audits in connection with the capital increase against contributions in kind (*Sachkapitalerhöhung*) and the post-formation acquisition (*Nachgründung*) of the Company shall be solely borne by the Company. In addition, the costs of the Listing and the related evidenced costs for advisers (in particular, lawyers and auditors), banks and other service providers shall be solely borne by the Company. The costs attributable to the Company as at the Spin-off taking effect will initially be paid by Continental AG and will be reimbursed by the Company to Continental AG after the Spin-off takes effect and after invoicing by Continental AG. The Spin-off and Transfer Agreement has been approved by the respective general shareholders' meetings of the Company on July 3, 2025 and of Continental AG on April 25, 2025.

Together with the Spin-off and Transfer Agreement, a Group Separation Agreement (as defined and described in more detail in Section "16.1.11 *Group Separation Agreement*") was concluded between the Company, CAT GmbH and Continental AG as an annex to the Spin-off and Transfer Agreement, in which the legal relationships between the parties and the respective group companies are governed.

16.1.11 Group Separation Agreement

When the Spin-off takes effect, Continental AG (and the Continental Group) will only hold 0.05% of the Shares. However, due to their shared history, there are some thematic fields in which Continental Group and AUMOVIO need to cooperate and reach agreements after the Spin-off. These are addressed in a group separation agreement entered into on March 13, 2025 (the ***Group Separation Agreement***) between AUMOVIO SE, CAT GmbH and Continental AG.

The Group Separation Agreement contains provisions ensuring the continuation of the former Automotive group sector. In this regard, the allocation of assets, rights and obligations as well as a mechanism for the adjustment of that allocation are stipulated. Further to that end, the Group Separation Agreement lays down the mechanism used to provide Automotive Group with the necessary funds to ensure the target amount of cash and cash equivalents of €1.5 billion prior to the Spin-off taking effect. The Group Separation Agreement moreover provides for the settlement of outstanding financial liabilities and trade accounts receivables. The Group Separation Agreement also deals with the discharge of cross-collateral and insurance payments, compensation for third-party losses and insurance coverage. Under the Group Separation Agreement, Continental AG and AUMOVIO SE agree that, with the exception of tax risks related to the tax audit in Italy (see also risk factor "1.4.4 *AUMOVIO's tax burden could increase due to changes in tax laws and regulations or their application or interpretation or as a result of current or future tax audits or investigations.*"), legal risks are allocated between the Group and Continental Group based on their attribution to a respective group sector's specific business activites to the group to which the relevant group sector belongs (i.e., Automotive and Contract Manufacturing belonging to the Group, whereas Tires and ContiTech belong to Continental Group), irrespective of potential causal contributions by the respective other group. Legal risks which are not caused by sector-specific activities are allocated in equal parts (fifty-fifty) between the two groups if no employee of a former group sector has contributed to the causation of the relevant legal risk by committing a mistake. Otherwise, these risks are allocated to the group to which the relevant employee(s) belonged at the time of the causal contribution. The Group Separation Committee provides that the respective parent company (i.e., Continental AG or AUMOVIO SE) of a group is obligated to ensure that regarding legal risks allocated to its group, companies of the other group are indemnified and held harmless from any claims (and costs in connection with such claims) arising out of such legal risks. The Group Separation Agreement also contains certain obligations to cooperate. In particular, the Group Separation Agreement contains the obligations of Continental AG and AUMOVIO SE to take all actions that are necessary or appropriate to enable the implementation and completion of the Spin-off and the subsequent Listing and to cooperate in certain matters which refer to their joint history until the Spin-off has taken effect. The obligations are in particular specified regarding the surrender of documents and migration of data, the rights to inspection, access to data and information and retention periods, shared contracts, the transfer of a pension trust agreement, the cooperation in administrative and legal proceedings or internal investigations which, in each case, concern the business of the Continental Group or Automotive Group, as the case may be, and relate to periods prior to the Spin-off taking effect. The allocation of taxes incurred (i) as a result of the Spin-off as well as (ii) for periods prior to the Spin-off is also agreed in this Group Separation Agreement. In this regard, the Group Separation Agreement solely allocates existing or potential future tax payment obligations between the parties, but should not trigger any material tax risks on its own. The Group Separation Agreement establishes a coordination committee composed of four members, two members representing each group, to monitor compliance with the provisions of the Group Separation Agreement and to settle potential disputes thereunder. In principle, claims under the Group Separation Agreement become time-barred (*verjährt*) at the end of December 31, 2029.

16.1.12 Supply Relationships

To ensure each sector's business continuity, AUMOVIO and the ContiTech and Tires group sectors of Continental Group have entered into the following supply agreements effective as at the date the Spin-off has taken effect.

16.1.12.1 *Manufacturing and Supply Agreement for the Manufacture of Bellows at the Vahrenwald Site*

With regard to the Vahrenwald site, ContiTech Luftfedersysteme GmbH has entered into a transitional manufacturing and supply agreement with CAT GmbH, Continental Automotive Czech Republic s.r.o. and certain other companies of AUMOVIO for the manufacture and supply of bellows with effect as at the date the Spin-off has taken effect. The agreement has a term until December 31, 2026, with CAT GmbH having the right to unilaterally extend the term for one additional period of three months until

March 31, 2027. By the end of the (extended) term (at the latest), production in Vahrenwald will be discontinued and relocated to AUMOVIO's site in Jicin where AUMOVIO will resume the production.

The manufacturing and supply agreement provides for a comprehensive plan with end dates by which designated areas of the Vahrenwald manufacturing site are to be released by way of transfer or disposal of certain production equipment. Continental Automotive Czech Republic s.r.o. shall pay ContiTech Luftfedersysteme GmbH a compensation for the transfer of production equipment based on the then current fair market value, subject to concluding a separate purchase agreement. Under the manufacturing and supply agreement for the Vahrenwald site, prices are calculated on a cost-plus basis with an annual true-up mechanism to compensate for deviations between the invoiced supply price and the actual manufacturing costs incurred by ContiTech Luftfedersysteme GmbH. In addition, CAT GmbH has agreed in a separate cost coverage agreement to reimburse certain non-operative costs incurred by ContiTech Luftfedersysteme GmbH in the course of the discontinuation of the manufacture of bellows at the Vahrenwald site or the transfer of manufacture of the bellows to AUMOVIO's site in Jicin up to a low double-digit million euro amount.

In addition to the manufacturing and supply agreement for bellows, in order to enable AUMOVIO to manufacture bellows in Jicin following the relocation of the production, companies of the Continental Group will supply calendered rubber material required for the production of bellows to Continental Automotive Czech Republic s.r.o. under an individual agreement concluded under the framework delivery agreement (see Section "16.1.12.3 *Framework Delivery Agreement for the Production of various Products (including Rubber Brake Hoses, Calendered Rubber and Fabrics, and Sealings) at various Locations*"). Additionally, an individual agreement under the framework delivery agreement with ContiTech Vibration Control GmbH will cover the supply of compounds to Continental Automotive Czech Republic s.r.o. (see Section "16.2.3 *Framework Delivery Agreement for the Production of various Products (including Products from the Precision Sealings Solutions and Emission Reduction Solutions Portfolios as well as Compounds and Plastic Injection Molding Parts) at various Locations*").

16.1.12.2 *Manufacturing and Supply Agreement for the Manufacture of TTM 2 / TTM 3 Tire Sensors at the Toulouse Site*

With regard to the Toulouse site, Continental Automotive France SAS produces tire sensors (TTM 2 and TTM 3 as of the end of production of TTM 2) in the "electronic Tire Information System" (eTIS) technology area for the Tires group sector. The manufacturing and supply agreement for the supply of these tire sensors (TTM 2 until end of production, afterwards TTM 3) will enter into force as at the date the Spin-off has taken effect and will run for five years. During the term of this agreement, Continental Automotive France SAS is obliged to produce the tire sensors exclusively for Continental Reifen Deutschland GmbH, and Continental Reifen Deutschland GmbH is obliged to exclusively purchase these sensors from Continental Automotive France SAS. The manufacturing and supply agreement provides for a fixed price that is subject to certain price adjustments, e.g., in the event of specified fluctuations in volumes or changes in material prices.

As the Automotive and the Tires group sectors each hold intellectual property rights for the individual components of the tire sensors (TTM 2 and TTM 3) and their manufacture, CAT GmbH as the AUMOVIO IP pool owner and Continental Reifen Deutschland GmbH will also grant each other the rights to use in relation to these intellectual property rights.

With regard to the development and/or manufacturing of any successor model to the TTM 3, the agreement stipulates that Continental Reifen Deutschland GmbH shall include Continental Automotive France SAS in any request for quote. In this context, Continental Automotive France SAS shall be entitled to make the final offer and match the competitive offer, following which the project shall be awarded to Continental Automotive France SAS.

16.1.12.3 *Framework Delivery Agreement for the Production of various Products (including Rubber Brake Hoses, Calendered Rubber and Fabrics, and Sealings) at various Locations*

In addition to the above supply relationships, CAT GmbH, Continental Automotive Czech Republic s.r.o. and certain companies of the ContiTech group sector of Continental Group have entered into a framework delivery agreement effective as at the date the Spin-off has taken effect. Under this framework delivery agreement, CAT GmbH and Continental Automotive Czech Republic s.r.o. have each entered into individual agreements with the relevant other parties of the framework delivery agreement for the production of various products, currently covering only supplies made by the ContiTech group sector of

Continental Group to AUMOVIO. This includes, for example, the supply of calendered rubber and fabrics to Continental Automotive Czech Republic s.r.o. after the relocation of the production line from Vahrenwald to Jicin (see Section "16.1.12.1 *Manufacturing and Supply Agreement for the Manufacture of Bellows at the Vahrenwald Site*") as well as the supply of sealings from the Northeim site and rubber brake hoses from the Korbach site.

16.1.13 Joint Ventures and Associates

The Automotive Group has established and maintains several joint ventures and is an associate for several companies. For further information on material joint ventures, see Section "10.21.5 *Joint Venture Agreements and strategic business partnerships*".

16.2 Relationship with OESL Group

16.2.1 General Services

In addition to the transitional general services agreements with the ContiTech and Tires group sectors of Continental Group (see Section "16.1.3 *General Services*"), CAT GmbH has also entered into a transitional general services agreement with ContiTech Vibration Control GmbH. This agreement will become effective on the date of the Spin-off taking effect. This agreement stipulates the general terms for the provision of certain services in the IT, HR and purchasing areas from the relevant companies of AUMOVIO to the relevant companies of the OESL Group and vice versa.

According to this agreement, the remuneration for the services will generally be based on a cost-plus model.

The individual service relationships are described in greater detail in the respective statements of work, setting out e.g., the scope, prices and terms of the individual services to be provided. The services will be provided for a maximum period of up to six months after the Spin-off has taken effect.

16.2.2 Purchasing Cooperation

AUMOVIO has entered into a purchasing cooperation with OESL Group, the remaining group sectors of the Continental Group and Schaeffler Group for non-production-related goods and services (for more details please see Section "10.10 *Purchasing and Supplier Quality Management*", see also Sections "16.1.5 *Purchasing Cooperation*" and 16.3 *Relationship with Schaeffler Group*").

16.2.3 Framework Delivery Agreement for the Production of various Products (including Products from the Precision Sealings Solutions and Emission Reduction Solutions Portfolios as well as Compounds and Plastic Injection Molding Parts) at various Locations

CAT GmbH and ContiTech Vibration Control GmbH have entered into a framework delivery agreement effective as at the date the Spin-off has taken effect. On the basis of this agreement, companies of the OESL Group and companies of AUMOVIO have entered into several individual agreements (either directly or through accession agreements) for the production of various products (including products from the precision sealings solutions and the emission reduction solutions portfolios as well as compounds and plastic injection molding parts) at various locations (including Northeim and Villingen). The terms of the framework delivery agreement cover both supplies made by AUMOVIO to the OESL Group and vice versa.

16.3 Relationship with Schaeffler Group and IHO Shareholders

The ultimate parent company of Schaeffler Group is INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany. In the relevant time period, Continental AG was a dependent company of INA-Holding Schaeffler GmbH & Co. KG as defined under Section 17 AktG.

The income from ordinary business activities with Schaeffler Group companies is attributable solely to sale of products and services. The transactions were conducted on an arm's length basis. Accounts receivable and payable from ordinary business transactions with Schaeffler Group companies are solely related to the sale and purchase of products and services. For further information, see note "Transaction with related parties" to the Interim Consolidated Financial Statements, which are included in the Section "20. *Financial information*" of this Prospectus on page F-22 and note 39 to the Annual Consolidated Financial Statements, which are included in the Section "20. *Financial information*" of this Prospectus on page F-125.

In addition, AUMOVIO has entered into a purchasing cooperation with Continental Group and Schaeffler Group for non-production-related goods and services, and plans to enter into an additional purchasing cooperation with Schaeffler Group for production-related goods and services (for more details please see Section "10.10 *Purchasing and Supplier Quality Management*", see also Sections "16.1.5 *Purchasing Cooperation*" and "16.2.2 *Purchasing Cooperation*").

16.3.1 Agreement on Basic Principles

On March 12, 2025, AUMOVIO SE and IHO Beteiligungs GmbH have, together with Continental AG, entered into an agreement on basic principles (*Grundlagenvereinbarung*) in relation to the Spin-off of the automotive business from Continental AG (***Agreement on Basic Principles***).

Under the Agreement on Basic Principles, IHO Beteiligungs GmbH has undertaken to support the Spin-off. On this basis, the transaction structure of the Spin-off and the contribution by Continental AG to achieve Automotive Group's target amount of cash and cash equivalents of €1.5 billion prior to the Spin-off taking effect are stipulated.

The support from IHO Beteiligungs GmbH includes several measures, in particular the lock-up for a period of six months from the Spin-off taking effect (see Section "3.11 *Listing Agreement, fees, indemnity, lock-up*"). AUMOVIO SE has agreed to aim for a sustainable dividend policy, generally between 10% and 30% of the IFRS consolidated net income after taxes attributable to the shareholders per fiscal year (see Section "5.2 *Dividend Policy*").

AUMOVIO SE has agreed that based on IHO Beteiligungs GmbH's future shareholding, IHO Beteiligungs GmbH shall be involved in the nomination process of the shareholder representatives on the Supervisory Board by consultation, has a right of proposal of four candidates to the Supervisory Board's nominating committee, and a right of proposal of the Supervisory Board's chairperson. AUMOVIO SE and IHO Beteiligungs GmbH expect, subject to election by the Supervisory Board, that a Supervisory Board member proposed by IHO Beteiligungs GmbH will take over the chair of the nominating committee of the Supervisory Board.

AUMOVIO SE has further agreed to inform IHO Beteiligungs GmbH about planned divestitures of the Group's business activities above a certain materiality threshold.

The Agreement on Basic Principles has a minimum term of five years and will automatically be renewed for further five years each time unless it is terminated before with a notice period of six months.

16.3.2 Cooperation Agreement

On March 12, 2025, AUMOVIO SE has entered into a cooperation agreement with INA-Holding Schaeffler GmbH & Co. KG, IHO Holding GmbH & Co. KG, IHO Beteiligung GmbH, and IHO Verwaltungs GmbH (***Cooperation Agreement***). The objective of the Cooperation Agreement is to enable INA-Holding Schaeffler GmbH & Co. KG, against the background of its future indirect shareholding in the Company, to efficiently comply with its legal obligations and to manage its group-wide risks. The Cooperation Agreement provides framework conditions for the exchange of information and cooperation on the fields of accounting (in particular to allow for consolidated financial statements), tax reporting (in particular to comply with the German Minimum Tax Act (*Mindeststeuergesetz*)), ESG reporting, risk reporting and risk management, and financing and rating. The Cooperation Agreement shall not further any strategic, financial or operational control of the Group by INA-Holding Schaeffler GmbH & Co. KG (the rights of voting and positioning of INA-Holding Schaeffler GmbH & Co. KG in the corporate bodies and at the general meeting of the Company remain unaffected). In principle, costs and expenses incurred by AUMOVIO SE under the Cooperation Agreement shall be reimbursed unless the respective provision of information is undertaken in fulfilment of a statutory obligation of AUMOVIO SE. The Cooperation Agreement will automatically terminate twelve months after the termination of the control relationship between the parties within the meaning of '*IFRS 10 – Consolidated Financial Statements*'.

16.3.3 Agreements with (former) Vitesco Technologies

It is expected that AUMOVIO will be a party to certain agreements with Schaeffler Group which were initially entered into by Continental AG with (the former) Vitesco Technologies in connection with Vitesco Technologies' carve-out from Continental in 2021. Prior to the Listing, it is intended that such agreements (to the extent not yet expired or terminated) will be transferred by Continental AG to the Company and include in particular:

- A framework contract manufacturing agreement (and respective individual project agreements) pursuant to which AUMOVIO's CM business area manufactures certain products for Schaeffler

Group (formerly Vitesco Technologies) and vice versa. AUMOVIO's management intends to further reduce the volume of such contract manufacturing arrangements and to dissolve CM as a business area. It is expected that all such contract manufacturing arrangement will be terminated in full in the first half of 2026.

- Certain cross-licensing agreements pursuant to which AUMOVIO licenses out to Schaeffler AG, formerly Vitesco Technologies GmbH, patents and other (technical) intellectual property rights relating to former Vitesco Technologies products that were on the market or already in development at the time of Vitesco Technologies' carve-out, including for use in certain future developments of these products. AUMOVIO in-licenses from Schaeffler AG, formerly Vitesco Technologies GmbH, patents and other (technical) intellectual property rights related to AUMOVIO's field of use.
- A framework research and development agreement (and respective statements of work and other forms of individual agreements) pursuant to which AUMOVIO provides certain services for Schaeffler Group (i.e., former Vitesco Technologies) and vice versa, in the field of research and development (and related) services.
- A framework delivery agreement (and respective individual agreements) governing the supply of certain semi-finished and finished products between AUMOVIO and Schaeffler Group (i.e., former Vitesco Technologies) which had already been in scope of intragroup supply relationships before the carve-out of Vitesco Technologies in 2021.
- A strategic supplier contract (and respective individual agreements) governing the supply of products forming part of new business between AUMOVIO and Schaeffler Group (i.e., former Vitesco Technologies) after the carve-out of Vitesco Technologies in 2021.

16.4 Relationship with the Continental Group and the Schaeffler Group in the past

The Automotive Group received various services from the Continental Group and entered into various transaction with the Continental Group and the Schaeffler Group in the past, as set out above.

The Automotive Group also maintained business relationships with its associated companies valued under the equity method and their subsidiaries and joint ventures, as well as shareholdings accounted for at fair value and not fully consolidated subsidiaries and with the Continental Group with associated companies of the Continental Group valued under the equity method and their subsidiaries and joint ventures, as well as shareholdings accounted for at fair value and not fully consolidated subsidiaries of the Continental Group.

Income as well expenses vis-à-vis Automotive Group's associates and joint ventures, the Continental Group and the Schaeffler Group in the Fiscal Years 2024, 2023 and 2022 are set out in the following table:

	Income Fiscal Year ended December 31,			Expenses Fiscal Year ended December 31,		
	2024	2023	2022	2024	2023	2022
			(Audited)			
			(€ million)			
Associates						
Ordinary business activities	8	7	6	97	90	55
Financing	0	0	0	0	-	-
Other	-	-	-	-	-	-
Joint Ventures						
Ordinary business activities	29	35	43	0	0	0
Financing	1	1	1	-	-	-
Other	-	-	-	-	-	-
Continental Group						
Ordinary business activities	199	195	575	731	696	1,114

	Income Fiscal Year ended December 31,			Expenses Fiscal Year ended December 31,		
	2024	2023	2022	2024	2023	2022
Financing	192	238	146	363	474	199
Other	52	8	7	45	21	21
Schaeffler Group[(A)]						
Ordinary business activities	322	661	861	406	605	704
Other	7	4	5	-	0	0
Total	810	1,149	1,645	1,642	1,886	2,093

(A) All figures represent transactions with the Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024). The comparative period is shown accordingly, i.e. for transactions with the Schaeffler Group, including Vitesco Technologies.

Accounts receivable as well as accounts payable vis-à-vis Automotive Group's associates and joint ventures, the Continental Group and the Schaeffler Group as at December 31, 2024, 2023 and 2022 are set out in the following table:

	Accounts receivable As at December 31,			Accounts payable As at December 31,		
	2024	2023	2022	2024	2023	2022
				(Audited)		
				(€ million)		
Associates						
Ordinary business activities	1	6	-	19	16	16
Financing	11	14	15	130	-	-
Other	-	-	-	-	-	-
Joint Ventures						
Ordinary business activities	18	20	23	84	87	76
Financing	20	25	34	-	-	-
Other	-	-	-	-	-	-
Continental Group						
Ordinary business activities	155	155	133	75	85	66
Financing	1,565	4,497	5,012	2,030	9,334	9,350
Other	-	0	1	1	1	1
Schaeffler Group[(A)]						
Ordinary business activities	42	504	631	35	60	111
Other	7	8	11	-	-	-
Total	1,818	5,231	5,859	2,372	9,582	9,620

(A) All figures represent transactions with the Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024). The comparative period is shown accordingly, i.e. for transactions with the Schaeffler Group, including Vitesco Technologies.

Income and expenses vis-à-vis Automotive Group's associates and joint ventures, the Continental Group and the Schaeffler Group in the six-month periods ended June 30, 2025 and 2024 as well as accounts receivable and accounts payable vis-à-vis the Continental Group as at June 30, 2025 are set out in the following table:

	Income Six-month Period ended June 30,		Expenses Six-month Period ended June 30,		Accounts receivable As at June 30,	Accounts payable As at June 30,
	2025	2024	2025	2024	2025	2025
			(Unaudited)			
			(€ million)			
Associates						
Ordinary business activities	10	3	43	26	7	15
Financing	0	0	2	-	10	-
Other	-	-	-	-	-	-
Joint Ventures						
Ordinary business activities	15	15	1	0	12	60
Financing	0	0	-	-	-	-
Other	-	-	-	-	-	-
Continental Group						
Ordinary business activities	72	87	139	286	82	40
Financing	16	103	31	253	11	1,340
Other	1	2	-	13	-	-
Schaeffler Group[(A)]						
Ordinary business activities	116	178	149	217	33	32
Other	0	0	-	0	5	-
Total	230	390	365	795	160	1,487

(A) All figures represent transactions with the Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024). The comparative period is shown accordingly, i.e. for transactions with the Schaeffler Group, including Vitesco Technologies.

For further information of related party transactions please see note 39 to the Annual Consolidated Financial Statements and the note "Transactions with related parties" to the Interim Consolidated Financial Statements for the six-month period ended June 30, 2025, which are included in the Section "20. *Financial information*" of this Prospectus on page F-125 et seqq and F-22.

16.5 Loan Agreement between AUMOVIO SE and CAT GmbH

On June 20, 2025, AUMOVIO SE as borrower and CAT GmbH as lender entered into a German law governed unsecured intercompany loan agreement (the ***Loan Agreement***) in the amount of € 3 million (without interest), which was fully paid out to AUMOVIO SE. The Loan Agreement is scheduled to mature on October 20, 2025 and provides financing for AUMOVIO SE prior to the Spin-off taking effect and the commencement of AUMOVIO's business operations.

16.6 Relationships with Members of the Executive Board and the Supervisory Board

For an overview regarding the compensation, shareholding and share-based compensation of the members of the Executive Board and the Supervisory Board, see Sections "15.2 *Executive Board*" and "15.3 *Supervisory Board*", as well as the notes "Long-term employee benefits" and "Cash changes in pension and similar obligations" to the Interim Consolidated Financial Statements, which are included in the Section "20. *Financial information*" of this Prospectus on page F-16 and note 27 to the Annual Consolidated Financial Statements, which are included in the Section "20. *Financial information*" of this Prospectus on page F-88.

17. WARNING ON TAX CONSEQUENCES

Income received from the Shares is subject to taxation. In particular, the tax laws of any jurisdiction with authority to impose taxes on the investor and the tax laws of the Company's state of incorporation, statutory seat and place of effective management, i.e., Germany, might have an impact on the income received from the Shares.

The following section presents a number of key German taxation principles which generally are or can be relevant to the acquisition, holding or transfer of shares by a shareholder (an individual, a partnership or corporation) who has its tax domicile in Germany (that is, whose place of residence, habitual abode, registered office, place of management or other kind of permanent establishment is located inside Germany). In addition, the following section sets out certain key German tax principles for the shareholders of the Company that arise in connection with the Spin-off.

The information is not exhaustive and does not constitute a definitive explanation of all possible aspects of taxation that could be relevant for investors. In particular, this overview does not provide any comprehensive overview on tax considerations which may be relevant to a shareholder who is tax resident in a jurisdiction other than Germany. The information is based on the tax laws in force in Germany as at the date of the Prospectus (and their interpretation by administrative directives and courts) as well as standard provisions of conventions for avoidance of double taxation that Germany has concluded with other countries. Tax law can change, sometimes with retroactive effect. Moreover, it cannot be ruled out that the German tax authorities or courts may consider an alternative interpretation or application to be correct that differs from the one described in this section.

This section cannot provide any substitute for tailored tax advice to individual potential investors. Potential investors are therefore advised to consult their tax advisors regarding the individual tax implications of the Spin-off, the acquisition, holding or transfer of shares, and regarding the procedures to be followed to achieve a potential reimbursement of German withholding tax (*Kapitalertragsteuer*). Only such advisors are able to take the specific tax relevant circumstances of individual investors into due account.

17.1 Taxation of the shareholders

Shareholders are taxed in particular in connection with the Spin-off (tax implications of the Spin-off, see Section "17.1.1 *Tax implications of the Spin-off*"), the holding of Shares (taxation of dividends, see Section "17.1.2 *Taxation of dividends*"), upon the sale of shares (taxation of capital gains, see Section "17.1.3 *Taxation of capital gains*") and the gratuitous transfer of shares (inheritance and gift tax, see Section "17.1.6 *Inheritance and gift tax*").

17.1.1 Tax Implications of the Spin-off

17.1.1.1 *Tax Implications for Shareholders with a Tax Residence in Germany*

For shareholders with a tax residence in Germany, the tax implications of the Spin-off depend on whether the Shares in the Company are held as private assets or business assets.

17.1.1.1.1 Shares held as private assets

For shareholders whose shares in Continental AG are held as private assets, the Spin-off does not constitute a disposal of their Continental AG shares for tax purposes and no taxable capital gain is being realized if (i) the shareholder does not hold a Qualified Participation (as defined below, see Section "17.1.2.2.1 *Individuals who hold the shares as private assets*") in Continental AG and (ii) the right of Germany is not excluded or limited regarding the taxation of profits from the disposal of Shares in the Company (*steuerneutraler Aktientausch,* ***Tax Neutral Share Exchange***).

In case of a Tax Neutral Share Exchange, the Shares granted to the shareholders at the time of the Spin-off proportionately replace the Continental AG shares for tax purposes and, hence, the tax characteristics of the Continental AG shares (for example holding periods) are transferred to the newly granted Shares (*Fußstapfentheorie,* ***Footstep Theory***). As a consequence, the Spin-off does not trigger a realization of capital gains and no withholding tax is to be withheld or paid. Any expenses economically related to the Spin-off are non-deductible.

The allocation of the acquisition costs between the Continental AG shares after the Spin-off has taken effect on the one hand, and the Shares, on the other hand, is generally to be based on the allocation ratio set forth in the Spin-off and Transfer Agreement. Shareholders are advised to seek their own professional

advice in relation to the fact that the thus determined acquisition costs of the shares may not reflect the pro rata proportionate value of the shares.

To the extent that Continental AG shares were acquired prior to January 1, 2009 and, hence, could be disposed of tax-free in the meantime, this characteristic should also be transferred to the Shares granted in the course of the Spin-off.

In case of a Qualified Participation (as defined below) in Continental AG shares, the principles outlined below for shares held as business assets (see Section "17.1.2.2.2 *Shares held as business assets*") apply accordingly.

17.1.1.1.2 Shares held as business assets

If the Continental AG shares are held as business assets, the principles of a Tax Neutral Share Exchange do not apply. Rather, upon the Spin-off, the Continental AG shares are generally deemed to have been disposed of pro rata at their fair market value (*gemeiner Wert*), and the Shares in the Company replacing them are deemed to have been acquired at this pro rata value. The taxable capital gain is equal to the difference between the pro rata tax book value and the pro rata fair market value of the Continental AG shares at the time of entry of the Spin-off in the commercial register of Continental AG.

The Shares to be granted to the shareholders in consideration of the Spin-off are deemed for tax purposes to have been newly acquired and, hence, the Footstep Theory is not applicable.

Capital gains deriving from the Spin-off will be taxed in accordance with the principles applicable for capital gains deriving from the disposal of Shares (see Section "17.1.3.1.2 *Shares held as business assets*").

However, upon application of the individual shareholder, there will be no realization of a taxable capital gain if the assets to be transferred and the assets remaining with the transferring company each constitute a business unit for tax purposes (*Teilbetrieb*) and certain further requirements are met. In this case, the Footstep Theory would be applicable and the shareholder would be able to recognize the Shares at the pro rata tax book value of the Continental AG shares (see Section "17.1.1.1.1 *Shares held as private assets*" above). The competent tax office informed Continental AG in a binding tax ruling issued to Continental AG that both the assets to be transferred and the assets retained by Continental AG represent a business unit for tax purposes (*Teilbetrieb*). Formally, however, the tax office competent for the shareholder is not bound by the binding tax ruling issued to Continental AG and may carry out its own assessment whether the requirements for a carryover of book values are satisfied for the shareholder.

The allocation of the acquisition costs or, as the case may be, the tax book value between the Continental AG shares after the Spin-off has taken effect, on the one hand, and the Shares, on the other hand, may generally be based on the allocation ratio set forth in the Spin-off and Transfer Agreement. Shareholders are strongly advised to seek their own professional advice in relation to the application of the Footstep Theory and the allocation of acquisition costs or, as the case may be, the tax book value.

17.1.1.2 *Tax Implications for Shareholders without a Tax Residence in Germany*

For shareholders with no tax residence in Germany any capital gains deriving from the Spin-off are only subject to German tax if the shareholder holds a Qualified Participation (as defined below) in Continental AG shares or the Continental AG shares are allocated to a domestic permanent establishment or fixed place of business or are part of business assets for which a permanent representative in Germany has been appointed. In these cases the principles for shares held as business assets outlined above in "17.1.1.1.2 *Shares held as business assets*" and below in "17.1.3.1.2 *Shares held as business assets*" apply mutatis mutandis.

17.1.2 Taxation of Dividends

17.1.2.1 *German withholding Tax*

Dividends distributed by the Company are, generally, subject to withholding tax at a 25% rate plus a solidarity surcharge (*Solidaritätszuschlag*) of 5.5% thereon (amounting in total to a rate of 26.375%) and church tax (*Kirchensteuer*), if applicable. The basis for determining the dividend withholding tax is the dividend approved for distribution by the Company's shareholders' meeting.

If and to the extent that dividend payments are funded from the Company's contribution account for tax purposes (*steuerliches Einlagekonto*), no withholding tax needs to be withheld. However, these payments will reduce the acquisition costs of the shares and may, consequently, increase a taxable gain upon the disposal of the shares (the details are outlined below).

In general, dividend withholding tax is withheld regardless of whether and, if so, to what extent the shareholder must report the dividend for tax purposes and regardless of whether the shareholder is a resident of Germany or of a foreign country.

As the Shares are admitted to be held in collective safe custody (*Sammelverwahrung*) with a central securities depository (*Wertpapiersammelbank*) pursuant to Section 5 German Act on Securities Accounts (*Depotgesetz*) and are entrusted to such central securities depository for collective safe custody in Germany, one of the following entities is responsible and authorized to collect withholding tax in Germany and to remit it to the relevant tax authority for the account of the relevant shareholder: (i) a domestic bank or financial service institute (*inländisches Kredit- oder Finanzdienstleistungsinstitut*) or a domestic securities institution (*Wertpapierinstitut*) (including the domestic branches of foreign banks or financial service institutes) that holds the shares in custody or that manages them and that pays out or credits the dividends or that pays the dividends to a foreign entity, or (ii) the central securities depository (*Wertpapiersammelbank*) holding the collective deposit shares in collective custody if it pays the capital investment income to a foreign entity, or (iii) the Company itself if and to the extent shares held in collective safe custody (*girosammelverwahrt*) by the central securities depository (*Wertpapiersammelbank*) are treated as stock being held separately (so-called "*abgesetzte Bestände*") (each person within the meaning of (i) through (iii) being a ***Dividend Paying Agent***).

Where dividends are distributed to a company resident in another EU Member State within the meaning of Article 2 EC Directive 2011/96/EU of November 30, 2011, as amended (the ***Parent-Subsidiary Directive***), the withholding of the dividend withholding tax may not be required (such withholding tax exemption is only available if the Shares in the Company are treated as shares being held separately as described below, otherwise only a refund is available) or may be refunded, in each case only upon application, provided that additional requirements are met. This also applies to dividends distributed to a permanent establishment located in another EU Member State of such a parent company or of a parent company that is tax resident in Germany if the shareholding in the dividend-paying subsidiary is part of the respective permanent establishment's business assets. An important prerequisite for the exemption from withholding at source under the Parent-Subsidiary Directive is that the shareholder has directly held at least 10% of the Company's registered share capital continuously for twelve months and that the German Federal Central Tax Office (*Bundeszentralamt für Steuern*, with its office in Bonn-Beuel, An der Küppe 1, 53225 Bonn, Germany) has certified to the creditor of the dividends, based upon an application filed by such creditor on the officially prescribed electronic form via the online portal of the German Federal Central Tax Office (*BZSt Online Portal*), that the prerequisites for exemption have been met. If there is a holding of at least 10% of the Company's registered share capital and the shares held in collective safe custody by Clearstream are treated as shares being held separately, the main paying agent (*Hauptzahlstelle*) may refrain from deducting withholding tax from dividends, assuming a valid exemption certificate (*Freistellungsbescheinigung*) and proof that the relevant shares have been held separately are presented. An exemption certificate is granted upon application via the online portal of the German Federal Central Tax Office.

The dividend withholding tax rate for dividends paid to shareholders without a tax residence in Germany can be reduced in accordance with the applicable convention for avoidance of double taxation, if any, between Germany and the shareholder's country of residence, provided that the shares are neither held as part of the business assets of a permanent establishment or a fixed place of business in Germany nor as part of the business assets for which a permanent representative in Germany has been appointed. The reduction in the dividend withholding tax is generally obtained by applying electronically via the online portal of the German Federal Central Tax Office for a refund of the difference between the dividend withholding tax withheld, including the solidarity surcharge, and the amount of withholding tax actually owed under the applicable convention for avoidance of double taxation, which is usually between five to 15%. A reduced withholding tax rate (in accordance with the respective convention for avoidance of double taxation) may be applicable, if the shareholder has electronically applied for an exemption certificate via the online portal of the German Federal Central Tax Office (*Bundeszentralamt für Steuern*). A full exemption from German dividend withholding tax may also be possible under the applicable convention for avoidance of double taxation, if the shareholder has directly held at least 10% of the Company's registered share capital and if further prerequisites are met.

Corporations that are not tax residents in Germany can receive upon application a refund of two fifths of the dividend withholding tax that was withheld and remitted to the tax authorities subject to certain requirements. This applies regardless of any further reduction or exemption provided under other provisions. The relevant application has to be submitted via the online portal of the German Federal Tax Office.

Foreign corporations will generally have to meet certain stringent substance criteria defined by statute in order to receive an exemption from or (partial) refund of German dividend withholding tax.

Pursuant to a special rule on the restriction of withholding tax credit and refund, the above mentioned relief in accordance with the applicable convention for avoidance of double taxation as well as the credit and refund of withholding tax described in the Section "17.1.2.2 *Taxation of dividends of shareholders with a tax residence in Germany*" for shares held as private and as business assets is subject to the following three cumulative prerequisites: (i) the shareholder must qualify as beneficial owner of the Shares for a minimum holding period of 45 consecutive days occurring within a period of at least 45 days prior and 45 days after the due date of the dividends, (ii) the shareholder has to bear, taking into account counter claims and claims against related parties, at least 70% of the change in value risk (*Mindestwertänderungsrisiko*) related to the Shares during the minimum holding period without being directly or indirectly hedged, and (iii) the shareholder must not be required to fully or largely compensate directly or indirectly the dividends to third parties. Should one of the three prerequisites (the ***Minimum Risk Test***) not be fulfilled, the following applies:

- As regards the taxation of dividends of shareholders with a tax residence in Germany, three fifths of the withholding tax imposed on the dividends must not be credited against the shareholder's (corporate) income tax liability, but may, upon application, be deducted from the shareholder's tax base in an assessment procedure for the relevant tax assessment period. A shareholder that has received gross dividends without any deduction of withholding tax due to a tax exemption without qualifying for a full tax credit or that has already obtained a refund of taxes withheld has to notify the competent local tax office accordingly has to file withholding tax returns for a withholding tax of 15% in accordance with statutory formal requirements and has to make a payment in the amount of the withholding tax deduction which was omitted. The special rule on the restriction of withholding tax credit (and the corresponding notification and payment obligations) or refund does not apply to a shareholder whose overall dividend earnings and certain profit participation rights (*Genussschein*) within a tax assessment period do not exceed €20,000 or that has been the beneficial owner of the Shares for at least one uninterrupted year upon receipt of the dividends.
- As regards the taxation of dividends of shareholders without a tax residence in Germany who applied for a full or partial refund of the withholding tax pursuant to a convention for avoidance of double taxation, no refund is available. This restriction does not apply to a shareholder (i) that holds directly at least 10% of the Shares and that is subject to (corporate) income tax in the country of its tax residence without any exemptions, (ii) or that has been the beneficial owner of the Shares for at least one uninterrupted year prior to receipt (*Zufluss*) of the dividends, or (iii) if the applicable tax rate pursuant to the applicable convention for avoidance of double taxation is at least 15%.
- In addition to the aforementioned restrictions, in particular, the withholding tax credit may also be denied even when the statutory minimum tests described above are met as an anti-abuse measure.
- Prospective shareholders should seek their own professional advice as to whether they can obtain a tax credit or tax refund with respect to withholding taxes on dividends.
- In case of individual shareholders holding Shares in the Company as private assets, the Dividend Paying Agent which keeps or administrates the shares and pays or credits the capital investment income is required to create so-called pots for offsetting losses (*Verlustverrechnungstöpfe*) to allow for negative capital investment income to be set off against current and future positive capital investment income. A set-off of negative capital investment income at one Dividend Paying Agent against positive capital investment income at another Dividend Paying Agent is only possible in the course of the income tax assessment procedure at the level of the respective shareholder. In such case, the relevant shareholder has to apply for a certificate confirming the amount of losses not offset with the Dividend Paying Agent where the pot for offsetting losses exists. The application is irrevocable and must reach the Dividend Paying Agent until December 15, of the respective year, as otherwise the losses will be carried forward by the respective Dividend Paying Agent to the following year.
- Withholding tax will not be withheld by a Dividend Paying Agent if the shareholder provides such Dividend Paying Agent with an application for exemption (*Freistellungsauftrag*) to the extent such shareholder's capital investment income does not exceed the annual savers' allowance (*Sparerpauschbetrag*) of €1,000 (€2,000 for jointly filing individuals) as outlined on the

application for exemption. Furthermore, no withholding tax will be levied if the shareholder provides the Dividend Paying Agent with a non-assessment certificate (*Nichtveranlagungsbescheinigung*) to be applied for with the competent tax office.

17.1.2.2 *Taxation of Dividends of Shareholders with a Tax Residence in Germany*

17.1.2.2.1 Individuals who hold the shares as private assets

For individuals who are tax resident in Germany (generally, individuals whose domicile or usual residence is located in Germany) and who hold shares as private assets, the withholding tax of 25% plus solidarity surcharge of 5.5% thereon, resulting in a total tax rate of 26.375% (plus church tax, if applicable) will generally serve as a final tax. In other words, once deducted, the shareholder's income tax liability on the dividends will be satisfied, and he or she will no longer have to declare them on his or her annual tax return (the ***Flat Tax*** (*Abgeltungsteuer*)).

Shareholders may apply to have their capital investment income (including dividends paid by the Company) assessed in accordance with the general rules and at the individual's personal income tax rate if this would result in a lower tax burden (*Günstigerprüfung*). This request may only be exercised consistently for all capital investment income and exercised jointly in case of married couples and registered partners. In this case, the base for taxation would be the gross dividend income less the savers' allowance of €1,000 (€2,000 for jointly filing individuals). Subject to the Minitum Risk Test, any tax, solidarity surcharge and church tax, if applicable, already withheld would be credited against the income tax, solidarity surcharge and church tax, if applicable, so determined and any overpayment refunded. Income-related expenses cannot be deducted from capital gains in either case. The only deduction that may be made is the savers' allowance of €1,000 (€2,000 for jointly filing individuals) on all private capital investment income. Furthermore, dividend income can only be offset by losses from capital investment income, except for losses generated by the disposal of shares.

If the individual owns (i) at least 1% of the Shares in the Company and is able to exercise, by virtue of professional activity (*berufliche Tätigkeit*) for the Company, a significant entrepreneurial influence on the business activity of the Company or (ii) at least 25% of the shares, the tax authorities may approve upon application that the dividends are taxed under the partial-income method (*Teileinkünfteverfahren*) instead of the Flat Tax (see below, "*(ii) Sole propierators:*").

Entities required to collect withholding taxes on capital investment income are required to likewise withhold the church tax on payments to shareholders who are subject to church tax, unless the shareholder objects in writing to the Federal Central Tax Office (*Bundeszentralamt für Steuern*) against the sharing of his or her private information regarding his or her affiliation with a religious denomination (*Sperrvermerk*). If church tax is withheld and remitted to the tax authority as part of the withholding tax deduction, then the church tax on the dividends is also deemed to be discharged when it is deducted. The withheld church tax cannot be deducted in the tax assessment as a special expense (*Sonderausgaben*); however, 26.375% of the church tax withheld on the dividends is deducted from the withholding tax (including the solidarity surcharge) withheld. If no church tax is withheld along with withholding tax, the shareholder who is subject to church tax is required to report his or her dividends in his or her income tax return. The church tax on the dividends will then be imposed by way of a tax assessment.

As an exemption, dividend payments that are funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) and are paid to shareholders who are tax resident in Germany whose shares are held as private assets, do – contrary to the above – not form part of the shareholder's taxable income. However, dividends paid out of a tax-recognized contribution account (*steuerliches Einlagekonto*) should reduce the acquisition costs of the shares, which may result in a higher amount of taxable capital gain upon the shareholder's sale of the shares. If the dividend payment funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) exceeds the shareholder's acquisition costs, the German tax authorities take the view that negative acquisition costs will arise which can result in a higher capital gain in case of the shares' disposal (cf. below). This will not apply if (i) the shareholder or, in the event of a gratuitous transfer, its legal predecessor, or, if the shares have been gratuitously transferred several times in succession, one of his legal predecessors at any point during the five years preceding the (deemed, as the case may be) disposal directly or indirectly held at least 1% of the share capital of the Company (a ***Qualified Participation***) and (ii) the dividend payment funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) exceeds the acquisition costs of the shares. In such a case of a Qualified Participation, a dividend payment funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) is deemed a sale of the

shares and is taxable as a capital gain if and to the extent the dividend payment funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) exceeds the acquisition costs of the shares. In this case the taxation corresponds with the description in the Section "17.1.3 *Taxation of capital gains*" made with regard to shareholders maintaining a Qualified Participation.

17.1.2.2.2 Shares held as business assets

The Flat Tax does not apply to dividends from shares held as business assets of shareholders who are tax resident in Germany. In this case, the taxation is based on whether the shareholder is a corporation, an individual or a partnership. Subject to the Minimum Risk Test, the withholding tax withheld and paid to the tax authorities, including the solidarity surcharge and church tax, if applicable, is credited against the income or corporate income tax and the solidarity surcharge and church tax, if applicable, of the shareholder, and any overpayment will be refunded, as discussed in the section on withholding tax above (see above "17.1.2.1 *German withholding tax*").

Dividend payments that are funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) and are paid to shareholders who are tax resident in Germany whose shares are held as business assets are generally fully tax-exempt in the hands of such shareholder. At the same time such dividend payments lead to a corresponding reduction of the acquisition costs/book value for the relevant shares. To the extent the dividend payments funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) exceed the acquisition costs of the shares, a taxable capital gain should occur. The taxation of such gain corresponds with the description in the Section "17.1.1.1.2 *Shares held as business assets*" made with regard to shareholders whose shares are held as business assets (however, as regards the application of the 95% exemption in case of a corporation this is not undisputed).

(i) Corporations: Dividends received by corporations tax resident in Germany are generally effectively 95% exempt from corporate income tax and solidarity surcharge; however 5% of the dividends are treated as a non-deductible business expenses and, as such, are subject to corporate income tax (plus the solidarity surcharge) with a total tax rate of 15.825%.

Portfolio dividends (i.e., dividends earned on direct shareholdings in a distributing corporation equal to less than 10% of its share capital at the beginning of the respective calendar year) are fully taxed at the corporate income tax rate of 15% (plus solidarity surcharge of 5.5% thereon), i.e., at a total rate of 15.825%. The acquisition of a shareholding of at least 10% during a calendar year is deemed to have occurred at the beginning of the respective calendar year. Participations which a shareholder holds through a co-entrepreneurship (*Mitunternehmerschaft*) are attributable to the shareholder only on a pro rata basis at the ratio of the interest share of the shareholder in the assets of the relevant partnership.

Business expenses actually incurred and having a direct business relationship to the dividends may be fully deducted.

The amount of any dividends (after deducting business expenses related to the dividends) is fully subject to trade tax, unless the corporation held a stake of at least 15% in the share capital of the company making the distribution at the beginning of the relevant tax assessment period. In the latter case, 95% of the dividend income is exempt for trade tax purposes. The applicable trade tax depends on the tax rate imposed by the local municipalities in which the shareholder maintains its operations or permanent establishment (*Gewerbesteuerhebesatz*).

(ii) Sole propierators: If the shares are held as part of the business assets of a sole proprietor (individual) with his or her tax residence in Germany, 40% of any dividend is tax exempt (so called partial income method), i.e., 60% of the dividends are subject to progressive income tax (plus the solidarity surcharge) at a total tax rate of up to approximately 47.5% (plus church tax, if applicable). Only 60% of the expenses economically related to the dividends are tax deductible. The partial income method will also apply when individuals hold the shares indirectly through a partnership (with the exception of individual investors who hold their shares through partnerships that are neither commercial partnerships nor deemed to be commercial partnerships). However, the partial-income method does not apply with respect to church tax (if applicable). If the shares are held as business assets of a domestic commercial permanent establishment, the full amount of the dividend income (after deducting business expenses that are economically related to the dividends) is also subject to trade tax, unless the taxpayer held a stake of at least 15% in the share capital of the company making the distribution at the beginning of the relevant tax assessment period. In the latter case, the net dividends (after deducting directly related expenses) are effectively 95% exempt from trade tax. However, trade tax is generally credited – fully or in part – as a

lump sum against the shareholder's personal income tax liability, depending on the tax rate imposed by the local municipality and certain individual taxrelevant circumstances of such shareholder.

(iii) Partnerships: If the shareholder is a partnership, the personal income tax or corporate income tax, as the case may be, and the solidarity surcharge (and church tax, if applicable) are levied at the level of each partner rather than at the level of the partnership. The taxation of each partner depends upon whether the partner is a corporation or an individual. If the partner is a corporation, then the dividend is generally 95% tax exempt; however, dividends from an indirect shareholding representing less than 10% of the share capital for the relevant partner are fully subject to corporate income tax (and solidarity surcharge thereon) and trade tax (see above, "(i) Corporations"). If the partner is an individual and the shares are held as business assets of the partnership, only 60% of the dividend income is subject to income tax; in this case the partial-income method does not apply with regard to church tax (if applicable) (see above, "(ii) *Sole propierators:*"). Upon application and provided that additional prerequisites are met, an individual who is a partner can obtain a reduction of his or her personal income tax rate for profits not withdrawn from the partnership.

Additionally, if the shares are held as business assets of a domestic permanent establishment of a commercial partnership or deemed to be commercial partnership, the full amount of the dividend income is generally also subject to trade tax at the level of the partnership. In the case of partners who are individuals, the trade tax that the partnership pays on his or her proportion of the partnership's income is generally credited as a lump sum – fully or in part – against the individual's personal income tax liability, depending on the tax rate imposed by the local municipality and certain individual taxrelevant circumstances of such shareholder. If the partnership held a stake of at least 15% in the share capital of the company making the distribution at the beginning of the relevant tax assessment period, the dividends (after the deduction of business expenses economically related thereto) should generally not be subject to trade tax. However, in these cases, trade tax should be levied on 5% of the dividends to the extent they are attributable to the profit share of such corporate partners to whom at least 10% of the Shares in the Company are attributable on a look-through basis, since such portion of the dividends should be deemed to be non-deductible business expenses. The remaining portion of the dividend income attributable to other partners than such specific corporate partners (which includes individual partners and should, according to a literal reading of the law, also include corporate partners to whom, on a look-through basis, only portfolio participations are attributable) should not be subject to trade tax. Due to a lack of case law and administrative guidance, the application of the rules for the taxation of dividends paid to commercial partnerships is, however, unclear. Consequently, shareholders are strongly recommended to consult their own tax advisors.

Partnerships may elect to be treated as a corporation for purposes of German income taxation. If the shareholder is a partnership that has validly exercised such option right ("Opting Partnership"), the dividends are subject to corporate income tax and trade tax generally according to the same rules that apply to corporations (see above).

17.1.2.2.3 Financial and insurance sector

Special rules apply to companies operating in the financial and insurance sector (see Section "17.1.4 *Special treatment of companies in the financial and insurance sectors and pension funds*").

17.1.2.3 *Taxation of Dividends of Shareholders without a Tax Residence in Germany*

The dividends paid to shareholders (individuals and corporations) without a tax residence in Germany are taxed in Germany, provided that the shares are held as part of the business assets of a permanent establishment or a fixed place of business in Germany or as part of the business assets for which a permanent representative in Germany has been appointed. Subject to the Minimum Risk Test, the withholding tax (including solidarity surcharge) withheld and remitted to the German tax authorities is credited against the respective shareholder's personal income tax or corporate income tax liability, and any overpayment will be refunded. The same applies to the solidarity surcharge. These shareholders are essentially subject to the same rules applicable to tax resident shareholders, as discussed above.

In all other cases, the withholding of the dividend withholding tax satisfies any tax liability of the shareholder in Germany. A refund or exemption is granted only as discussed in the section on dividend withholding tax above (see Section "17.1.2.1 *German withholding tax*").

Dividend payments that are funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) are generally not taxable in Germany.

17.1.3 Taxation of Capital Gains

17.1.3.1 *Taxation of Capital Gains of Shareholders with a Tax Residence in Germany*

17.1.3.1.1 Shares held as private assets

Gains on the sale of shares acquired after December 31, 2008 that are held as private assets by shareholders with a tax residence in Germany are generally taxable regardless of the length of time held. The tax rate is (generally) a uniform 25% plus 5.5% solidarity surcharge thereon (resulting in an aggregate tax rate of 26.375%) as well as church tax, if applicable.

The taxable capital gains are the difference between (a) the proceeds from the disposal of shares after deducting the direct sales costs and (b) the acquisition cost of the shares. Under certain conditions, prior payments from the tax-recognized contribution account (steuerliches Einlagekonto) may lead to reduced (or negative) acquisition costs of the shares held as private assets and, as a consequence, increase the taxable sales gain. Losses on the sale of shares (in the Company or in other stock corporations) can only be used to offset gains made on the sale of shares during the same year or in subsequent years. There is a proceeding pending at the German Federal Constitutional Court dealing with the question whether such limitation on the loss offsetting could be unconstitutional. The only deduction that may generally be made is the savers' allowance of €1,000 (€2,000 for jointly filing individuals) on all private capital investment income.

If the shares are held in custody or administered by a domestic bank, a domestic securities institution or a financial services institution (including the domestic branches of foreign banks and financial service institutes), or if such entity or branch sells the shares and pays out or credits the capital gains (each a ***Domestic Paying Agent***), said Domestic Paying Agent withholds a withholding tax of 25% plus 5.5% solidarity surcharge thereon and any church tax (if applicable) and remits this to the tax authority; in such a case, the tax liability on the capital gain will generally be satisfied. If the shares were only held in custody or administered by the respective Domestic Paying Agent continuously after acquisition, the amount of tax withheld is generally based on the difference between the proceeds from the sale, after deducting expenses directly related to the sale, and the amount paid to acquire the shares. However, the withholding tax rate of 25% plus the 5.5% solidarity surcharge thereon and any church tax (if applicable), will be applied to 30% of the gross sales proceeds if the shares were not administered by the same custodian bank since acquisition and the original cost of the shares cannot be verified or such verification is not admissible. In this case, the shareholder is entitled to, and in case the actual gain is higher than 30% of the gross proceeds must, verify the original costs of the shares in his or her annual tax return.

Entities required to collect withholding taxes on capital investment income are required to likewise withhold the church tax for shareholders who are subject to church taxes, unless the shareholder objects in writing to the Federal Central Tax Office (*Bundeszentralamt für Steuern*) against the sharing of his or her private information regarding his or her affiliation with a denomination (*Sperrvermerk*). If church tax is withheld and remitted to the tax authority as part of the withholding tax deduction, then the church tax on the capital gain is also deemed to be discharged when it is deducted. The withheld church tax cannot be deducted in the tax assessment as a special expense; however, 26.375% of the church tax withheld on the capital gain is deducted from the withholding tax (including the solidarity surcharge) withheld.

If the withholding tax or, if applicable, the church tax on capital gains is not withheld by a Domestic Paying Agent, the shareholder is required to declare the capital gains in his or her income tax return. The income tax, the solidarity surcharge and any applicable church tax on the capital gains will then be collected by way of assessment.

In general, it is not possible to deduct incomerelated expenses in connection with capital gains, except for expenses directly related in substance to the disposal, which can be deducted when calculating the capital gains. Only the annual savers' allowance of €1,000 (€2,000 for jointly filing individuals) may be deducted from the entire capital investment income.

A shareholder may request that all his or her items of capital investment income, along with his or her other taxable income, be subject to the progressive income tax rate instead of the uniform tax rate for private capital investment income if this lowers his or her tax burden. This request may only be exercised consistently for all capital investment income and exercised jointly in case of married couples and registered partners. The base for taxation would be the gross income less the savers' allowance of €1,000 (€2,000 for jointly filing individuals). The non-deductibility of income-related costs and the restrictions on offsetting losses also apply to tax assessments based on the progressive income tax rate. Any tax already withheld would be credited against the income tax so determined and any overpayment refunded subject to the general requirements.

One exception to this rule is that a shareholder's capital gains are subject to the partial-income method and not the Flat Tax. Consequently, 60% of the proceeds from the sale of shares are subject to the individual income tax rate, if (i) the shareholder or, in the event of a gratuitous transfer, its legal predecessor, or, if the shares have been gratuitously transferred several times in succession, one of his or her legal predecessors at any point during the five years preceding the (as the case may be, deemed) disposal directly or indirectly held at least 1% of the share capital of the Company (i.e., held a Qualified Participation). 60% of the expenses economically related to the proceeds of the sale of shares are tax-deductible. The partial income method does not apply to church tax.

In the case of a Qualified Participation, withholding tax (including the solidarity surcharge and church tax, if applicable) is also withheld by the Domestic Paying Agent. The tax withheld, however, is not treated as a final tax. Hence, the shareholder is obliged to declare the gains from the sale in his or her income tax return. The withholding tax (including solidarity surcharge and church tax, if applicable) withheld and remitted to the German tax authorities is credited against the respective shareholder's personal income tax liability in the tax assessment procedure, and any overpayment will be refunded.

Withholding tax will not be withheld by a Domestic Paying Agent if the shareholder provides such Domestic Paying Agent with an application for exemption, to the extent such shareholder's capital investment income does not exceed the annual savers' allowance of €1,000 (€2,000 for jointly filing individuals). Furthermore, no withholding tax will be levied if the shareholder provides the Domestic Paying Agent with a nonassessment certificate to be applied for with the competent tax office.

17.1.3.1.2 Shares held as business assets

The Flat Tax does not apply to proceeds from the sale of shares held as business assets by shareholders tax resident in Germany. If the shares form part of a shareholder's business assets, taxation of the capital gains realized will then depend upon whether the shareholder is a corporation, sole proprietor or partnership. Dividend payments that are funded from the Company's tax-recognized contribution account (*steuerliches Einlagekonto*) reduce the original acquisition costs/book value. In case of a sale of shares, a higher taxable capital gain can arise herefrom. If the dividend payments funded from the Company's taxrecognized contribution account exceed the original acquisition costs/shares' book value for tax purposes, a taxable capital gain can arise.

If a Domestic Paying Agent is involved, the proceeds from the sale or disposal of shares of the Company held as business assets are generally subject to the same withholding tax rate as those of shareholders whose shares are held as private assets (see Section "17.1.3.1.1 *Shares held as private assets*"). The Domestic Paying Agent may, however, refrain from withholding the withholding tax if (i) the shareholder is a corporation, association or estate with its tax residence in Germany, or (ii) the shares form part of the shareholder's domestic business assets, and the shareholder informs the Domestic Paying Agent of this on the officially prescribed form and meets certain additional prerequisites. If the Domestic Paying Agent nevertheless withholds taxes, the withholding tax withheld and remitted (including the solidarity surcharge and church tax, if applicable) will be credited against the relevant shareholder's (corporate) income tax liability (including the solidarity surcharge and church tax, if applicable) and any excess amount will be refunded.

(i) Corporations: In general, capital gains earned from the sale of shares by corporations tax resident in Germany are effectively 95% exempt from corporate income tax (including the solidarity surcharge) and trade tax, irrespective of the stake represented by the shares and the length of time the shares are held. 5% of the capital gains are treated as a non-deductible business expense and, as such, are subject to corporate income tax (plus the solidarity surcharge thereon) and to trade tax. Losses from the sale of shares and any reductions in profits connected therewith generally do not qualify as taxdeductible business expenses.

(ii) Sole proprietors (individuals): If the shares were acquired after December 31, 2008 and form part of the business assets of a sole proprietor (individual) who is tax resident in Germany, 60% of the capital gains on their sale are subject to the individual's personal tax rate plus the solidarity surcharge thereon (partial income method). Correspondingly, only 60% of losses from such sales and 60% of expenses economically related to such sales are deductible. For church tax, if applicable, the partial income method does not apply. If the shares are held as business assets of a commercial permanent establishment located in Germany, 60% of the capital gains are also subject to trade tax. The trade tax can be fully or partially credited as a lump sum against the shareholder's personal income tax liability, depending on the tax rate imposed by the local municipality and certain individual taxrelevant circumstances of such shareholder. Such credit also reduces the solidarity surcharge and, if applicable, church tax).

(iii) Commercial Partnerships: If the shareholder is a partnership, personal income tax or corporate income tax, as the case may be, is assessed at the level of each partner rather than at the level of the partnership. The taxation of each partner depends upon whether the respective partner is a corporation or an individual. If the partner is a corporation, the tax principles applying to capital gains which are outlined in subsection (i) apply. If the partner is an individual, the tax principles applying to capital gains that are outlined in subsection (ii) apply. Upon application and provided that additional prerequisites are met, an individual who is a partner can obtain a reduction of his or her personal income tax rate for profits not withdrawn from the partnership. In addition, capital gains from the sale of shares attributable to a permanent establishment maintained in Germany by a commercial partnership, or deemed to be commercial partnership are subject to trade tax at the level of the partnership. As a general rule, only 60% of the gains in this case are subject to trade tax to the extent the partners in the partnership are individuals, while 5% are subject to trade tax to the extent the partners are corporations and shares in corporations are sold. Under the principles discussed above, losses on sales and other reductions in profit related to the shares sold are generally not deductible if the partner is a corporation, and 60% thereof are taken into account if they are attributable to the share in the profits of an individual. If the partner is an individual, the trade tax the partnership pays on his or her share of the partnership's income is generally credited as a lump sum – fully or in part – against his or her personal income tax liability, depending on the tax rate imposed by the local municipality and certain individual tax-relevant circumstances of the taxpayer.

If the shareholder is an Opting Partnership, any gain on the sale of shares is subject to corporate income tax and trade tax generally according to the same rules that apply to corporations (see above). If the Opting Partnership has, upon the election for the treatment as a corporation for German income tax purposes, applied for a tax-neutral roll-over of the book value of the shares, the sale of the shares within a period of seven years after the election took effect will generally result in a retroactive taxation of the hidden reserves in the shares at that time.

Special rules apply to capital gains realized by companies active in the financial and insurance sectors, as well as pension funds (see Section "17.1.4 *Special treatment of companies in the financial and insurance sectors and pension funds*").

17.1.3.2 *Taxation of Capital Gains of Shareholders without a Tax Residence in Germany*

Capital gains realized by a shareholder with no tax residence in Germany are subject to German income tax only if the selling shareholder holds a Qualified Participation or if the shares form part of the business assets of a permanent establishment in Germany or of business assets for which a permanent representative is appointed.

The German Federal Fiscal Court (*Bundesfinanzhof*) has stated that if the shareholder is a corporation that is neither tax resident in Germany nor maintains a permanent establishment or has appointed a permanent representative in Germany, the capital gains on the disposal of a Qualified Participation are not subject to German taxation. The German tax authorities have adopted this view.

If the shareholder is an individual and holds a Qualified Participation as a private asset, only 60% of the gains on the disposal of the shares are subject to progressive income tax, plus solidarity surcharge thereon. Where a Domestic Paying Agent is involved, withholding tax on capital gains is generally levied at a rate of 25%, plus 5.5% solidarity surcharge thereon. If, however, (a) the shares are not held through a permanent establishment or fixed place of business or as business assets for which a permanent representative is appointed in Germany and (b) a Domestic Paying Agent is involved, then the German tax authorities have taken the view that the Domestic Paying Agent is, in general, not required to withhold tax on capital investment income, plus solidarity surcharge thereon. In case of a Qualified Participation, the capital gains must be declared in a tax return and are taxed by way of a tax assessment, subject to an exemption under a double taxation treaty or under domestic law.

For gains or losses on the disposal of shares that can be allocated to a domestic permanent establishment or fixed place of business, or which are part of business assets for which a permanent representative in Germany has been appointed, the aforementioned principles for shareholders with a tax residence in Germany whose shares are business assets apply accordingly (see Section "17.1.3.1.2 *Shares held as business assets*"). The Domestic Paying Agent may refrain from deducting withholding tax, if the shareholder declares to the Domestic Paying Agent on the official form that the shares form part of domestic business assets and certain other requirements are met. In case of such an allocation to a permanent establishment, fixed place of business or permanent representative most conventions for avoidance of double taxation provide for an exemption from German taxes and assign the right of taxation to the shareholder's country of tax residence.

17.1.4 Special Treatment of Companies in the Financial and Insurance Sectors and Pension Funds

Dividends paid to and capital gains realized by certain companies in the financial and insurance sector are, as an exception to the aforementioned rules, fully taxable.

This applies to dividends from as well as gains from the disposal of shares in the trading portfolio (*Handelsbestand*) within the meaning of Section 340e para. 3 German Commercial Code (*Handelsgesetzbuch*) of credit institutions and financial services institutions, and shares that are, upon acquisition of the shares, allocable to the current assets (*Umlaufvermögen*) of a financial enterprise (*Finanzunternehmen*) within the meaning of the German Banking Act (*Kreditwesengesetz*) that is directly or indirectly held by a credit institution or financial services institution to more than 50%. The same applies to shares held as investments by life insurers, health insurers and pension funds. If the stake held at the beginning of the relevant tax assessment period is 15% or higher, subject to certain conditions, the dividends can be fully exempted from trade tax unless the shares are held as investments by life insurers, health insurers or by pension funds.

However, an exemption to the foregoing, and thus a 95% effective tax exemption, applies to dividends obtained by the aforementioned companies, to which the Council Directive 2011/96/EU of November 30, 2011, as amended, applies. Further relief from German taxation might be obtained pursuant to an applicable convention for avoidance of double taxation, subject to further prerequisites.

17.1.5 Amendments to the Solidarity Surcharge

Since 2021, the basis for the calculation of the solidarity surcharge has been reduced for certain individuals being subject to tax assessments (other than withholding taxes), and in certain cases, the solidarity surcharge has been abolished. However, the abolition or reduction of the solidarity surcharge does not affect withholding taxes. Solidarity surcharge will still be levied at 5.5% on the full withholding tax amount and withheld accordingly. In case the individual tax burden for an individual shareholder is lower than 25%, the shareholder can apply for his or her capital investment income being assessed at his or her individual tariff-based income tax rate in which case solidarity surcharge would be refunded.

17.1.6 Inheritance and Gift Tax

The transfer of shares to another person by inheritance or gift is generally subject to German inheritance or gift tax only if:

(i) the decedent, donor, heir, beneficiary or other transferee maintained his or her domicile or habitual abode in Germany, or had its place of management or registered office in Germany at the time of the transfer, or is a German citizen who has spent no more than five consecutive years (this term is extended to ten years for German expatriates with U.S. residence) prior to the transfer outside Germany without maintaining a residence in Germany (special rules apply to certain former German citizens who neither maintain their domicile nor have their habitual abode in Germany);

(ii) the shares were held by the decedent or donor as part of business assets for which a permanent establishment was maintained in Germany or for which a permanent representative in Germany had been appointed; or

(iii) the decedent or donor, either individually or collectively with related parties, held, directly or indirectly, at least 10% of the Company's registered share capital at the time of the inheritance or gift.

The fair value represents the tax assessment base. In general, that is the stock exchange price. Dependent on the degree of relationship between decedent or donor and recipient, different tax-free allowances and tax rates apply.

The few German conventions for avoidance of double taxation relating to inheritance tax and gift tax currently in force usually provide that the German inheritance tax or gift tax can only be levied in the cases of (i) above, and also with certain restrictions in case of (ii) above. Special provisions apply to certain German nationals living outside of Germany and former German nationals.

17.1.7 Other Taxes

17.1.7.1 *General*

No German transfer tax, value-added tax, stamp duty or similar taxes are assessed on the purchase, sale or other transfer of shares. Provided that certain requirements are met, an entrepreneur for value-added tax purposes may, however, opt for the payment of value-added tax on transactions that are otherwise tax-exempt. Net wealth tax is currently not imposed in Germany.

17.1.7.2 *The proposed Financial Transaction Tax (FTT)*

The European Commission published a proposal for a directive for a common FTT in certain participating EU Member States, including Germany. The proposal is currently under review. The proposed FTT has a very broad scope and could, depending on the actual circumstances, apply to certain transactions in the Shares, including with respect to secondary market transactions. It is currently unclear in what form and when a financial transaction tax will be implemented, if at all. Prospective shareholders are advised to monitor future developments closely and should consult their own tax advisors in relation to the consequences of a FTT.

17.2 Taxation of Holders of AUMOVIO ADRs

Based on the circular issued by the German Federal Ministry of Finance, dated May 24, 2013, reference number IV C 1 – S 2204/12/10003, as amended by the circular dated December 18, 2018 (reference number IV C 1 – S 2204/12/10003) (***ADR Tax Circular***), for German tax purposes, the AUMOVIO ADRs should represent a beneficial ownership interest in the underlying shares of the Company. Accordingly, dividends and capital gains will be attributable to holders of the AUMOVIO ADRs for German tax purposes, and not to the legal owner of the ordinary shares (i.e., the financial institution on behalf of which the ordinary shares are stored at a domestic depository for the AUMOVIO ADR holders). However, investors should note that circulars published by the German tax authorities (including the ADR Tax Circular) are not binding on German courts, including German tax courts, and it is unclear whether a German court would follow the ADR Tax Circular in determining the German tax treatment of the AUMOVIO ADRs. For the purpose of this German tax section, it is assumed that the AUMOVIO ADRs qualify as ADRs within the meaning of the ADR Tax Circular.

Due to the legal structure of the ADRs, only limited guidance from the German tax authorities exists on the practical application of the refund process with respect to the ADRs and the respective limitations. According to the current ADR Tax Circular, a collective tax certificate in connection with a withholding of tax amounts may no longer be issued by the domestic depositary of the shares upon request of the foreign depositary agents. Rather, individual tax certificates need to be issued which might delay a potential refund procedure.

18. CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following discussion is an overview of certain U.S. federal income tax considerations under present law relevant to the receipt of Shares or AUMOVIO ADRs pursuant to the Spin-off and the ownership and disposition of Shares or AUMOVIO ADRs, in each case, by a U.S. Holder (as defined below). This overview deals only with U.S. Holders (as defined below) receiving Shares or AUMOVIO ADRs in the Spin-off that use the USD as their functional currency, hold Continental AG shares or Continental ADRs as capital assets, and will hold Shares or AUMOVIO ADRs received in the Spin-off as capital assets.

It does not address all tax considerations that may be relevant to a particular U.S. Holder (as defined below) or the tax treatment of U.S. Holders (as defined below) subject to special rules, such as banks or other financial institutions, insurance companies, tax exempt entities, dealers, traders in securities that elect to mark to market, regulated investment companies, real estate investment trusts, investors liable for alternative minimum tax, U.S. expatriates, persons that directly, indirectly or constructively own 10% or more by vote or value of the equity interests of Continental AG or the Company, certain financial institutions, dealers or traders, insurance companies, tax exempt entities, partnerships and other pass-through entities (including S-corporations), investors that will hold Shares or AUMOVIO ADRs in connection with a permanent establishment or fixed base outside the U.S., persons required to accelerate the recognition of any item of gross income as a result of such income being recognized on an applicable financial statement or persons holding their Continental AG shares or Continental ADRs or their Shares or AUMOVIO ADRs as part of a hedge, straddle, conversion, constructive sale or other integrated transaction. This overview also does not address U.S. federal taxes other than the income tax (such as estate or gift taxes) or U.S. state and local, or non-U.S. tax laws or matters. It also does not discuss the Medicare contribution tax applicable to net investment income applicable to certain non-corporate U.S. Holders (as defined below).

As used here, ***U.S. Holder*** means a beneficial owner of Continental AG shares, Continental ADRs, Shares or AUMOVIO ADRs (in each case, as applicable) that is, for U.S. federal income tax purposes: (i) a citizen or individual resident of the U.S., (ii) a corporation created or organized under the laws of the U.S., any state thereof, or the District of Columbia, (iii) a trust subject to the control of one or more U.S. persons and the primary supervision of a U.S. court and (iv) an estate the income of which is subject to U.S. federal income tax without regard to its source.

The tax consequences to a partner in a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) receiving Shares or AUMOVIO ADRs in the Spin-off and of holding or disposing of Shares or AUMOVIO ADRs generally will depend on the status of the partner and the activities of the partnership. Partnerships receiving Shares or AUMOVIO ADRs in the Spin-off should consult their own tax advisers about the U.S. federal income tax consequences to their partners of participating in the Spin-off and acquiring, owning and disposing of Shares or AUMOVIO ADRs.

The Company believes that neither it, nor Continental AG will be a passive foreign investment company (a ***PFIC***) for the current year, and this discussion assumes other than the discussion below under the heading "Passive Foreign Investment Company", that neither the Company nor Continental AG will be a PFIC in the current or future taxable years. The tests to determine whether a company is a PFIC apply annually and a company's status can change depending, among other things, on changes in the composition and relative value of its gross receipts and assets, changes in its operations and changes and the market value of its stock. Accordingly, no assurance can be provided that the Company will not become a PFIC in any future year.

18.1 Continental ADRs and AUMOVIO ADRs

Holders of Continental ADRs or AUMOVIO ADRs will generally be treated for U.S. federal income tax purposes as beneficial owners of Continental AG shares or Shares represented by such ADRs.

18.2 Material U.S. Federal Income Tax Consequences of the Spin-off

Continental AG has received an opinion from KPMG LLP (the ***Tax Opinion***) regarding the applicability of Sections 355, 361, and 7874 U.S. Internal Revenue Code of 1986, as amended (the ***IR Code***), to the Spin-off to the effect that, for U.S. federal income tax purposes, the steps required to implement the Spin-off and the distribution of the Shares in the Spin-off (i) should qualify as tax-free reorganizations within the meaning of Section 368(a)(1)(D) IR Code and as a tax-free distribution under Section 355(a) IR Code and (ii) should not result in the Company being treated as a "surrogate foreign corporation" within the meaning of Section 7874(a)(2)(B) IR Code or a "domestic corporation" pursuant to Section 7874(b) IR

Code. The Tax Opinion is based on representations of facts made by Continental AG and certain assumptions that Continental AG has permitted KPMG LLP to make in rendering the Tax Opinion and is subject to certain conditions and limitations contained therein. Based on this Tax Opinion, each of the Company and Continental AG believes and, to the extent required to take a position for U.S. federal income tax purposes, expects to take the position that the Spin-off and the distribution of the Shares (i) should qualify as tax-free reorganizations within the meaning of Section 368(a)(1)(D) IR Code and as a tax-free distribution under Section 355(a) IR Code and (ii) should not result in the Company being treated as a "surrogate foreign corporation" within the meaning of Section 7874(a)(2)(B) IR Code or a "domestic corporation" pursuant to Section 7874(b) IR Code. However, no ruling will be sought from the U.S. Internal Revenue Service (the ***IRS***) with respect to the qualification of the Spin-off as a tax-free reorganization for U.S. federal income tax purposes, or with respect to the application of Section 7874 IR Code and there can be no assurance that the IRS will not challenge such positions or, if challenged that a court will uphold such positions. Accordingly, notwithstanding Continental AG's expectation and intended treatment, the IRS could assert that the Spin-off fails to qualify for tax-free treatment and/or is subject to Section 7874 IR Code.

Assuming that the Spin-off qualifies as tax-free reorganizations within the meaning of Section 368(a)(1)(D) and as a tax-free distribution under Section 355 IR Code, then:

(i) No gain or loss will be recognized by (and no amounts will be included in the income of) a U.S. Holder of Continental AG shares and/or Continental ADRs upon the receipt of the Shares and/or AUMOVIO ADRs in the Spin-off;

(ii) The aggregate tax basis of a U.S. Holder in the stock of Continental AG and/or Continental ADRs and the Shares and/or AUMOVIO ADRs issued in the Spin-off will equal the aggregate adjusted basis of the Continental AG shares and/or Continental ADRs held by such U.S. Holder immediately prior to the Spin-off, with the basis in separate blocks of Continental AG shares and/or Continental ADRs acquired at different times or at different cost basis determined on a block-by-block basis. A U.S. Holder should apportion its tax basis in its Continental AG shares and/or Continental ADRs between such shares and ADRs and the Shares and/or AUMOVIO ADRs received in the Spin-off in proportion to the relative fair market values on the date the Shares and/or AUMOVIO ADRs are received;

(iii) The holding period of the Shares and/or AUMOVIO ADRs received by a U.S. Holder in the Spin-off will include such U.S. Holder's holding period of the Continental AG shares and/or Continental ADRs with respect to which the distribution of the Shares and/or AUMOVIO ADRs is made, with the holding period in separate blocks of Continental AG shares and/or Continental ADRs acquired at different times determined on a block-by-block basis.

A U.S. Holder that acquired its Continental AG shares and/or Continental ADRs at different dates or at different prices will need to determine their tax basis and holding period for each separate block of Continental AG shares and/or Continental ADRs. A U.S. Holder should consult its tax advisor regarding such determination.

Notwithstanding Continental AG's expectation and intended treatment, the IRS could determine that the Spin-off and/or certain related transactions should be treated as taxable transactions for U.S. federal income tax purposes. Accordingly, there can be no assurance that the IRS will not assert that the Spin-off and/or certain related transactions do not qualify for tax-free treatment for U.S. federal income tax purposes or that a court would not sustain such a challenge.

If the Spin-off fails to qualify for tax-free treatment, U.S. Holders receiving Shares or AUMOVIO ADRs in the Spin-off generally would be subject to tax as if they had received a taxable distribution from Continental AG equal to the fair market value of the Shares or AUMOVIO ADRs distributed to them. In such circumstances, U.S. Holders would be required to treat the distribution of Shares or AUMOVIO ADRs as a dividend in a USD amount equal to the fair market value of the Shares or AUMOVIO ADRs received on the date of receipt, would take a tax basis in the Shares or AUMOVIO ADRs equal to USD amount included in income as a dividend and would have a holding period in the Shares or AUMOVIO ADRs that begins with the effective date of the Spin-off. The dividend generally would be treated as from sources outside the U.S. for foreign tax credit purposes. Any amount included as a dividend should not be eligible for the dividends received deduction generally allowed to U.S. corporations. Eligible non-corporate U.S. Holders that satisfy a minimum holding period and certain other requirements generally would be taxed at the preferential rate applicable to qualified dividend income if Continental AG qualifies for the benefits of the U.S.-Germany income tax treaty (the ***U.S.-Germany Treaty***) and Continental AG is not a PFIC as to the U.S. Holder in the taxable year the Spin-off is completed or the preceding taxable year. The remainder of this discussion assumes that the Spin-off will qualify for tax-free treatment.

18.3 Passive Foreign Investment Company

A foreign corporation will be a PFIC in any taxable year when, taking into account the income and assets of 25%-owned subsidiaries, either (i) 75% or more of its gross income is passive income or (ii) 50% or more of the average value of its assets is attributable to assets that produce or are held to produce passive income.

The Company believes that Continental AG will not be a PFIC for the current taxable year, and although it has not undertaken to determine whether Continental AG has been a PFIC in all prior taxable years, it does not believe Continental AG has been a PFIC in any of the five prior taxable years. The Company also believes that the Company will not be considered a PFIC in its current taxable year, and based on its present assets, income and activities, it does not believe it is likely to become a PFIC in the foreseeable future. The tests to determine whether a company is a PFIC apply annually and a company's status can change depending, among other things, on changes in the composition and relative value of its gross receipts and assets, changes in its operations and changes and the market value of its stock. Accordingly, no assurance can be provided that Continental AG is not presently and has not been a PFIC in any prior taxable year or that the Company is not currently or will not become a PFIC in any future year.

If Continental AG were determined to be a PFIC in the current taxable year or any other taxable year during a U.S. Holder's holding period, then any such U.S. Holder will (i) be deemed to have disposed of its Continental AG shares or Continental ADRs in exchange for a combination of new Continental AG shares or ADRs together with Shares or AUMOVIO ADRs, and will realize any gain on such exchange, (ii) be required to recognize the portion of any such gain (but not loss) to the extent attributable to the receipt of Shares or AUMOVIO ADRs (unless the Company is a PFIC for the current taxable year) and (iii) any such gain recognized will be taxed under the excess distribution rules. For any gain subject to the excess distribution rules, (i) such U.S. Holder will be required to rateably allocate the amount of such gain over their holding period, (ii) the amount allocated to the current taxable year and any years before Continental AG became a PFIC will be taxed as ordinary income in the current year and (iii) the amount allocated to other taxable years will be taxed at the highest applicable marginal rate in effect for each year and an interest charge is imposed to recover the deemed benefit from the deferred payment of the tax attributable to each year.

U.S. Holders should consult their tax advisors concerning the PFIC rules, including whether the Company will be a PFIC, if Continental AG is or has been a PFIC at any time during their holding period and the consequences to them if the Continental AG or the Company were to be a PFIC.

18.4 U.S. Federal Income Tax Consequences of Distributions on the Shares or AUMOVIO ADRs

Distributions with respect to Shares or AUMOVIO ADRs will generally be included in a U.S. Holder's gross income as ordinary dividend income from foreign sources when actually or constructively received. Dividends will not be eligible for the dividends-received deduction generally available to U.S. corporations. Dividends received by eligible non-corporate U.S. Holders that satisfy a minimum holding period and certain other requirements generally will be taxed at the preferential rate applicable to qualified dividend income if the Company qualifies for the benefits of the U.S.-Germany Treaty. The Company expects that it will qualify for benefits under the U.S.-Germany Treaty.

Dividends paid on Shares in a currency other than USD will be included in income in a USD amount based on the exchange rate in effect on the date of receipt (or for U.S. Holders of ADRs, the date of receipt by the trustee for the ADRs, whether or not the currency is converted into USD at that time. A U.S. Holder's tax basis in the non-U.S. currency will equal the USD amount included in income. Any gain or loss realized on a subsequent conversion (including any gain or loss on a conversion of such currency by the trustee for the ADRs for distribution on the ADRs or other disposition of the non-U.S. currency for a different USD amount generally will be U.S. source ordinary income or loss. If dividends paid in a currency other than USD are converted into USD on the day they are received, the U.S. Holder generally will not be required to recognize foreign currency gain or loss in respect of the dividend income.

18.5 U.S. Federal Income Tax Consequences of Sales or Other Dispositions

A U.S. Holder generally will recognize capital gain or loss on the sale or other disposition of Shares or AUMOVIO ADRs equal to the difference between the USD value of the amount realized and the U.S. Holder's adjusted tax basis in such disposed shares or ADRs. Any gain or loss generally will be treated as arising from U.S. sources and will be long-term capital gain or loss if the U.S. Holder's holding period exceeds one year. Deductions for capital loss are subject to significant limitations.

A U.S. Holder that receives a currency other than USD on the sale or other disposition of Shares or AUMOVIO ADRs will realize an amount equal to the USD value of the currency received at the spot rate on the date of sale or other disposition (or, if the Shares or AUMOVIO ADRs are traded on an "established securities market" at the time of disposition, in the case of cash basis and electing accrual basis U.S. Holders, the settlement date). A U.S. Holder that does not determine the amount realized using the spot rate on the settlement date will recognize foreign currency gain or loss if the USD value of the currency received at the spot rate on the settlement date differs from the amount realized. A U.S. Holder will have a tax basis in the currency received equal to its USD value at the spot rate on the settlement date. Any foreign currency gain or loss realized on the settlement date or on a subsequent conversion of the non-U.S. currency for a different USD amount generally will be U.S. source ordinary income or loss.

18.6 Information Reporting and Backup Withholding

The receipt of Shares or AUMOVIO ADRs pursuant to the Spin-off, and payments of dividends and other proceeds with respect to the Shares or AUMOVIO ADRs may be reported to the IRS unless the holder is a corporation or otherwise establishes a basis for exemption. Backup withholding may apply to amounts subject to reporting if the holder fails to provide an accurate taxpayer identification number or otherwise establish a basis for exemption. A U.S. Holder can claim a credit against its U.S. federal income tax liability for amounts withheld under the backup withholding rules, and can claim a refund of amounts in excess of its tax liability by timely providing the appropriate information to the IRS.

Certain non-corporate U.S. Holders are required to report information with respect to their Shares or AUMOVIO ADRs not held through an account with a domestic financial institution. U.S. Holders that fail to report required information could become subject to substantial penalties. Potential investors are encouraged to consult with their own tax advisors about these and any other reporting obligations arising from their ownership in Shares or AUMOVIO ADRs.

THE DISCUSSION ABOVE IS A GENERAL OVERVIEW. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR INVESTOR. PROSPECTIVE INVESTORS SHOULD BE WARNED THAT THE TAX LAWS OF THEIR COUNTRY OF CITIZENSHIP, DOMICILE OR RESIDENCY MAY HAVE AN IMPACT ON THE TAX CONSIDERATIONS TO THEM OF THE SPIN-OFF AND INCOME RECEIVED FROM THE SHARES OR AUMOVIO ADRS. EACH PROSPECTIVE INVESTOR IS URGED TO CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES TO IT OF THE SPIN-OFF AND OWNERSHIP OF THE SHARES OR AUMOVIO ADRS IN LIGHT OF THE INVESTOR'S OWN CIRCUMSTANCES.

19. GLOSSARY

ACC	Adaptive cruise control.
ACUs	Airbag control units.
AD	Automated driving.
ADAS	Advanced Driver Assistance Systems.
ADCUs	Assisted and automated driving control units.
ADR	American Depositary Receipts.
ADR Tax Circular	The circular issued by the German Federal Ministry of Finance (*BMF-Schreiben*), dated May 24, 2013 (reference number IV C 1 – S 2204/12/10003), as amended by the circular dated December 18, 2018 (reference number IV C 1 – S 2204/12/10003), in respect of the taxation of ADRs on domestic shares.
AEV	AUDI Electronics Venture GmbH.
AFM	Automotive Aftermarket.
Agreement on Basic Principles.	The agreement entered into by AUMOVIO SE and IHO Beteiligungs GmbH together with Continental AG on March 12, 2025.
AI	Artificial intelligence.
AktG	German Stock Corporation Act (*Aktiengesetz*).
AM	Autonomous Mobility is a business area of AUMOVIO.
Ambarella	Ambarella Inc.
Annual Consolidated Financial Statements	The audited consolidated financial statements of the Automotive Group as at January 1, 2022 and as at and for the fiscal years ended December 31, 2022, 2023 and 2024 prepared in accordance with IFRS.
ANS	Architecture and Network Solutions is a business area of AUMOVIO.
AOT	AUMOVIO's Operations and Technology unit.
AP	Advanced purchasing.
APMs	Non-IFRS financial measures.
AQL	Automotive Quality Labs, i.e. research and development, testing and certification facilities.
AQSIQ	Chinese General Administration of Quality Supervision, Inspection and Quarantine.
ARAS	Advanced Rider Assistance Systems.
ASIL	Automotive Safety Integrity Level.
AUMOVIO	AUMOVIO SE together with its subsidiaries.
AUMOVIO ADRs	American Depositary Receipts representing shares in AUMOVIO SE.

Aurora	Aurora Innovation Inc and Aurora Operations, Inc.
Automotive Group	CAT GmbH and its direct and indirect subsidiaries and participations.
BaFin	German Federal Financial Supervisory Authority *(Bundesanstalt für Finanzdienstleistungsaufsicht).*
BCM	Body Control Modules.
BImSchG	German Federal Emissions Control Act *(Bundesimmissionsschutzgesetz).*
BIS	Bureau of Industry and Security.
BMW Group	Bayerische Motoren Werke AG and its subsidiaries.
CA France	Continental Automotive France S.A.S.
CA GmbH	Continental Automotive GmbH.
CAA	Clean Air Act.
CAC	Continental Automotive Corporation.
CADE	Brazilian antitrust authorities (*Conselho Administrativo de Defesa Econômica*).
CASC	Continental Automotive System Changchun Co., Ltd.
CAT GmbH	Continental Automotive Technologies GmbH.
CBAM	Carbon Border Adjustment Mechanism.
CBIA	Continental Brasil Industria Automotiva Ltda., Guarulhos, Brazil.
CCC	China Compulsory Certification.
CFR	U.S. Code of Federal Regulations.
Clearstream	Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany.
CM	Contract Manufacturing is a business area of AUMOVIO.
CO_2	Carbon dioxide.
CoBots	Collaborative robots.
Code	German Corporate Governance Code as amended on April 28, 2022.
CODs	Customer order desks.
Commercial Vehicle	Medium and heavy duty trucks with a weight over six metric tons and buses.
Company	AUMOVIO SE.
Consolidated Financial Statements	The Interim Consolidated Financial Statements, together with the Annual Consolidated Financial Statements.
Continental ADRs	American Depositary Receipts of Continental AG.
Continental AG	Continental Aktiengesellschaft.
Continental Group	Continental AG together with its consolidated subsidiaries.

Continental Holding China	Continental Holding China Co., Ltd.
Continental Trustee	Continental Automotive Pension Trust e.V.
Co-determination Agreement	Agreement, reached on June 23, 2025, as part of an employee involvement procedure carried out in the context of the Spin-off, on the establishment of additional non-mandatory employee participation at the level of AUMOVIO SE.
Cooperation Agreement	Agreement entered into on March 13, 2025, between AUMOVIO SE and INA-Holding Schaeffler GmbH & Co. KG, IHO Holding GmbH & Co. KG, IHO Beteiligung GmbH, and IHO Verwaltungs GmbH.
COVID-19 Pandemic	The global outbreak of COVID-19.
CRA	Regulation (EU) 2024/2847 of the European Parliament and of the Council of October 23, 2024 on horizontal cybersecurity requirements for products with digital elements.
CPV	Content per vehicle.
CRoA	Continental Rubber of America, Corp.
CSCS	Corporate Social Credit System.
CSDDD	Directive (EU) 2024/1760 of the European Parliament and of the Council of June 13, 2024 on corporate sustainability due diligence and amending Directive (EU) 2019/1937 and Regulation (EU) 2023/2859.
CSL	Cybersecurity Law.
CSRD	Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting.
CSR Guideline	Each of the guidelines on corporate sustainability reporting issued by the three securities exchanges in China.
CSV	Commercial and special vehicles.
CTA	Contractual trust arrangement.
Customer Sales Team	Cross-business-area central customer sales team of AUMOVIO.
CWA	Clean Water Act (33 U.S.C. Section 1251 et seq.).
Data Act	Regulation (EU) 2023/2854 of the European Parliament and of the Council of December 13, 2023 on harmonised rules on fair access to and use of data and amending Regulation (EU) 2017/2394 and Directive (EU) 2020/1828.
Domination and Profit and Loss Transfer Agreement	Domination and profit and loss transfer agreement between Continental AG and CAT GmbH.
DOT	U.S. Department of Transportation.
DSL	The Data Security Law (2021).

EB	Elektrobit Automotive GmbH.
ECUs	Electronic control units.
EEA	European Economic Area.
EMC	Electromagnetic compatibility.
EPA	U.S. Environmental Protection Agency.
ESC	Electronic stability control.
ESG	Environmental, social and governance.
ESH	Environment, safety and health.
ESMA	European Securities and Markets Authority.
eSol	e.Solutions GmbH.
EU Artificial Intelligence Act	Regulation (EU) 2024/1689.
EU DG Directive	Directive 2008/68/EC of the European Parliament and of the Council of September 24, 2008 on the inland transport of dangerous goods.
EU Dual-Use Regulation	Regulation (EU) 2021/821 of the European Parliament and of the Council of May 20, 2021 setting up a Union regime for the control of exports, brokering, technical assistance, transit and transfer of dual-use items.
EUDR	Regulation (EU) 2023/1115 of the European Parliament and of the Council of May 31, 2023 on the making available on the Union market and the export from the Union of certain commodities and products associated with deforestation and forest degradation and repealing Regulation (EU) No 995/2010.
EU Member States	Member States of the European Union.
EU Type Approval Regulation	Regulation (EU) 2018/858 of the European Parliament and of the Council of May 30, 2018 on the approval and market surveillance of motor vehicles and their trailers, and of systems, components and separate technical units intended for such vehicles, amending Regulations (EC) No 715/2007 and (EC) No 595/2009 and repealing Directive 2007/46/EC.
Eurozone	Certain participating Member States of the European Union that adopted the single European currency.
Executives	Persons discharging managerial responsibilities.
Executive Board	The Company's executive board (*Vorstand*).
Facility	A dual-currency revolving facility with an aggregate volume of €2,500 million, pursuant to the Facility Agreement.
Facility Agreement	Agreement concluded on March 13, 2025, by a syndicate consisting of three banks as mandated lead arrangers and bookrunners (Bank of America Europe DAC, Goldman Sachs Bank USA and J.P. Morgan), with three original lenders (Bank of America Europe DAC, Goldman Sachs Bank USA and JPMorgan Chase Bank, N.A., London Branch), AUMOVIO SE, CAT GmbH and AUMOVIO Holding Netherlands B.V.,

	regarding a dual-currency revolving facility with an aggregate volume of €2,500 million.
Family Shareholder	Maria Elisabeth Schaeffler-Thumann, Georg F. W. Schaeffler and any of their respective legal and/or appointed heirs (*gesetzliche und/oder gewillkürte Erben*).
Financial Statements	The Unconsolidated Financial Statements together with the Consolidated Financial Statements.
Fiscal Year 2022	The fiscal year ended December 31, 2022.
Fiscal Year 2023	The fiscal year ended December 31, 2023.
Fiscal Year 2024	The fiscal year ended December 31, 2024.
Fiscal Year 2025	The fiscal year ending on December 31, 2025.
FMVSS	Federal Motor Vehicle Safety Standards.
FTT	Financial transaction tax.
GAAP	Generally accepted accounting principles.
GDPR	Regulation (EU) No 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data.
General Safety Regulation	Regulation (EU) 2019/2144 of the European Parliament and of the Council of November 27, 2019 on type-approval requirements for motor vehicles and their trailers, and systems, components and separate technical units intended for such vehicles, as regards their general safety and the protection of vehicle occupants and vulnerable road users, amending Regulation (EU) 2018/858 of the European Parliament and of the Council and repealing Regulations (EC) No 78/2009, (EC) No 79/2009 and (EC) No 661/2009 of the European Parliament and of the Council and Commission Regulations (EC) No 631/2009, (EU) No 406/2010, (EU) No 672/2010, (EU) No 1003/2010, (EU) No 1005/2010, (EU) No 1008/2010, (EU) No 1009/2010, (EU) No 19/2011, (EU) No 109/2011, (EU) No 458/2011, (EU) No 65/2012, (EU) No 130/2012, (EU) No 347/2012, (EU) No 351/2012, (EU) No 1230/2012 and (EU) 2015/166.
German GAAP	Generally accepted accounting principles in accordance with the German Commercial Code (*Handelsgesetzbuch*).
GHG	Greenhouse Gas.
Global Share Certificate	One or multiple global share certificates representing the Shares, which are or will be deposited with Clearstream.
GPSR	Regulation (EU) 2023/988 of the European Parliament and of the Council of May 10, 2023 on general product safety, amending Regulation (EU) No 1025/2012 of the European Parliament and of the Council and Directive (EU) 2020/1828 of the European Parliament and the Council, and repealing Directive 2001/95/EC of the European Parliament and of the Council and Council Directive 87/357/EEC.

Group	AUMOVIO SE together with its subsidiaries.
Group Separation Agreement	Agreement entered into on March 13, 2025, between AUMOVIO SE, CAT GmbH and Continental AG.
GTC	General purchasing terms and conditions.
Headcount	Headcount includes all employees of AUMOVIO, including leased employees, but excluding apprentices, interns, employees with suspended contracts, and employees with special-wage (*geringfügige Beschäftigung*) or similar contracts.
HCT	Horizon Continental Technology (Shanghai) Co., Ltd.
HNTE	High and new technology enterprise.
Horizon	Horizon Robotics Group.
HPCs	High-Performance Computers.
HUD	Head-up Displays.
IAM	Independent aftermarket.
ICT	Information and communication technologies.
IED	Directive 2010/75/EU of the European Parliament and of the Council of November 24, 2010 on industrial emissions (integrated pollution prevention and control).
IFRS	IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union.
IHO	IHO Holding GmbH & Co. KG.
IHO CoC	The direct or indirect acquisition of the majority of (1) the voting rights and/or (2) interests in IHO and/or (3) shares in its general partner (*Komplementär*) by any person or an group of persons acting in concert (other than directly or indirectly, a Family Shareholder).
IHO Shareholders	IHO Beteiligungs GmbH, Herzogenaurach, Germany, IHO Verwaltungs GmbH, Herzogenaurach, Germany, IHO Holding GmbH & Co. KG, Herzogenaurach, Germany, IHO Management GmbH, Herzogenaurach, Germany, INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany, Schaeffler Holding LP, Dallas, U.S.A., Georg F. W. Schaeffler and Maria-Elisabeth Schaeffler-Thumann.
Industry 4.0 Solutions	Solutions implemented by AUMOVIO which shall modernize the entire production process chain with the aim to achieve a smart, i.e., technology-driven, manufacturing process.
Industry Study	The commissioned study provided by Berylls Strategy Advisors GmbH dated February 2025.
Interim Consolidated Financial Statements	The unaudited condensed consolidated interim financial statements of the Automotive Group as at and for the six-month period ended June 30, 2025 including the comparable figures for the six-month period ended June 30, 2024,

	prepared in accordance with IFRS for interim financial reporting (IAS 34).
IRS	U.S. Internal Revenue Services.
IR Code	U.S. Internal Revenue Code of 1986.
KFTC	Korea Fair Trade Commission.
LED	Light-emitting diode.
LEI	Legal Entity Identifier.
LiDAR	Light Detection And Ranging.
Light vehicle	Consisting of vehicles with a weight up to six metric tons such as passenger cars, crossover vehicles, sports utility vehicles, pick-ups, vans and light trucks.
Listing	The listing of the Shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).
LkSG	German Act on Corporate Due Diligence Obligations in Supply Chains (*Lieferkettensorgfaltspflichtengesetz*).
LOT	License on transfer.
LTI	Long-term incentive.
LYG	Continental Automotive Corporation (Lian Yun Gang) Co., Ltd.
MAR	Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse, as amended.
Merger	Merger of the Continental Automotive GmbH (CA GmbH), the sole shareholder of CAT GmbH, into Continental AG.
Middleware	Software acting as a bridge between different applications or systems, enabling them to communicate and manage data efficiently.
MIFID II	Directive 2014/65/EU of the European Parliament and of the Council of May 15, 2014 on markets in financial instruments, as amended.
MIFID II Requirements	MIFID II, Articles 9 and 10 Commission Delegated Directive (EU) 2017/593 of April 7, 2016 supplementing MiFID II and local implementing measures.
MK C2	AUMOVIO's integrated braking system called MK C2.
ML	Machine learning.
M&A	Merger and acquisition.
NAD	Network Access Device.
NAAQS	National Ambient Air Quality Standards.
NCAP	European New Car Assessment Program.
NHTSA	National Highway Traffic Safety Administration.
NIS2	Directive (EU) 2022/2555 of the European Parliament and of the Council of December 14, 2022 on measures for a high common level of cybersecurity across the Union, amending

	Regulation (EU) No 910/2014 and Directive (EU) 2018/1972, and repealing Directive (EU) 2016/1148.
Nisshinbo	Nisshinbo Holding Inc.
OEM	Original Equipment Manufacturer.
OES	Original equipment services.
Off-Highway	Vehicles used in specialized environments (e.g., in forestry and agriculture, in the construction industry and mining).
OSHA	Occupational Safety and Health Administration.
Parent-Subsidiary Directive	EC Directive 2011/96/EU of November 30, 2011, as amended.
Payment 1	50% of the target total value of the gross amount of the Spin-off Bonus, to be paid out upon the admission to trading of the Shares.
Payment 2	The further amount of the Spin-off Bonus, to be paid out 18 months after admission to trading of the Shares.
PCF	Personal Contribution Factor.
PCG	Parent company guarantee from Continental AG in relation to the Schemes.
Performance Bonus	Short-term remuneration component of the variable, performance-based remuneration for the Executive Board members.
PFAS	Per- and polyfluoroalkyl substances.
PFIC	Passive foreign investment company.
PHMSA	U.S. Pipeline and Hazardous Materials Safety Administration.
PIPL	The Personal Information Protection Law (2021).
PLD	Directive (EU) 2024/2853 of the European Parliament and of the Council of October 23, 2024 on liability for defective products and repealing Council Directive 85/374/EEC.
Product Liability Directive	Council Directive 85/374/EEC of July 25, 1985 on the approximation of the laws, regulations and administrative provisions of the EU member states concerning liability for defective products, as amended by Directive 1999/34/EC of the European Parliament and of the Council of May 10, 1999.
Prospectus	Prospectus refers to this prospectus dated September 10, 2025.
REACH	Regulation (EC) No 1907/2006 of the European Parliament and of the Council of December 18, 2006 concerning the Registration, Evaluation, Authorisation and Restriction of Chemicals.
R&D	Research and Development.
Red Sea Crisis	The attacks on shipping routes in the Red Sea area carried out by Houthi rebels beginning in November 2023.
Russia-Ukraine War	The Russian invasion of the Ukraine and the related military conflicts.

RVCDDS	Responsible value chain due diligence system.
R&D	Research and development.
SABS	Shanghai Automotive Brake Systems Co., Ltd.
SAM	Safety and Motion is a business area of AUMOVIO.
Schaeffler Group	Schaeffler AG and its subsidiaries.
Schemes	The two defined benefit schemes sponsored by AUMOVIO.
SCM	Supply chain management.
SDVs	Software-defined vehicles.
SEAG	German Act on the SE-Implementation (*SE-Ausführungsgesetz*).
SEC	The Securities and Exchange Commission.
SE Regulation	Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the statute for a European Stock Corporation (SE), as amended.
SEP	Standard Essential Patents.
Shares	The Company's shares.
SoC	System-on-chip.
Soil Pollution Prevention Law	Law on Prevention and Control on Soil Pollution.
Spin-off	Spin-off by absorption (*Abspaltung zur Aufnahme*) in accordance with the German Transformation Act (*Umwandlungsgesetz*) of the business activities of the Automotive Group (primarily comprising the business activities of the Automotive group sector of the Continental Group) to the Company, by transferring all shares in Continental Automotive Technologies GmbH as well as the domination and profit and loss transfer agreement between Continental AG and Continental Automotive Technologies GmbH to AUMOVIO SE.
Spin-off Assets	The Domination and Profit and Loss Transfer Agreement together with the direct participation in CAT GmbH.
Spin-off Bonus	A one-time granted spin-off bonus.
Spin-off and Transfer Agreement	Spin-off and transfer agreement (*Abspaltungs- und Übernahmevertrag*) between Continental AG and the Company.
SQM	Supplier quality management.
SSC	Strategic supplier contracts.
SSL	Strategic supplier list.
STI	Short-term incentive.
STI Target Amount	The target amount granted in case of 100% target achievement.
Supervisory Board	The Company's supervisory board.

Target Market Assessment	The product approval process, as a result of which it has been determined that the Shares are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II, and (ii) eligible for distribution through all distribution channels permitted by MiFID II.
Tax Neutral Share Exchange	The right of Germany is not excluded or limited regarding the taxation of profits from the disposal of Shares in the Company (*steuerneutraler Aktientausch*).
Taxonomy Regulation	Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088.
TCMS	Technical compliance management system.
TCU	Telematic control units.
TPMS	Tire pressure monitoring system.
Tranche 1	Payment of 50% of the target total value of the gross amount prior to the Listing.
Tranche 2	Payment of further amount 18 months after the Listing.
TSCA	The Toxic Substances Control Act of 1976.
UmwG	The German Transformation Act (*Umwandlungsgesetz*).
Unconsolidated Financial Statements	Audited unconsolidated financial statements of the Company (formerly named: Continental Automotive Holding SE, before: Blitz 24-891 SE) for the short fiscal year from August 6, 2024 to December 31, 2024, prepared in accordance with generally accepted accounting principles in accordance with the German Commercial Code (*Handelsgesetzbuch*).
UNECE	United Nations Economic Commission for Europe.
U.S. Holder	A beneficial owner of Continental AG shares, Continental ADRs, Shares or AUMOVIO ADRs (in each case, as applicable) that is, for U.S. federal income tax purposes: (i) a citizen or individual resident of the U.S., (ii) a corporation created or organized under the laws of the U.S., any state thereof, or the District of Columbia, (iii) a trust subject to the control of one or more U.S. persons and the primary supervision of a U.S. court and (iv) an estate the income of which is subject to U.S. federal income tax without regard to its source.
U.S.-Germany Treaty	The income tax treaty between the U.S. and Germany.
UWB	Ultrawide band.
UX	User Experience is a business area of AUMOVIO.
VDA	German association of the automotive industry (*Verband der Automobilindustrie*).
Vitesco Technologies	Vitesco Technologies Group Aktiengesellschaft and its subsidiaries.

Waste Framework Directive	Directive 2008/98/EC of the European Parliament and of the Council of 19 November 2008 on waste and repealing certain Directives.
Water Pollution Prevention Law	The Law on Prevention and Control of Water Pollution.
WpHG	German Securities Trading Act (*Wertpapierhandelsgesetz*).
WpÜG	German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*).
Xinjiang	Xinjiang Uyghur Autonomous Region, China.
ZCUs	Zone Control Units.

20. FINANCIAL INFORMATION

Unaudited Consolidated Interim Financial Statements of Continental Automotive Technologies GmbH for the six-month period ended June 30, 2025, prepared in accordance with IFRS for interim financial reporting (IAS 34) **F-2**

Interim Consolidated Statement of Income F-3

Interim Consolidated Statement of Comprehensive Income F-4

Interim Consolidated Statement of Financial Position F-5

Interim Consolidated Statement of Cash Flows F-7

Interim Consolidated Statement of Changes in Equity F-8

Explanatory Notes to the Interim Consolidated Financial Statements F-9

Audited Consolidated Financial Statements of Continental Automotive Technologies GmbH for the fiscal years ended December 31, 2024, 2023 and 2022, prepared in accordance with IFRS **F-2c**

Consolidated Statement of Income F-2т

Consolidated Statement of Comprehensive Income F-2у

Consolidated Statement of Financial Position F-нф

Consolidated Statement of Cash Flows F-3м

Consolidated Statement of Changes in Equity F-3н

Notes to the Consolidated Financial Statements F-3о

Independent Auditor's Report F-13н

Audited Unconsolidated Financial Statements of AUMOVIO SE (formerly named: Continental Automotive Holding SE, before: Blitz 24-891 SE) for the short fiscal year (*Rumpfgeschäftsjahr*) from August 6, 2024 to December 31, 2024, prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*) **F-13p**

Balance Sheet F-13с

Statement of Income F-13у

Notes to the Audited Unconsolidated Financial Statements of the Company F-1оф

Independent Auditor's Report F-14м

Unaudited Consolidated Interim Financial Statements of Continental Automotive Technologies GmbH for the six-month period ended June 30, 2025

Interim Consolidated Financial Statements as at June 30, 2025

Consolidated Statement of Income

	January 1 to June 30	
€ millions	2025	2024
Sales	9,545	9,899
Cost of sales	–7,804	–8,323
Gross margin on sales	1,741	1,576
Research and development expenses	–1,713	–1,829
Selling and logistics expenses	–304	–352
Administrative expenses	–177	–175
Other income	591	658
Other expenses	–257	–138
Income from equity-accounted investees	5	20
EBIT	–114	–241
Interest income	33	115
Interest expense	–76	–275
Effects from currency translation[1]	92	–19
Effects from changes in the fair value of derivative instruments, and other valuation effects	0	–24
Financial result	48	–202
Earnings before tax	–65	–443
Income taxes	–113	–59
Net income (+) / loss (-)	–178	–502
Non-controlling interests	–20	–5
Net income (+) / loss (-) attributable to the shareholders of the parent	–198	–507
Basic earnings per share in €	–375.92	–961.98
Diluted earnings per share in €	–375.92	–961.98

1 High volatility in the foreign exchange markets led to significant positive exchange rate effects.

Consolidated Statement of Comprehensive Income

	January 1 to June 30	
€ millions	2025	2024
Net income (+) / loss (-)	–178	–502
Items that will not be reclassified to profit or loss		
Remeasurement of defined benefit plans[1]	151	210
Fair value adjustments[1]	142	213
Investment in equity-accounted investees[2]	—	—
Currency translation[1]	9	–2
Other investments	2	0
Fair value adjustments[1]	0	1
Investment in equity-accounted investees[2]	0	—
Currency translation[1]	2	0
Tax on other comprehensive income	–39	–59
Items that may be reclassified subsequently to profit or loss		
Currency translation[1, 3]	–455	–52
Effects from currency translation[1]	–455	–53
Reclassification adjustments to profit or loss	0	1
Investment in equity-accounted investees[2]	—	—
Tax on other comprehensive income	0	0
Other comprehensive income (+) / loss (-)	–342	99
Comprehensive income (+) / loss (-)	–520	–402
Non-controlling interests	–8	3
Comprehensive income (+) / loss (-) attributable to the shareholders of the parent	–528	–399

1 Including non-controlling interests.
2 Including taxes.
3 High volatility in the foreign exchange markets led to significant negative exchange rate effects.

Consolidated Statement of Financial Position

Assets

€ millions	Jun. 30, 2025	Dec. 31, 2024
Goodwill	2,091	2,129
Other intangible assets	360	413
Property, plant and equipment	4,937	5,282
Investment property	2	2
Investments in equity-accounted investees	189	223
Other investments	80	84
Deferred tax assets	1,444	1,561
Defined benefit assets	58	58
Long-term derivative instruments and interest-bearing investments	3	3
Long-term other financial assets	196	170
Long-term other assets	16	12
Non-current assets	9,377	9,938
Inventories	2,435	2,583
Trade accounts receivable	3,493	3,642
Short-term contract assets	99	92
Short-term other financial assets	46	48
Short-term other assets	548	509
Income tax receivables	177	118
Short-term derivative instruments and interest-bearing investments	21	1,594
Cash and cash equivalents	1,685	1,394
Assets held for sale	38	—
Current assets	8,542	9,979
Total assets	17,919	19,917

Equity and liabilities

€ millions	Jun. 30, 2025	Dec. 31, 2024
Subscribed capital	1	1
Capital reserves	7,599	7,598
Retained earnings	1,692	1,924
Other comprehensive income	–1,099	–770
Equity attributable to the shareholders of the parent	8,192	8,753
Non-controlling interests	168	204
Total equity	8,360	8,956
Long-term employee benefits	1,523	1,676
Deferred tax liabilities	46	69
Long-term provisions for other risks and obligations	363	358
Long-term indebtedness	247	282
Long-term other financial liabilities	0	—
Long-term contract liabilities	37	22
Long-term other liabilities	13	14
Non-current liabilities	2,229	2,420
Short-term employee benefits	662	686
Trade accounts payable	3,436	3,675
Short-term contract liabilities	127	155
Income tax payables	96	98
Short-term provisions for other risks and obligations	683	701
Short-term indebtedness	1,472	2,377
Short-term other financial liabilities	478	516
Short-term other liabilities	340	332
Liabilities held for sale	36	—
Current liabilities	7,330	8,541
Total equity and liabilities	17,919	19,917

Consolidated Statement of Cash Flows

	January 1 to June 30	
€ millions	2025	2024
Net income (+) / loss (-)	–178	–502
Income taxes	113	59
Financial result	–48	202
EBIT	–114	–241
Interest paid	–85	–242
Interest received	34	126
Income tax paid	–176	–148
Dividends received	47	0
Depreciation, amortization, impairment and reversal of impairment losses	522	542
Income from equity-accounted investees and other investments, incl. impairment and reversal of impairment losses	–5	–20
Gains/losses from the disposal of assets, companies and business operations	10	–27
Changes in		
inventories	62	–61
trade accounts receivable	–19	251
trade accounts payable	–71	–323
employee benefits and other provisions	–28	40
other assets and liabilities as well as other non-cash effects	–68	–178
Cash flow arising from operating activities	110	–279
Capital expenditure on property, plant and equipment, and software	–301	–409
Capital expenditure on intangible assets from development projects and miscellaneous	–2	–10
Disposal of property, plant and equipment, and intangible assets	16	22
Acquisition of companies and business operations	–12	–5
Disposal of companies and business operations	1	—
Cash flow from interest-bearing investments[1]	1,820	–125
Cash flow arising from investing activities	1,522	–527
Cash flow before financing activities (free cash flow)	1,633	–806
Redemption of bonds	—	—
Repayment of lease liabilities	–51	–51
Change in other indebtedness	–877	–311
Other cash changes	–2	0
Cash flow from profit and loss transfer agreements	–273	719
Dividends paid to and cash changes from equity transactions with non-controlling interests	–48	–6
Cash flow arising from financing activities	–1,251	351
Change in cash and cash equivalents	382	–455
Cash and cash equivalents at the beginning of the reporting period	1,394	1,601
Disposal of cash and cash equivalents through changes in the scope of consolidation	—	–3
Effect of exchange-rate changes on cash and cash equivalents	–91	–14
Cash and cash equivalents at the end of the reporting period	1,685	1,129

1 Cash inflow from interest-bearing investments during the first half of 2025 includes primarily cash changes in receivables from cash pooling and of loans with non-Automotive companies of Continental Group.

Consolidated Statement of Changes in Equity

€ millions	Subscribed capital	Capital reserves	Retained earnings	Successive purchases	Difference from remeasurement of defined benefit plans	Difference from currency translation	Difference from financial instruments	Total	Non-controlling interests	Total
As at January 1, 2024	1	2,354	2,305	–131	–496	–120	11	3,924	209	4,133
Net income (+) / loss (-)	—	—	–507	—	—	—	—	–507	5	–502
Other comprehensive income (+) / loss (-)	—	—	—	—	151	–44	1	108	–8	99
Net profit (+) / loss (-) for the period	—	—	–507	—	151	–44	1	–399	–3	–402
Profit and loss transfer agreement	—	—	—	—	—	—	—	—	—	—
Dividends paid/resolved	—	—	—	—	—	—	—	—	–10	–10
Successive purchases	—	—	—	—	—	—	—	—	—	—
Other changes[1]	—	—	90	—	0	0	0	90	1	92
As at June 30, 2024	1	2,354	1,889	–131	–344	–164	12	3,615	196	3,811
As at January 1, 2025	1	7,598	1,924	–131	–418	–233	11	8,753	204	8,956
Net income (+) / loss (-)	—	—	–198	—	—	—	—	–198	20	–178
Other comprehensive income (+) / loss (-)	—	—	—	—	112	–443	2	–330	–12	–342
Net profit (+) / loss (-) for the period	—	—	–198	—	112	–443	2	–528	8	–520
Capital increase[2]	—	1	0	—	—	—	—	1	0	1
Profit and loss transfer agreement	—	—	—	—	—	—	—	—	—	—
Dividends paid/resolved	—	—	—	—	—	—	—	—	–43	–43
Successive purchases	—	—	—	—	—	—	—	—	—	—
Other changes[3]	—	—	–34	—	0	—	0	–34	0	–34
As at June 30, 2025	1	7,599	1,692	–131	–306	–675	13	8,192	168	8,360

1 Other changes include €90 million from adjustments due to tax (group) changes.

2 AUMOVIO SE grants a retention bonus to a certain, limited number of employees at management levels under the future Management Board of AUMOVIO SE. This consists of the payment of a gross amount in two tranches, which the beneficiaries must invest in shares after having received the payment and after deducting the related taxes. The gross amount to be paid out for tranche 2 is based on the share price development of AUMOVIO SE. The retention bonus scheme has been classified as an equity-settled share-based arrangement in accordance with IFRS 2, Share-based Payment, and leads to an increase of €1 million in the capital reserves of Continental Automotive Technologies GmbH as of June 30, 2025.

3 Other changes include –€34 million from adjustments due to tax (group) changes and €0 million from a reclassification of fair value adjustments in connection with the transfer from equity-accounted investees.

Explanatory Notes to the Consolidated Financial Statements

Segment report for the period from January 1 to June 30, 2025

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
External sales	1,616	2,551	3,736	1,531	82	28	9,545
Intercompany sales	6	23	4	7	0	–40	—
Sales (total)	1,623	2,574	3,740	1,538	82	–12	9,545
EBIT (segment result)	–38	–57	70	–17	0	–70	–114
in % of sales	–2.4	–2.2	1.9	–1.1	–0.4	—	–1.2
Depreciation and amortization[1]	92	140	183	99	4	4	522
thereof impairment[2]	1	11	1	2	0	0	16
Capital expenditure[3]	75	66	101	100	1	2	346
in % of sales	4.6	2.6	2.7	6.5	0.9	—	3.6
Operating assets as at June 30	1,976	1,681	3,169	1,409	44	26	8,304
Number of employees as at June 30[4]	15,145	25,266	32,369	11,567	494	1,935	86,776
Adjusted sales[5]	1,623	2,574	3,740	1,538	82	–12	9,545
Adjusted operating result (adjusted EBIT)[6]	–1	102	154	10	5	–12	259
in % of adjusted sales	–0.0	4.0	4.1	0.7	6.1	—	2.7

1 Excluding impairment on financial investments.
2 Impairment also includes necessary reversals of impairment losses.
3 Capital expenditure on property, plant and equipment, and software.
4 Excluding trainees.
5 Before changes in the scope of consolidation.
6 Before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects.

Segment report for the period from January 1 to June 30, 2024

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
External sales	1,668	2,749	3,823	1,500	135	24	9,899
Intercompany sales	10	41	8	9	0	–69	—
Sales (total)	1,678	2,791	3,831	1,509	135	–45	9,899
EBIT (segment result)	–126	–23	23	–134	2	17	–241
in % of sales	–7.5	–0.8	0.6	–8.9	1.7	—	–2.4
Depreciation and amortization[1]	99	135	188	108	6	5	542
thereof impairment[2]	2	1	0	6	0	0	9
Capital expenditure[3]	93	100	130	109	1	4	437
in % of sales	5.5	3.6	3.4	7.2	1.1	—	4.4
Operating assets as at June 30	2,279	1,934	3,830	1,270	58	60	9,432
Number of employees as at June 30[4]	17,730	27,856	35,899	13,953	869	2,593	98,900
Adjusted sales[5]	1,627	2,791	3,831	1,509	135	–45	9,848
Adjusted operating result (adjusted EBIT)[6]	–64	60	67	–113	2	0	–49
in % of adjusted sales	–4.0	2.1	1.7	–7.5	1.7	—	–0.5

1 Excluding impairment on financial investments.
2 Impairment also includes necessary reversals of impairment losses.
3 Capital expenditure on property, plant and equipment, and software.
4 Excluding trainees.
5 Before changes in the scope of consolidation.
6 Before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects.

Reconciliation of sales to adjusted sales and of EBITDA to adjusted operating result (adjusted EBIT) from January 1 to June 30, 2025

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Sales	1,623	2,574	3,740	1,538	82	–12	9,545
Changes in the scope of consolidation[1]	—	—	—	—	—	—	—
Adjusted sales	1,623	2,574	3,740	1,538	82	–12	9,545
EBITDA	54	82	252	82	4	–66	408
Depreciation and amortization[2]	–92	–140	–183	–99	–4	–4	–522
EBIT	–38	–57	70	–17	0	–70	–114
Amortization of intangible assets from purchase price allocation (PPA)	2	15	0	—	—	—	18
Changes in the scope of consolidation[1]	—	—	—	—	—	0	0
Special effects							
Impairment on goodwill	—	—	—	—	—	—	—
Impairment[3]	1	0	–1	2	0	0	3
Restructuring[4]	6	132	30	19	5	30	223
Restructuring-related expenses	0	6	2	1	0	0	9
Severance payments	9	5	8	4	0	1	28
Gains and losses from disposals of companies and business operations	19	—	—	—	—	—	19
Other[5]	0	1	45	0	0	28	74
Adjusted operating result (adjusted EBIT)	–1	102	154	10	5	–12	259

1 Changes in the scope of consolidation include additions and disposals as part of share and asset deals. Adjustments were made for additions in the reporting year and for disposals in the comparative period of the prior year.
2 Excluding impairment on financial investments.
3 Impairment also includes necessary reversals of impairment losses. It does not include impairment that arose in connection with a restructuring and impairment on financial investments and goodwill.
4 Also includes restructuring-related impairment losses totaling €13 million attributable to the ANS segment (€11 million) and SAM segment (€2 million).
5 Includes €31 million impairment related adjustments to assets held for sale, €28 million costs for preparation and implementation of the Spin-off as well as €13 million other separation related costs.

Reconciliation of sales to adjusted sales and of EBITDA to adjusted operating result (adjusted EBIT) from January 1 to June 30, 2024

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Sales	1,678	2,791	3,831	1,509	135	–45	9,899
Changes in the scope of consolidation[1]	–51	—	—	—	—	—	–51
Adjusted sales	1,627	2,791	3,831	1,509	135	–45	9,848
EBITDA	–27	113	211	–25	9	22	301
Depreciation and amortization[2]	–99	–135	–188	–108	–6	–5	–542
EBIT	–126	–23	23	–134	2	17	–241
Amortization of intangible assets from purchase price allocation (PPA)	10	18	1	—	—	—	28
Changes in the scope of consolidation[1]	19	—	—	—	—	0	18
Special effects							
Impairment on goodwill	—	—	—	—	—	—	—
Impairment[3]	2	0	0	6	0	0	8
Restructuring[4]	27	59	34	11	0	0	132
Restructuring-related expenses	1	1	3	3	—	—	8
Severance payments	4	5	7	0	0	1	17
Gains and losses from disposals of companies and business operations	—	—	—	—	—	–19	–19
Other	—	—	—	0	—	—	0
Adjusted operating result (adjusted EBIT)	–64	60	67	–113	2	0	–49

1 Changes in the scope of consolidation include additions and disposals as part of share and asset deals. Adjustments were made for additions in the reporting year and for disposals in the comparative period of the prior year.
2 Excluding impairment on financial investments.
3 Impairment also includes necessary reversals of impairment losses. It does not include impairment that arose in connection with a restructuring and impairment on financial investments and goodwill.
4 Also includes restructuring-related impairment losses totaling €1 million, the largest part of which is attributable to the ANS segment (€1 million).

Reconciliation of EBIT to net income

	January 1 to June 30	
€ millions	2025	2024
Autonomous Mobility	–38	–126
Architecture and Network Solutions	–57	–23
Safety and Motion	70	23
User Experience	–17	–134
Contract Manufacturing	0	2
Other/Holding/Consolidation	–70	17
EBIT	–114	–241
Financial result	48	–202
Earnings before tax	–65	–443
Income taxes	–113	–59
Net income (+) / loss (-)	–178	–502
Non-controlling interests	–20	–5
Net income (+) / loss (-) attributable to the shareholders of the parent	–198	–507

Segment reporting

In accordance with the provisions of IFRS 8, *Operating Segments*, Continental Automotive Technologies GmbH's segment reporting is based on the management approach with regard to segment identification, under which information regularly provided to the chief operating decision-maker for decision-making purposes is considered decisive. Products with similar characteristics have been grouped into segments. It is essential to note that the operating segments are equivalent to the reportable segments. This correspondence is evident in product requirements and market trends.

The activities of the Continental Automotive Technologies Group are divided into the following segments:

Autonomous Mobility (AM) develops and manufactures products and solutions for Advanced Driver Assistance Systems (ADAS) and Autonomous Driving (AD) technologies. With its ADAS and AD electronics, software, and service solutions, AM provides technologies that enhance vehicle safety and improve the overall driving experience in the automated and autonomous mobility sector. Additionally, AM offers electronics, software, and service solutions for commercial and special-purpose vehicles. These solutions are specifically tailored to the needs of trucks, buses, two-wheelers, and vehicles operating in specialized environments such as forestry, agriculture, construction, and mining (off-highway). Furthermore, AM provides customized service solutions for vehicle fleets and workshops.

Architecture and Network Solutions (ANS) develops and manufactures electronic products and solutions for Software-Defined Vehicles (SDVs) – vehicles that manage their processes primarily or entirely through software, enabling and adding functions. ANS offers server-zone architecture (e.g., structured systems in which electronic components, modules, and networks are divided into zones independently of their vehicle function and centrally managed by servers or control units to enhance efficiency and flexibility), advanced access solutions, vehicle connectivity solutions, comfort electronics (e.g., seat comfort systems for vehicle occupants), and build-to-print services. Throughout the entire vehicle lifecycle, ANS combines hardware and software solutions in the fields of vehicle architecture and connectivity, developing, designing, and manufacturing its technologies and software while integrating them into complete vehicle systems.

Safety and Motion (SAM) develops and manufactures products in the chassis domain. Its product portfolio includes components, systems, and software for passive and active safety, vehicle dynamics, and comfort, such as electronic braking systems and airbag control units. SAM serves the market for light vehicles and two-wheelers with its products. Additionally, SAM encompasses the Automotive Aftermarket business, offering replacement parts for vehicle components (including products from other business areas of Automotive) and other manufacturers for the original equipment business and the independent aftermarket.

User Experience (UX) designs, develops, and produces products for driver and passenger information and vehicle interaction, such as display solutions, head-up displays, and digital clusters. Digital clusters are digital instrument displays that provide the driver with essential driving information (e.g., speed display, tachometer, temperature, fuel level, indicator lights, and warnings) as well as additional information (e.g., navigation, radio, and phone). UX covers the entire lifecycle of its products, from innovation and advanced technology development to series development based on specific customer requirements and mass production. UX carries out a range of pre-assembly processes in-house, such as optical bonding, display backlight manufacturing, plastic injection molding, and display sealing, while also sourcing key components, such as display panels, from a global network of suppliers. In addition, mechanical combination instruments, interior cameras, in-car entertainment systems, radios, and haptic control elements complement the UX portfolio, but are no longer actively offered.

Contract Manufacturing (CM)
The contract manufacturing of products by Continental Automotive Technologies Group companies for Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024) is consolidated in Contract Manufacturing. This contract manufacturing is not intended to be a permanent situation; rather, the operational separation of production will continue to be promoted and the volume of contract manufacturing reduced.

Other/Holding/Consolidation
This comprises centrally managed subsidiaries and affiliates, such as holding, financing and insurance companies, as well as the holding function of Continental Automotive Technologies Group and certain effects of consolidation. It also contains the effects on earnings of uncertain risks, particularly those in connection with contractual and similar claims or obligations representing, among other things, risks from investments that cannot currently be assigned to the individual operating units. Additionally, it includes Central Engineering Services (CES), which provides mainly intercompany engineering and technology solutions.

Basis of preparation and accounting principles

The Executive Board of Continental AG (hereinafter also referred to as "CAG"), Hanover, Germany made the decision to fully spin-off its automotive business with subsequent listing.

In an initial preparatory step to separate the Continental automotive business from Continental AG and its subsidiaries (hereinafter also referred to as "Continental Group"), Continental AG bundled the automotive business under Continental Automotive Technologies GmbH (hereinafter also referred to as "CAT"), Hanover, Germany, established on July 18, 1929. This legal reorganization was largely completed prior to January 1, 2022, with only very few changes being implemented thereafter and presented in the 2024 consolidated financial statements of Continental Automotive Technologies Group (hereafter referred to as the "Consolidated Financial Statements").

The sole shareholder of Continental Automotive Technologies GmbH is Continental Automotive GmbH, Hanover, Germany with 100%.

On April 25, 2025, the annual shareholder meeting of Continental AG approved the spin-off of the current Automotive group sector and Contract Manufacturing sector, which are already consolidated under the Continental Automotive Technologies GmbH, under the name AUMOVIO in 2025.

This set of interim consolidated financial statements of Continental Automotive Technologies GmbH (hereafter referred to as the "Interim Consolidated Financial Statements") has been prepared on a voluntary basis according to the European Prospectus Regulation No. 2017/1129 in connection with the supplementing delegated Regulation No. 2019/980 (collectively referred to as European Prospectus Regulation).

The amounts reported in these Interim Consolidated Financial Statements are not necessarily representative of the amounts that would have been reported in the interim consolidated financial statements if Continental Automotive Technologies Group had operated independently of Continental AG. Consequently, in case that the Continental Automotive Technologies Group is separated from Continental AG, future results of operations may include costs and expenses that may be materially different than Continental Automotive Technologies Group's historical results of operations, financial position and cash flows. For instance, this is due to the fact that Continental AG currently provides services to the Continental Automotive Technologies Group, e.g., administrative services such as tax, legal, controlling, accounting, IT or insurance. Accordingly, the interim consolidated financial statements for these periods are not indicative of Continental Automotive Technologies Group's future results of operations, financial position and cash flows.

The Interim Consolidated Financial Statements were prepared in condensed form in compliance with IAS 34, *Interim Financial Reporting*; they should be read in conjunction with the 2024 Consolidated Financial Statements of Continental Automotive Technologies Group. These Interim Consolidated Financial Statements were prepared in accordance with the IFRS® Accounting Standards (IFRS) applicable at the end of the reporting period and endorsed by the European Union. These also include the International Accounting Standards (IAS) and the interpretations issued by the International Financial Reporting Standards Interpretations Committee or its predecessor, the International Financial Reporting Interpretations Committee (IFRIC), and the former Standing Interpretations Committee (SIC). The same accounting policies have been applied in the Interim Consolidated Financial Statements as in the 2024 Consolidated Financial Statements of Continental Automotive Technologies GmbH. These accounting policies are described in detail in the 2024 Consolidated Financial Statements. In addition, the IFRS amendments and new regulations effective as at June 30, 2025, have also been applied in the Interim Consolidated Financial Statements. A detailed description of these mandatory IFRS amendments and new regulations can be found in the 2024 Consolidated Financial Statements of Continental Automotive Technologies GmbH.

IFRS amendments and new regulations effective as at June 30, 2025, had no material effect on the reporting of the Continental Automotive Technologies Group.

Income tax expense is calculated based on the estimated, weighted average tax rate expected for the year as a whole. Tax effects of specific significant items that can only be allocated to the respective period under review are taken into account.

Although certain elements of the Continental Automotive Technologies Group's business are seasonal, the overall comparability of the consolidated financial reports is not compromised. All significant effects in the current period are shown in this report. Changes in the recognition or measurement of assets and liabilities within the scope of company acquisitions are presented retrospectively once the final purchase price allocation has been determined.

The Interim Consolidated Financial Statements have been prepared in euros. Unless otherwise stated, all amounts are shown in millions of euros (€ millions). Please note that differences may arise as a result of the use of rounded amounts and percentages.

Impact of the geopolitical situation on accounting in the reporting period

Based on available information during the reporting period, Continental Automotive Technologies Group continuously reviewed the effects of the ongoing war in Ukraine, the conflicts in the Middle East, the conflict between China and Taiwan, the development of US tariff policy and the unclear development of the geopolitical situation, as well as the resulting disruptions to production, supply chains and demand, on the accounting of the Continental Automotive Technologies Group as of June 30, 2025. Based on this review, no material effects on the reporting of the Continental Automotive Technologies Group were identified in the reporting period.

Impact of the macroeconomic environment and climate-related aspects on accounting in the reporting period

Based on available information, the effects of the current macroeconomic environment on the accounting of the Continental Automotive Technologies Group were continuously reviewed in the reporting period. Based on this review, no material effects on the reporting of the Continental Automotive Technologies Group were identified in the reporting period.

No significant effects of climate-related risk factors on reporting were identified in the reporting period. There were also no significant effects on individual items in the reporting period. For a detailed description of the areas identified on which climate-related issues could have an effect, please refer to the 2024 consolidated financial statements of Continental Automotive Technologies GmbH.

Companies consolidated

In addition to the parent company, the number of companies consolidated includes 157 (December 31, 2024:165) domestic and foreign companies that Continental Automotive Technologies GmbH incorporates according to the regulations of IFRS 10, *Consolidated Financial Statements*, or that are classified as joint arrangements or associates. Of these, 110 (December 31, 2024:113) are fully consolidated and 47 (December 31, 2024:52) are accounted for using the equity method.

Since December 31, 2024, the number of companies consolidated has decreased by a total of eight. Two new companies were acquired, and two companies were founded. Six companies were sold, and six companies changed from being accounted for using the equity method, thereof five changed to participations as consequence of a share deal and one was deconsolidated.

Acquisition and disposal of companies and business operations

In the period from January 1, 2025, till June 30, 2025, four business activities have been sold. The purchase price amounting to €2 million

has been settled in cash in the amount of €1 million and in the form of current other financial assets in the amount of €1 million. The carrying amount of the net assets disposed of amounted to €16 million. The entire transaction resulted in a loss on disposal of €15 million.

A share deal has been signed to sell a drum brake production and R&D facility in Italy, including all employees and operations. The transaction is subject to customary closing conditions and approvals, with an anticipated closure in the fourth quarter of 2025. The resulting impairment loss on assets held for sale amounts to €31 million.

Apart from this there were no material disposals of companies and business operations in the period under review.

Revenue from contracts with customers

The following tables show the breakdown of sales in accordance with IFRS 15, *Revenue from Contracts with Customers*, into main geographical markets, segments, customer groups and product types:

Sales from contracts with customers from January 1 to June 30, 2025

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Germany	334	606	808	697	27	–18	2,455
Europe excluding Germany	527	572	905	327	48	13	2,393
North America	350	672	882	111	6	–3	2,018
Asia-Pacific	367	684	995	381	0	–3	2,425
Other countries	45	39	150	21	—	–1	254
Sales by region	1,623	2,574	3,740	1,538	82	–12	9,545
Automotive original-equipment business	1,337	2,558	3,386	1,538	82	–12	8,890
Industrial/replacement business	286	16	354	—	—	—	655
Sales by customer type	1,623	2,574	3,740	1,538	82	–12	9,545
Goods	1,606	2,490	3,732	1,538	82	–19	9,430
Services	16	13	—	—	0	0	30
Project business	—	71	8	—	—	7	85
Sales by product type	1,623	2,574	3,740	1,538	82	–12	9,545

Sales from contracts with customers from January 1 to June 30, 2024

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Germany	316	734	924	515	42	–26	2,504
Europe excluding Germany	470	625	913	459	84	3	2,553
North America	490	711	886	152	7	–8	2,239
Asia-Pacific	357	679	965	361	2	–11	2,353
Other countries	45	41	143	21	—	–3	248
Sales by region	1,678	2,791	3,831	1,509	135	–45	9,899
Automotive original-equipment business	1,427	2,778	3,473	1,509	133	–45	9,276
Industrial/replacement business	251	12	358	—	2	—	623
Sales by customer type	1,678	2,791	3,831	1,509	135	–45	9,899
Goods	1,620	2,687	3,831	1,509	135	–51	9,732
Services	56	18	–1	—	—	—	73
Project business	2	86	—	—	—	6	94
Sales by product type	1,678	2,791	3,831	1,509	135	–45	9,899

Other expenses

Other expenses increased by €119 million from €138 million in the first half of 2024 to €257 million in the first half of 2025. The increase mainly resulted from expenses from currency translation through exchange rate fluctuations in US dollar and Chinese renminbi as well as expenses from the disposal of companies and business operations. In addition, an impairment loss on assets held for sale in the first half of 2025 contributed to the increase.

Impairment

The Continental Automotive Technologies Group immediately reviews intangible assets and property, plant and equipment, investment property and goodwill as soon as there is an indication of impairment (triggering event). No significant impairment resulted from these reviews in the reporting period.

Income tax expense

Income tax expense in the first half of 2025 amounted to €113 million (January 1 to June 30, 2024: €59 million). The tax rate in the reporting period was –173.18% (January 1 to June 30, 2024: –13.29%). This calculated tax rate arises from permanent differences in results compared to the taxable profits of the respective local entities and the low pre-tax result of the group under IFRS.

Leases

The following table shows the right-of-use assets as at June 30, 2025:

€ millions	Jun. 30, 2025	Dec. 31, 2024
Land and buildings	292	309
Technical equipment and machinery	1	2
Other equipment, factory and office equipment	23	26
Total right-of-use assets	316	337

The lease liabilities as at June 30, 2025, are shown in the following table:

€ millions	Jun. 30, 2025	Dec. 31, 2024
Lease liabilities	338	373
Short-term	91	91
Long-term	247	282

Long-term employee benefits

Compared with December 31, 2024, the remeasurement of defined benefit plans as at June 30, 2025, led to a €108 million increase (January 1 to June 30, 2024: €136 million increase) in other comprehensive income, including deferred taxes, which resulted from a rise in discount rates. The corresponding increase in equity contrasted with a decrease in long-term employee benefits of €151 million (January 1 to June 30, 2024: decrease of €195 million). The discount rates used for the remeasurement for the key countries as at June 30, 2025, were 3.77% in Germany (December 31, 2024: 3.45%), 5.63% in the USA (December 31, 2024: 5.60%), 5.55% in the United Kingdom (December 31, 2024: 5.53%) and 3.77% in France (December 31, 2024:3.40%).

Cash changes in pension and similar obligations

Pension funds exist solely for pension obligations – particularly in Germany, the USA and the UK – and not for other benefit obligations. These pension funds qualify as plan assets. In the period from January 1 to June 30, 2025, the companies of the Continental Automotive Technologies Group made regular payments totaling €11 million (January 1 to June 30, 2024: €15 million) into these pension funds.

Payments for pension obligations totaled €63 million in the first half of 2025 (January 1 to June 30, 2024: €58 million). Payments for obligations similar to pensions totaled €2 million in the first half of 2025 (January 1 to June 30, 2024: €1 million).

Net pension cost in the reporting period can be summarized as follows:

	January 1 to June 30, 2025					January 1 to June 30, 2024				
€ millions	Germany	USA	UK	Other	Total	Germany	USA	UK	Other	Total
Current service cost	32	—	0	7	39	33	—	0	7	40
Service cost from plan amendments	—	—	—	—	—	—	—	—	—	—
Curtailments/settlements	—	—	—	—	—	—	—	—	—	—
Interest on defined benefit obligations	43	6	3	4	55	39	6	3	5	52
Expected return on the pension funds	–20	–6	–4	–2	–32	–18	–6	–4	–3	–30
Effect of change of asset ceiling	—	—	—	0	0	—	—	—	0	0
Other pension income and expenses	—	0	0	0	1	—	0	—	—	0
Net pension cost	54	0	–1	10	63	54	0	–1	9	62

The net cost of healthcare and life insurance benefit obligations for the Continental Automotive Technologies Group can be broken down as follows:

	January 1 to June 30	
€ millions	2025	2024
Current service cost	0	0
Service cost from plan amendments	—	—
Curtailments/settlements	—	—
Interest on healthcare and life insurance benefit obligations	2	1
Other income/expenses from healthcare and life insurance benefit obligations	—	—
Net cost	2	1

Restructuring

In the reporting period, expenses for restructuring and restructuring related expenses amounted to €232 million (January 1 to June 30, 2024: €140 million) which were mainly related to research and development. The expenses arise from restructuring programs, which were announced by Continental Automotive Group at the beginning of 2025.

Financing and indebtedness

Continental Automotive Technologies Group is largely financed by Continental Group, through equity, loans and central financing, and invests excess liquidity with Continental AG or its subsidiaries. This includes integration into Continental Group's cash pooling and cash management system. The available financing from related parties was, as in previous years, predominantly floating-rate short-term borrowings. Financing from related parties, i.e. cash pooling and of loans from non-Automotive companies of the Continental Group reported as other indebtedness amounted to €1,337 million as of June 30, 2025 (December 31, 2024: €2,158 million), this reduction is related predominantly to structural changes in the light of the partial termination of the participation in Continental Group's cash pooling and other cash management.

Cash pooling between Continental Automotive Technologies GmbH subsidiaries and Continental Group ended on June 30, 2025. However, cash pooling between Continental Automotive Technologies GmbH and Continental Group will continue until August 31, 2025.

This lead to a decrease of €1,573 million of short-term derivative instruments and interest-bearing investments from €1,594 million as at December 31, 2024, compared with €21 million as at June 30, 2025.

The aforementioned changes in financing from related parties resulted in the cash inflow from interest-bearing investments and cash outflow due to the change in other indebtedness.

Furthermore, the equity increase of €5,244 million in December 2024 in preparation for the spin-off and the following reduction of debt led to significantly lower interest expenses in the first half of 2025 in comparison to the first half of 2024.

The decrease in interest income in the first half of 2025 is mainly due to changes in scope of consolidation compared to the first half of 2024, through this the amount of related party financing significantly decreased.

As at June 30, 2025, the Continental Automotive Technologies Group's net indebtedness amounted to €10 million. This rose by €342 million compared with the figure of –€332 million as at December 31, 2024. The increase compared to December 31, 2024, is related predominantly to a change in the structure of cash-pooling and the repayment of short-term borrowings as mentioned above.

As at June 30, 2025, the Continental Automotive Technologies Group had liquidity reserves totaling €1,978 million (December 31, 2024: €1,780 million), consisting of cash and cash equivalents of €1,685

million (December 31, 2024: €1,394 million) and committed, unutilized credit lines of €294 million (December 31, 2024: €386 million). As at June 30, 2025, a total of €1,494 million (December 31, 2024: €1,263 million) of the cash and cash equivalents specified above were unrestricted. The assessment of any restrictions related to cash and cash equivalents is made on each respective reporting date.

On March 13, 2025, a syndicated Facility Agreement regarding a revolving facility loan with an aggregate amount of €2,500 million was concluded with AUMOVIO SE, Frankfurt, Germany, Continental Automotive Technologies GmbH, Frankfurt, Germany and Continental Automotive Holding Netherlands B.V., Maastricht, Netherlands as borrowers.

The Facility may be drawn in euro or USD and has an initial term of three years from the earlier of the date of (i) the Spin-off becoming effective and (ii) October 31, 2025, with two extension options for one year each, which are at the discretion of each lender.

The loans will bear interest at a variable currency-related reference rate plus a margin. The Facility Agreement provides for an initial margin as well as upwards and downwards adjustments of such margin depending on a specified leverage ratio (ratio of adjusted net financial indebtedness incl. pension-related or post-employment liabilities to the adjusted EBITDA). In addition, the Facility Agreement provides for certain fees and indemnifications in favor of the banks.

The Facility Agreement provides for the following financial covenants: on certain quarter end testing dates, AUMOVIO SE must ensure that (i) a specified leverage ratio (same definition as described above) is not exceeded, (ii) a certain minimum average month-end consolidated liquidity for the respective prior six-month period is reached, and (iii) a minimum adjusted EBIT is reached.

Financial instruments

The tables below show the carrying amounts and fair values of financial assets and liabilities, whereby non-current and current items are presented together. In addition, the relevant measurement categories are shown according to IFRS 9, *Financial Instruments*, and the levels of the fair value hierarchy relevant for calculating fair value according to IFRS 13, *Fair Value Measurement.*

€ millions	Measurement category in acc. with IFRS 9	Carrying amount as at Jun. 30, 2025	Fair value as at Jun. 30, 2025	thereof Level 1	thereof Level 2	thereof Level 3
Other investments[1]	FVOCIwoR	79	79	—	—	79
Derivative instruments and interest-bearing investments						
Derivative instruments not accounted for as effective hedging instruments	FVPL	3	3	—	3	—
Debt instruments	FVPL	3	3	3	—	—
Debt instruments	at cost	17	17	—	—	—
Trade accounts receivable without lease receivables						
Trade accounts receivable	at cost	3,385	3,385	—	—	—
Bank drafts	FVOCIwR	99	99	—	99	—
Trade accounts receivable	FVPL	6	6	—	6	—
Other financial assets without lease receivables						
Other financial assets	FVPL	112	112	1	111	—
Other financial assets	at cost	126	126	—	—	—
Cash and cash equivalents						
Cash and cash equivalents	at cost	1,675	1,675	—	—	—
Cash and cash equivalents	FVPL	10	10	10	—	—
Financial assets without lease receivables		5,515	5,515	13	219	79
Indebtedness without lease liabilities						
Derivative instruments not accounted for as effective hedging instruments	FVPL	3	3	—	3	—
Other indebtedness	at cost	1,377	1,377	—	—	—
Trade accounts payable	at cost	3,436	3,436	—	—	—
Other financial liabilities	at cost	478	478	—	—	—
Financial liabilities without lease liabilities		5,294	5,294	—	3	—

Aggregated according to categories as defined in IFRS 9:	
Financial assets (FVOCIwR)	99
Financial assets (FVOCIwoR)	79
Financial assets (FVPL)	133
Financial assets (at cost)	5,204
Financial liabilities (FVPL)	3
Financial liabilities (at cost)	5,291

1 Excluding investments in unconsolidated affiliated companies.

€ millions	Measurement category in acc. with IFRS 9	Carrying amount as at Dec. 31, 2024	Fair value as at Dec. 31, 2024	thereof Level 1	thereof Level 2	thereof Level 3
Other investments[1]	FVOCIwoR	84	84	—	—	84
Derivative instruments and interest-bearing investments						
Derivative instruments not accounted for as effective hedging instruments	FVPL	3	3	—	3	—
Debt instruments	FVPL	3	3	3	—	—
Debt instruments	at cost	1,591	1,591	—	—	—
Trade accounts receivable without lease receivables						
Trade accounts receivable	at cost	3,511	3,511	—	—	—
Bank drafts	FVOCIwR	120	120	—	120	—
Trade accounts receivable	FVPL	7	7	—	7	—
Other financial assets without lease receivables						
Other financial assets	FVPL	115	115	1	114	—
Other financial assets	at cost	93	93	—	—	—
Cash and cash equivalents						
Cash and cash equivalents	at cost	1,362	1,362	—	—	—
Cash and cash equivalents	FVPL	32	32	32	—	—
Financial assets without lease receivables		6,920	6,920	36	244	84
Indebtedness without lease liabilities						
Derivative instruments not accounted for as effective hedging instruments	FVPL	2	2	—	2	—
Other indebtedness	at cost	2,286	2,286	—	—	—
Trade accounts payable	at cost	3,675	3,675	—	—	—
Other financial liabilities	at cost	516	516	—	—	—
Financial liabilities without lease liabilities		6,479	6,479	—	2	—

Aggregated according to categories as defined in IFRS 9:	
Financial assets (FVOCIwR)	120
Financial assets (FVOCIwoR)	84
Financial assets (FVPL)	160
Financial assets (at cost)	6,557
Financial liabilities (FVPL)	2
Financial liabilities (at cost)	6,477

1 Excluding investments in unconsolidated affiliated companies.

Abbreviations:
- at cost: measured at amortized cost
- FVOCIwR: fair value through other comprehensive income with reclassification
- FVOCIwoR: fair value through other comprehensive income without reclassification
- FVPL: fair value through profit or loss

Levels of the fair value hierarchy according to IFRS 13, *Fair Value Measurement*:
- Level 1: quoted prices in active markets for identical instruments
- Level 2: quoted prices in active markets for similar instruments or measurement methods for which all major input factors are based on observable market data
- Level 3: measurement methods for which the major input factors are not based on observable market data

For financial instruments accounted for at FVOCIwoR for which there are no quoted prices in active markets for identical instruments (Level 1) or for similar instruments, or for which there are no applicable measurement methods in which all major input factors are based on observable market data (Level 2), the fair value must be calculated using a measurement method for which the major input factors are based on non-observable market data (Level 3).

If external valuation reports or information from other financing rounds is available, these are used. If such information is not available, the measurement is performed according to the measurement method that is deemed appropriate and realizable in each case: for example, according to the discounted cash flow method or by valuation according to multiples using ratios based on purchase prices for comparable transactions. Measurement at amortized cost is only considered the best estimate of the fair value of financial assets if the

most recent information available for fair value measurement is insufficient. Financial instruments accounted for at FVOCIwoR are centrally monitored with regard to any changes to the major non-observable input factors and continuously checked for changes in value.

The following table shows the changes to financial instruments at Level 3:

€ millions	Other investments
As at January 1, 2024	91
Valuation effects recognized in other comprehensive income	1
Additions	4
Debt-equity swap	1
Exchange-rate effects	1
As at June 30, 2024	98
As at January 1, 2025	84
Valuation effects recognized in other comprehensive income	0
Additions	0
Exchange-rate effects	–5
As at June 30, 2025	79

Of the financial instruments remaining at Level 3, there were no indications of any significant change in the value of the financial investments as at the reporting date. For reasons of materiality, a sensitivity analysis is not required.

Litigation and compensation claims

Continental Automotive Technologies GmbH and its subsidiaries are involved in lawsuits, regulatory investigations and proceedings worldwide. Such lawsuits, investigations and proceedings could also be initiated, or claims asserted in other ways in the future.

Product liability

In particular, Continental Automotive Technologies Group is constantly subject to product liability and other claims in which the Continental Automotive Technologies Group is accused of the alleged infringement of its duty of care, violations against warranty obligations or defects of material or workmanship. Claims from alleged breaches of contract resulting from product recalls or government proceedings are also asserted. Among other cases, claimants in the USA file lawsuits for property damage, personal injury and death caused by alleged defects in our products. Claims for material and non-material damages, and in some cases punitive damages, are asserted. The outcome of individual proceedings, which are generally decided by a jury in a court of first instance, cannot be predicted with certainty. No assurance can be given that Continental Automotive Technologies Group will not incur substantial expenses as a result of the final judgments or settlements in some of these cases, or that these amounts will not exceed any provisions set up for these claims. Some subsidiaries in the USA are exposed to relatively limited claims for damages from purported health injuries allegedly caused by products containing asbestos. The total costs for dealing with all such claims and proceedings have amounted to less than €50 million per year since 2006.

Disputes over industrial property rights

Continental Automotive Technologies Group could be liable to pay compensation for infringements or could be forced to purchase licenses to continue using technology from third parties. Continental Automotive Technologies Group, for example, supplies telecommunication modules that transmit vehicle data, enable voice and internet functionality, and are compatible with cellular communication standards. In this respect, there is a risk that Continental Automotive Technologies Group may from now on be dependent on licenses and the conditions under which they are granted to customers in order to use patents relating to these standards (standard essential patents), especially in the field of telecommunications standards such as 3G, 4G or 5G, as Continental Automotive Technologies Group has been denied the acquisition of its own licenses in some cases during the reporting period. In addition, Continental Automotive Technologies Group is subject to efforts by its customers to change contract terms and conditions concerning the participation in disputes regarding alleged infringements of intellectual property rights. Continental Automotive Technologies Group has formed provisions to cover the risks of potential damages claims in this regard. In accordance with IAS 37.92 and GAS 20.154, no further disclosures will be made so as not to adversely affect the Continental Automotive Technologies Group's interests.

Regulatory proceedings

In May 2005, the Brazilian competition authorities opened investigations against Continental Automotive Technologies Group's Brazilian subsidiary Continental Brasil Industria Automotiva Ltda., Guarulhos, Brazil (CBIA), following a complaint of anticompetitive behavior in the area of commercialization of tachographs. On August 18, 2010, the Brazilian antitrust authorities determined an "invitation to cartel" and imposed a fine of BRL 12 million (around €2 million) on CBIA, which was then reduced to BRL 11 million (around €2 million). CBIA denies the accusation that it has infringed Brazilian antitrust law. Alt-

hough the court of first instance appealed to by CBIA upheld the decision, on CBIA's further appeal the next higher court annulled this decision and remanded the matter. In February 2023, the court of first instance rendered a verdict against CBIA and lifted the ban on the enforcement of the financial penalty against CBIA (at that time an amount of around BRL 34 million (around €5 million)). CBIA filed a motion for clarification requesting that the preliminary injunction against enforcement remain in full force up until a final and unappealable ruling is made. This motion was denied, and CBIA filed an appeal against this decision. In December 2024, CBIA participated in an initiative by the Brazilian antitrust authorities (Conselho Administrativo de Defesa Econômica, CADE) to settle the long-standing proceedings without admission by the company in exchange for a considerable reduction in the fine. Accordingly, CBIA concluded a settlement agreement with CADE under which CBIA paid BRL 14 million (around €2 million) to CADE in February 2025. CBIA has withdrawn its final appeal (on the condition that CADE's settlement measures are finalized). Currently, the case is waiting the final closure of the appeal requested by CBIA. Third parties may, in addition, claim damages from CBIA.

As a result of investigations that came to light in 2014, the European Commission imposed a fine of €44 million on Continental AG; Continental Teves AG & Co. oHG, Frankfurt am Main, Germany; and Continental Automotive GmbH, Hanover, Germany; on February 21, 2018, for the unlawful exchange of information. Continental Automotive Technologies GmbH is the legal successor of Continental Teves AG & Co. oHG and has assumed the business operations of Continental Automotive GmbH. The investigation involved specific brake components. Continental Group has paid this fine. Customers have since approached Continental Group to claim for damages, in some cases for specific amounts. Mercedes-Benz Group AG filed for declaratory judgment action with the Hanover District Court against Continental AG and two other companies of the Continental Group in December 2022, which initially related only to claims from remuneration in 2008/09. This declaratory judgment action was converted to an action for performance in April 2024. In April 2023, several companies of the Stellantis Group as well as several companies of the Renault Group filed a civil lawsuit in each case against Continental AG and two other companies of the Continental Group as well as several ZF and Bosch companies before the High Court in London, United Kingdom. The Renault Group, the Stellantis Group and the Mercedes-Benz Group AG have since withdrawn their lawsuits. In addition, two class action lawsuits have been filed in Canada against Continental AG and several of its subsidiaries. These proceedings were settled in November 2024. Final closure of these class action lawsuits is expected in the third quarter of 2025, subject to court approval Continental Group believes that these claims are without merit. However, should the lawsuits lead to a judgment against Continental Group, the resulting expenses could be substantial and exceed the provision set aside for this purpose. In accordance with IAS 37.92 and GAS 20.154, no further disclosures will be made with regard to the proceedings and the related measures so as not to adversely affect the Continental Automotive Group's interests.

The Italian tax police has conducted a tax audit for the years from 2016 through 2023 and considered Continental AG to have maintained multiple agency permanent establishments that were not registered and have paid no taxes in Italy. For all these years, settlements have been agreed with the competent tax office (Savona) according to which a number of foreign (non-Italian) Continental Automotive Technologies GmbH's subsidiaries have maintained agency permanent establishments in Italy. The settlements lead to additional Italian taxes plus interest and penalties in a low to middle two digit million euro range which must be borne by Continental AG under the Group Separation Agreement (Konzerntrennungsvertrag) between AUMOVIO SE, CAT GmbH and Continental AG. Continental Automotive Technologies Group will bear any tax from 2025 onwards. Continental Automotive Technologies Group plans to adapt the way the distribution business is conducted in Italy to comply with tax requirements. Continental Automotive Technologies Group has already paid some of the taxes, interest and penalties and recorded any unpaid amounts as liabilities.

Continental Automotive Technologies Group is currently in negotiations with Bayerische Motoren Werke AG and its subsidiaries (BMW Group) in connection with the MK C2 integrated brake system produced for the BMW Group between 2022 and 2024, which is affected by a partial replacement. The BMW Group has initiated legal proceedings in this matter. Continental Automotive Technologies Group vigorously contests and defends the lawsuit. The Group has formed provisions to cover risks in this context. In accordance with IAS 37.92 and GAS 20.154, no further disclosures will be made so as not to adversely affect the Continental Automotive Technologies Group's interests.

Other than this, there were no significant new findings or developments in the reporting period with regard to the litigation and compensation claims described in the 2024 Consolidated Financial Statements.

Contingent liabilities and other financial obligations

As at June 30, 2025, there were no material changes in the contingent liabilities and other financial obligations described in the 2024 Consolidated Financial Statements.

Earnings per share

Basic earnings per share were €–375.92 in the first half of 2025 (January 1 to June 30, 2024: –€961.98). The figures for basic earnings per share were the same as for diluted earnings per share.

Transactions with related parties

The table below shows transactions with related parties other than subsidiaries. Transactions with related parties other than subsidiaries were conducted on an arm's-length basis. Ordinary business activities comprise the purchase or sale of goods and other assets as well as rendered or received services. For further information, please refer to the comments in the 2024 Consolidated Financial Statements.

	Income		Expenses		Accounts receivable		Accounts payable	
	January 1 to June 30		January 1 to June 30					
€ millions	2025	2024	2025	2024	Jun. 30, 2025	Dec. 31, 2024	Jun. 30, 2025	Dec. 31, 2024
Associates								
Ordinary business activities	10	3	43	26	7	1	15	19
Financing	0	0	2	—	10	11	—	130
Other	—	—	—	—	—	—	—	—
Joint ventures								
Ordinary business activities	15	15	1	0	12	18	60	84
Financing	0	0	—	—	—	20	—	—
Other	—	—	—	—	—	—	—	—
Schaeffler Group[1]								
Ordinary business activities	116	178	149	217	33	42	32	35
Other	0	0	—	0	5	7	—	—
Continental Group								
Ordinary business activities	72	87	139	286	82	155	40	75
Thereof with Continental Automotive GmbH	—	0	—	5	—	7	—	7
Financing	16	103	31	253	11	1,565	1,340	2,030
Thereof with Continental Automotive GmbH	—	—	—	—	0	0	0	0
Other	1	2	—	13	—	—	—	1
Thereof with Continental Automotive GmbH	—	—	—	0	—	—	—	—
Total	230	390	365	795	160	1,817	1,487	2,372

1 All figures represent transactions with the Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024). The comparative period is shown accordingly.

Significant Events after June 30, 2025

On June 26, 2025, the lower house of the German Parliament (Deutscher Bundestag) passed the law for a tax investment immediate program. A key component of this is the gradual reduction of the corporate tax rate, starting from January 1, 2028, from the current 15% to 10% as of January 1, 2032. The German Bundesrat approved this on July 11, 2025, thus substantially enacting the law. The described changes had not yet come into effect at the time of reporting and therefore have no impact on the assessment of active and passive deferred taxes as of June 30, 2025. Based on the current amount of deferred taxes in Germany, we expect a tax benefit from the revaluation up to the low-double-digit million range.

According to the Spin-off and Transfer Agreement a capital increase in the amount of €1,144 million by way of contribution of cash to the free capital reserves of CAT GmbH was made by CAG with effect from August 14, 2025. Through this capital increase the related party financing of €1,329 million with other entities of Continental Group was repaid as agreed in the Spin-off and Transfer Agreement.

Further than this, there were no significant events after June 30, 2025.

Hanover, September 5, 2025

Continental AG
The Executive Board

Audited Consolidated Financial Statements of Continental Automotive Technologies GmbH for the fiscal years ended December 31, 2024, 2023 and 2022

Consolidated Statement of Income

€ millions	See Note	2024	2023	2022
Sales	6	**19,648**	**20,814**	**18,979**
Cost of sales		–16,166	–17,288	–16,139
Gross margin on sales		**3,482**	**3,526**	**2,840**
Research and development expenses	7	–3,548	–3,589	–3,548
Selling and logistics expenses		–655	–700	–644
Administrative expenses		–328	–478	–364
Other income	8	1,752	1,516	1,609
Other expenses	8	–439	–336	–853
Income from equity-accounted investees	10, 17	26	35	26
EBIT		**290**	**–27**	**–934**
Interest income	11	216	244	160
Interest expense	11	–432	–568	–243
Effects from currency translation	11	–38	–14	–1
Effects from changes in the fair value of derivative instruments, and other valuation effects	11	–30	9	–21
Financial result	11	**–284**	**–329**	**–105**
Earnings before tax		**6**	**–357**	**–1,038**
Income taxes	12	–279	39	45
Net income (+) / loss (-)		**–272**	**–317**	**–994**
Non-controlling interests		–17	–16	–19
Net income (+) / loss (-) attributable to the shareholders of the parent		–289	–333	–1,013
Basic earnings per share in €	37	–549.28	–632.61	–1,923.73
Diluted earnings per share in €	37	–549.28	–632.61	–1,923.73

Consolidated Statement of Comprehensive Income

€ millions	2024	2023	2022
Net income (+) / loss (-)	**–272**	**–317**	**–994**
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit plans[1]	115	–210	1,081
Fair value adjustments[1]	118	–212	1,083
Investment in equity-accounted investees[2]	0	0	0
Currency translation[1]	–4	2	–3
Other investments	–10	–61	–11
Fair value adjustments[1]	–7	–64	–11
Investment in equity-accounted investees[2]	–2	3	0
Currency translation[1]	–1	1	0
Tax on other comprehensive income	–37	61	–330
Items that may be reclassified subsequently to profit or loss			
Currency translation[1]	–113	–140	92
Effects from currency translation[1]	–77	–131	91
Reclassification adjustments to profit or loss	–36	–10	—
Investment in equity-accounted investees[2]	0	0	1
Other comprehensive income (+) / loss (-)	**–45**	**–351**	**832**
Comprehensive income (+) / loss (-)	**–318**	**–668**	**–162**
Non-controlling interests	–16	4	–7
Comprehensive income (+) / loss (-) attributable to the shareholders of the parent	–334	–664	–169

1 Including non-controlling interests.
2 Including taxes.

Consolidated Statement of Financial Position

Assets

€ millions	See Note	**Dec. 31, 2024**	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Goodwill	13	2,129	2,160	2,179	2,709
Other intangible assets	13	413	556	668	750
Property, plant and equipment	14, 15	5,282	5,441	5,212	5,181
Investment property	16	2	2	2	2
Investments in equity-accounted investees	17	223	195	201	198
Other investments	18	84	93	157	155
Deferred tax assets	19	1,561	1,457	1,331	1,308
Defined benefit assets	27	58	57	51	53
Long-term derivative instruments and interest-bearing investments	31	3	68	76	63
Long-term other financial assets	20	170	180	173	152
Long-term other assets	21	12	6	92	93
Non-current assets		**9,938**	**10,213**	**10,142**	**10,665**
Inventories	22	2,583	2,866	2,945	2,140
Trade accounts receivable	23	3,642	4,150	4,087	3,826
Short-term contract assets		92	81	77	67
Short-term other financial assets	20	48	76	74	91
Short-term other assets	21	509	651	510	499
Income tax receivables		118	157	144	189
Short-term derivative instruments and interest-bearing investments	31	1,594	4,454	4,975	5,321
Cash and cash equivalents	24	1,394	1,601	1,717	1,325
Current assets		**9,979**	**14,035**	**14,529**	**13,457**
Total assets		**19,917**	**24,249**	**24,671**	**24,122**

Equity and liabilities

€ millions	See Note	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Subscribed capital		1	1	1	1
Capital reserves		7,598	2,354	2,354	2,354
Retained earnings		1,924	2,305	2,173	2,581
Other comprehensive income		–770	–735	–404	–1,249
Equity attributable to the shareholders of the parent		**8,753**	**3,924**	**4,123**	**3,686**
Non-controlling interests		204	209	229	225
Total equity	25	**8,956**	**4,133**	**4,351**	**3,911**
Long-term employee benefits	27	1,676	1,731	1,406	2,768
Deferred tax liabilities	19	69	56	52	54
Long-term provisions for other risks and obligations	28	358	520	397	477
Long-term indebtedness	30	282	679	1,002	2,092
Long-term other financial liabilities	32	—	1	2	3
Long-term contract liabilities		22	6	7	6
Long-term other liabilities	34	14	15	12	18
Non-current liabilities		**2,420**	**3,008**	**2,879**	**5,419**
Short-term employee benefits	27	686	730	671	591
Trade accounts payable	33	3,675	4,157	4,636	3,460
Short-term contract liabilities		155	139	161	204
Income tax payables	29	98	107	95	66
Short-term provisions for other risks and obligations	28	701	664	602	712
Short-term indebtedness	30	2,377	10,386	10,344	8,754
Short-term other financial liabilities	32	516	523	598	641
Short-term other liabilities	34	332	403	334	363
Current liabilities		**8,541**	**17,108**	**17,441**	**14,792**
Total equity and liabilities		**19,917**	**24,249**	**24,671**	**24,122**

Consolidated Statement of Cash Flows

€ millions	See Note	2024	2023	2022
Net income (+) / loss (-)		**–272**	**–317**	**–994**
Income taxes	12	279	–39	–45
Financial result	11	284	329	105
EBIT		**290**	**–27**	**–934**
Interest paid		–411	–494	–181
Interest received		233	235	182
Income tax paid	12, 29	–264	–245	–122
Dividends received		34	36	27
Depreciation, amortization, impairment and reversal of impairment losses	8, 13, 14, 15	1,101	1,054	1,967
Income from equity-accounted investees and other investments, incl. impairment and reversal of impairment losses	10, 17	–26	–35	–26
Gains/losses from the disposal of assets, companies and business operations		–59	–4	–8
Changes in				
inventories	22	228	73	–793
trade accounts receivable	23	491	–100	–228
trade accounts payable	33	–443	–443	837
employee benefits and other provisions	27, 28	–140	307	–74
other assets and liabilities as well as other non-cash effects		69	–105	149
Cash flow arising from operating activities		**1,103**	**250**	**796**
Capital expenditure on property, plant and equipment, and software	13, 14	–882	–1,129	–1,273
Capital expenditure on intangible assets from development projects and miscellaneous	13, 14	–16	–18	–36
Disposal of property, plant and equipment, and intangible assets	13	47	71	56
Acquisition of companies and business operations	5	–13	–19	–22
Disposal of companies and business operations	5	21	1	–1
Cash inflow from interest-bearing investments[1]	39	2,093	493	897
Cash flow arising from investing activities		**1,249**	**–600**	**–380**
Cash flow before financing activities (free cash flow)		**2,352**	**–350**	**416**
Redemption of bonds	30	–625	–750	—
Repayment of lease liabilities	30	–103	–103	–119
Change in other indebtedness	30	–2,540	997	650
Other cash changes		–4	0	–24
Cash flow from profit and loss transfer agreements		719	174	–518
Dividends paid to and cash changes from equity transactions with non-controlling interests		–15	–14	–5
Cash flow arising from financing activities		**–2,568**	**304**	**–16**
Change in cash and cash equivalents		**–215**	**–47**	**400**
Cash and cash equivalents at the beginning of the reporting period		1,601	1,717	1,325
Disposal of cash and cash equivalents through changes in the scope of consolidation		–3	—	—
Effect of exchange-rate changes on cash and cash equivalents		11	–69	–8
Cash and cash equivalents at the end of the reporting period	24	**1,394**	**1,601**	**1,717**

1 Cash inflow from interest-bearing investments includes primarily cash changes in receivables from cash pooling and of loans with non-Automotive companies of Continental Group.

Consolidated Statement of Changes in Equity

					Difference from					
€ millions	Subscribed capital	Capital reserves	Retained earnings	Successive purchases	remea-surement of defined benefit plans	currency translation[1]	financial instruments[2]	Total	Non-controlling interests	**Total**
As at January 1, 2022	**1**	**2,354**	**2,581**	**–131**	**–1,097**	**–103**	**83**	**3,686**	**225**	**3,911**
Net income (+) / loss (-)	—	—	–1,013	—	—	—	—	–1,013	19	**–994**
Other comprehensive income (+) / loss (-)[3]	—	—	—	—	751	104	–11	844	–12	**832**
Net profit (+) / loss (-) for the period	**—**	**—**	**–1,013**	**—**	**751**	**104**	**–11**	**–169**	**7**	**–162**
Profit and loss transfer agreement	—	—	174	—	—	—	—	174	—	**174**
Dividends paid/resolved	—	—	—	—	—	—	—	—	–13	**–13**
Other changes[4]	—	—	432	—	0	0	0	431	10	**442**
As at December 31, 2022	**1**	**2,354**	**2,173**	**–131**	**–346**	**1**	**72**	**4,123**	**229**	**4,351**
Net income (+) / loss (-)	—	—	–333	—	—	—	—	–333	16	**–317**
Other comprehensive income (+) / loss (-)[3]	—	—	—	—	–149	–121	–61	–331	–20	**–351**
Net profit (+) / loss (-) for the period	**—**	**—**	**–333**	**—**	**–149**	**–121**	**–61**	**–664**	**–4**	**–668**
Profit and loss transfer agreement	—	—	719	—	—	—	—	719	—	**719**
Dividends paid/resolved	—	—	—	—	—	—	—	—	–14	**–14**
Other changes[5]	—	—	–254	—	0	0	0	–254	–2	**–256**
As at December 31, 2023	**1**	**2,354**	**2,305**	**–131**	**–496**	**–120**	**11**	**3,924**	**209**	**4,133**
Net income (+) / loss (-)	—	—	–289	—	—	—	—	–289	17	**–272**
Other comprehensive income (+) / loss (-)[3]	—	—	—	—	78	–113	–10	–45	–1	**–45**
Net profit (+) / loss (-) for the period	**—**	**—**	**–289**	**—**	**78**	**–113**	**–10**	**–334**	**16**	**–318**
Capital increase	**—**	5,244	—	—	—	—	—	5,244	—	**5,244**
Profit and loss transfer agreement	—	—	–273	—	—	—	—	–273	—	**–273**
Dividends paid/resolved	—	—	—	—	—	—	—	—	–23	**–23**
Other changes[6]	—	—	182	—	0	0	10	192	2	**193**
As at December 31, 2024	**1**	**7,598**	**1,924**	**–131**	**–418**	**–233**	**11**	**8,753**	**204**	**8,956**

1 Includes shareholder's portion of €0 million (2023: €0 million; 2022: €1 million) in the currency translation of equity-accounted investees.
2 The change in the difference arising from financial instruments, including deferred taxes, was due to other investments of –€62 million (2022: –€16 million).
3 Other comprehensive income (+) / loss (-) includes effects from adjustments from tax (group) adjustments.
4 Other changes include €63 million from adjustments from tax (group) adjustments and €368 million mainly from contributions related to pension trusts.
5 Other changes include –€254 million from adjustments from tax (group) adjustments.
6 Other changes include €192 million from adjustments from tax (group) adjustments and –€10 million from a reclassification of fair value adjustments in connection with the transfer from equity-accounted investees.

Notes to the Consolidated Financial Statements

1. General Information and Accounting Principles on Consolidated Financial Statements

Background

The Executive Board of Continental AG (hereinafter also referred to as "CAG"), Hanover, Germany made the decision to fully spin-off its automotive business with subsequent listing. Subject to the approval of the Supervisory Board of Continental AG, the spin-off of Continental Automotive Technologies Group (hereinafter also referred to as "CAT Group") will be submitted for a decision to be made by the Continental AG Annual Shareholders' Meeting held on April 25, 2025.

In an initial preparatory step to separate the Continental automotive business from Continental AG and its subsidiaries (hereinafter also referred to as "Continental Group"), Continental AG bundled the automotive business under Continental Automotive Technologies GmbH (hereinafter also referred to as "CAT"), Hanover, Germany, established on July 18, 1929. This legal reorganization was largely completed prior to January 1, 2022, with only very few changes being implemented thereafter and presented in these financial statements of Continental Automotive Technologies Group (hereafter referred to as the "Consolidated Financial Statements") as described in the following notes.

The sole shareholder of Continental Automotive Technologies GmbH is Continental Automotive GmbH, Hanover, Germany with 100%.

According to the European Prospectus Regulation No. 2017/1129 in connection with the supplementing delegated Regulation No. 2019/980 (collectively referred to as European Prospectus Regulation) an issuer must include historical financial information covering the latest three fiscal years in its prospectus. Given that the final legal structure of the issuer will only be established in its fiscal year 2025, the issuer and Continental Automotive Technologies Group have a "complex financial history" as defined in the European Prospectus Regulation. For this special purpose Continental Automotive Technologies Group has prepared these Consolidated Financial Statements, which comprise the consolidated statements of the financial position as of December 31, 2024, December 31, 2023, December 31, 2022 and January 1, 2022, as well as the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of cash flows, consolidated statements of changes in equity for the years ended as of December 31, 2024, December 31, 2023 and December 31, 2022, and the notes to the Consolidated Financial Statements including a summary of the significant accounting policies.

As Continental Automotive Technologies Group qualifies as an IFRS 1, *First-time Adoption of International Financial Reporting Standards*, first time adopter, the financial statements also include an opening statement of financial position as of January 1, 2022. The scope of consolidation includes companies directly or indirectly controlled by Continental Automotive Technologies GmbH, along with the net assets (assets and liabilities), for further details see Note 4 and Note 40.

This set of Consolidated Financial Statements has been prepared on a voluntary basis in connection with the aforementioned prospectus.

Continental Automotive Technologies GmbH is and historically has been exempt from the obligation to prepare and disclose consolidated annual financial statements and group management reports in accordance with section 291 (2) of the German Commercial Code (*Handelsgesetzbuch – HGB*) due to the fact that the company's financial information historically has been included as part of the published consolidated financial statements of Continental AG.

The transition date to IFRS for Continental Automotive Technologies Group is January 1, 2022, and thus, later than the transition date of the parent company Continental AG (January 1, 2004).

Continental Automotive Technologies GmbH applies the relief provided in IFRS 1.D16a), which allows to measure assets and liabilities based on its parent's date of transition to IFRS. Therefore, Continental Automotive Technologies Group measures its assets and liabilities at the carrying amounts that would be included in the parent's consolidated financial statements, based on the parent's date of transition to IFRSs, if no adjustments were made for consolidation procedures and for effects of the business combination in which the parent acquired the subsidiary. This approach is recognized for the preparation of Consolidated Financial Statements with respect to reporting in a securities prospectus. By applying this approach, the carrying amounts are extracted from the IFRS consolidated financial statements of Continental AG for the preparation of the Consolidated Financial Statements and therefore, include historical amounts for acquired intangible assets, step ups from purchase price allocation and goodwill that are attributable to the Continental Group's Automotive Business. Continental Automotive Technologies Group continues to measure cumulative translation differences as an item of equity with no change in the values previously reported in the parent's consolidated financial statements.

A reconciliation of equity is not required because Continental Automotive Technologies Group did not previously prepare consolidated financial statements and therefore does not require to apply IFRS 1.24.

The amounts reported in these Consolidated Financial Statements are not necessarily representative of the amounts that would have been reported in the financial statements if Continental Automotive Technologies Group had operated independently of Continental AG. Consequently, in case that the Continental Automotive Technologies Group is separated from Continental AG, future results of operations may include costs and expenses that may be materially different than Continental Automotive Technologies Group's historical results of operations, financial position and cash flows. For instance, this is due to the fact that Continental AG currently provides services to the Continental Automotive Technologies Group, e.g., administrative services such as tax, legal, controlling, accounting, IT or insurance, see also Note 39. Accordingly, the financial statements for these periods are not indicative of Continental Automotive Technologies Group's future results of operations, financial position and cash flows.

In general, the same accounting policies are applied by the entities in the scope of consolidation as they were used for the preparation of

the IFRS consolidated financial statements of Continental AG. However, adjustments were made to the extent necessary to present Continental Automotive Technologies Group as a separate, standalone reporting entity, particularly with no intercompany elimination made between Continental Automotive Technologies Group and the remaining Continental Group. The periods for recognizing adjustments in the Consolidated Financial Statements are identical to the respective periods of the consolidated financial statements of Continental AG prepared in accordance with IFRS.

Accounting Description of Continental Automotive Technologies Group

Continental Automotive Technologies GmbH, whose registered office is Hanover, Germany, is the parent company of the Continental Automotive Technologies Group. It is entered in the commercial register of the Hanover Local Court (*Amtsgericht*) under HRB 3996. The Continental Automotive Technologies Group is a supplier to the automotive industry, with worldwide operations. The areas of business and main activities in which the Continental Automotive Technologies Group is engaged are described in more detail in the Note 2. The Consolidated Financial Statements of Continental Automotive Technologies GmbH for fiscal year 2024 were authorized for issuance by the Continental AG Executive Board as of February 26, 2025. Continental Automotive Technologies GmbH is included in the consolidated financial statements of Continental AG, Hanover, Germany and INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany, which are published in the German Federal Gazette (*Bundesanzeiger*).

The Consolidated Financial Statements of Continental Automotive Technologies GmbH have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, pursuant to EU Regulation (EC) No. 1606/2002. The term IFRS also includes the International Accounting Standards (IAS), the interpretations issued by the International Financial Reporting Standards Interpretations Committee or its predecessor the International Financial Reporting Interpretations Committee (IFRIC), and those of the former Standing Interpretations Committee (SIC). All IFRS mandatory to be applied for fiscal periods included in these Consolidated Financial Statements have been applied consistently throughout all periods presented.

The Consolidated Financial Statements have been prepared on the basis of historical cost, with the exception of certain financial assets and liabilities (including derivative instruments), which are measured at fair value; assets held for sale, which are measured at the lower of their carrying amount and fair value less costs to sell (or costs to distribute); and defined benefit pension plans, for which the plan assets are measured at fair value.

The annual financial statements of companies included in the Continental Automotive Technologies Group have been prepared using uniform accounting policies, in accordance with IFRS 10, *Consolidated Financial Statements*. The reporting date for the individual financial statements of companies included in the Continental Automotive Technologies Group is the same as the reporting date for the Consolidated Financial Statements.

The Consolidated Financial Statements have been prepared in euros. Unless otherwise stated, all amounts are shown in millions of euros (€ millions). Please note that differences may arise as a result of the use of rounded amounts and percentages.

Continental Automotive Technologies Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

Continental Automotive Technologies Group has adopted and applied, consistently over all periods presented in the Consolidated Financial Statements, all accounting standards that were mandatory for the first time at the end of December 31, 2024. Further standards or amendments have not been adopted by December 31, 2024.

Companies consolidated

All major subsidiaries that Continental Automotive Technologies GmbH controls in accordance with the provisions of IFRS 10 have been included in the Consolidated Financial Statements and are fully consolidated, for further information see Note 4 and Note 40. To meet this definition, Continental Automotive Technologies GmbH must have the decision-making power to control the relevant activities and a right to variable returns from the associated company. Furthermore, it must be able to use its decision-making power to determine the amount of these returns. The companies consolidated may therefore also include companies that are controlled by Continental Automotive Technologies GmbH irrespective of the share of voting rights by way of other substantial rights such as contractual agreements.

Regarding business combinations, the Continental Automotive Technologies GmbH has decided, in accordance with IFRS 1.D16a), to include the assets and liabilities of the subsidiaries under common control in the IFRS Consolidated Financial Statements at carrying amounts (book value method - predecessor accounting). Acquisitions under common control are included retrospectively as of the beginning of the opening balance of these Consolidated Financial Statements if they meet the definition of a business. Disposals are to be accounted for prospectively.

The consolidation of subsidiaries is based on the acquisition method by offsetting the acquisition cost against the proportion of net assets attributed to the parent company at fair value at the acquisition date. Intangible assets not previously recognized in the separate financial statements of the acquired company are carried at fair value. Intangible assets identified in the course of a business combination – including, for example, brand names, patents, technology, customer relationships and order backlogs – are recognized separately at the acquisition date only if the requirements under IAS 38, *Intangible Assets*, for an intangible asset are met. Measurement at the acquisition date is usually provisional only. Increases or reductions of assets and liabilities that become necessary within 12 months after the acquisition are made retrospectively as at the acquisition date. Significant adjustments are presented in the notes to the financial statements.

Any positive remaining amount is capitalized as goodwill. The share of non-controlling interests is measured using the share of (remeasured) net assets of the subsidiary. In order to ensure the recoverability of goodwill arising from an as yet incomplete measurement and the corresponding purchase price allocation, the goodwill is allocated provisionally to the affected cash-generating units (CGUs) as at the end of the reporting period. This provisional allocation can deviate

significantly from the final allocation. Any negative difference that arises is recognized in other income after the fair value of the acquired assets and liabilities has again been reviewed.

Non-controlling interests in the net assets of subsidiaries that are not attributable to the Continental Group are shown under "Non-controlling interests" as a separate component of total equity.

Once control has been obtained, any differences arising from successive purchases of shares from non-controlling interests between the purchase price and the carrying amount of those non-controlling interests are recognized in other comprehensive income.

Where there are successive purchases of shares resulting in control, the difference between the carrying amount and the fair value at the time of first-time consolidation for those shares already held is recognized in profit or loss under other income and expenses.

Significant investments where Continental Automotive Technologies GmbH can exert significant influence on the associated companies (associates) are accounted for using the equity method. The carrying amount of these associates is adjusted to reflect the share in the associates' net equity. If the financial statements of the associates are not available, the share of earnings or losses is recognized as necessary based on estimated amounts. Goodwill arising from first-time consolidation is reported using the equity method. Goodwill is not amortized, but the carrying amount of investments in associates consolidated using the equity method is tested for impairment if there are relevant indications.

Joint ventures are accounted for in the same way as associates.

Companies that are dormant or have only a low level of business activity and therefore no significant impact on the earnings, financial and net assets position of the Continental Automotive Technologies Group are not included in the Consolidated Financial Statements. These are accounted for as other investments at fair value (FVOCI).

Intercompany receivables and payables, in addition to income and expenses, are eliminated on consolidation. Intercompany profits arising from internal transactions and dividend payments made within Continental Automotive Technologies Group are eliminated on consolidation. Deferred taxes on the elimination of intercompany transactions are carried in the amount derived from the average income tax rate for Continental Automotive Technologies Group.

Currency translation

The statements of financial position of foreign subsidiaries with a functional currency other than the euro are translated into euros using the middle rate at the end of the reporting period (closing rate). The income statements are translated at the average exchange rate for the year. Differences resulting from currency translation are recognized in the difference from currency translation in equity until the disposal of the subsidiary, without recognizing deferred taxes.

In the Consolidated Financial Statements of Continental Automotive Technologies GmbH and its subsidiaries, foreign-currency receivables and payables are measured on recognition at the transaction rate and adjusted at the end of the reporting period to the related closing rates. Gains and losses arising on currency translation are recognized in profit or loss, except for certain loans.

Goodwill is recognized directly as an asset of the subsidiary acquired and therefore also translated into euros for subsidiaries whose functional currencies are not the euro at the end of the reporting period using the middle rate (closing rate). Differences resulting from currency translation are recognized in the difference from currency translation in equity.

The following table summarizes the exchange rates used in currency translation that had a material effect on the Consolidated Financial Statements:

Currencies		Closing rate				Average rate for the year		
€1 in		Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022	2024	2023	2022
Brazil	BRL	6.43	5.37	5.64	6.31	5.83	5.40	5.44
Switzerland	CHF	0.94	0.93	0.98	1.03	0.95	0.97	1.01
China	CNY	7.60	7.87	7.37	7.19	7.79	7.66	7.08
Czechia	CZK	25.16	24.71	24.15	24.87	25.12	24.01	24.56
United Kingdom	GBP	0.83	0.87	0.89	0.84	0.85	0.87	0.85
Hungary	HUF	410.86	382.78	400.86	369.63	395.41	381.77	391.17
Japan	JPY	163.34	156.81	140.74	130.38	163.81	151.99	138.06
South Korea	KRW	1,534.34	1,428.58	1,344.72	1,347.48	1,475.17	1,413.09	1,357.73
Mexico	MXN	21.59	18.78	20.82	23.14	19.82	19.19	21.20
Malaysia	MYR	4.66	5.08	4.70	4.72	4.95	4.93	4.63
Philippines	PHP	60.39	61.28	59.33	57.71	61.98	60.17	57.33
Romania	RON	4.97	4.97	4.95	4.95	4.97	4.95	4.93
USA	USD	1.04	1.11	1.07	1.13	1.08	1.08	1.05
South Africa	ZAR	19.59	20.48	18.12	18.04	19.83	19.96	17.20

Revenue recognition
Only sales of products and services resulting from the ordinary business activities of Continental Automotive Technologies Group are shown as sales revenue.

In accordance with IFRS 15, *Revenue from Contracts with Customers*, Continental Automotive Technologies Group recognizes as revenue from contracts with customers the amount that is received as consideration for the transfer of goods or services to customers. The relevant point in time or period of time is the transfer of control of the goods or services to the customer (control approach).

To determine when to recognize revenue and at what amount, the five-step model is applied. By applying the five-step model in the Continental Automotive Technologies Group to contracts with customers, distinct performance obligations are identified. The transaction price is determined – and allocated to the performance obligations – according to the requirements of IFRS 15. Variable consideration in contracts with customers, such as rebates, bonus agreements or other kinds of price concessions, is analyzed, measured and included in the revenue recognition. The allocation of the transaction price in the case of more than one performance obligation at hand would be performed by using observable prices if possible. Otherwise, the allocation would be performed using the adjusted market assessment approach or the approach of cost plus a margin. For every performance obligation that, in accordance with IFRS 15, is distinct within the context of the contract, the revenue recognition is determined to be at a point in time or to be satisfied over time.

Multi-component contracts that contain distinct performance obligations with different timing of revenue recognition are not currently material.

Description of sales revenue in automotive original-equipment business
The type of performance obligations relates to the diverse and predominantly customer-specific products over all Continental Automotive Technologies Group segments. For more information, please refer to Note 2. Invoices are generally prepared once a month, while the payment terms average 60 days and differ mostly depending on the region and/or product group. Payments are made by bank transfer in the vast majority of cases. No significant discounts on the invoice amount are granted; however, customer bonuses and other price reductions are included in the transaction price as variable price components in line with expectations. The customers do not usually make any significant advance payments. Revenue is almost always recognized over time using an output-based measurement method, and sales revenue is measured based on the products that leave the production plant, as the products are produced and delivered “just in time”. There are no significant obligations from the right of customers to return products, from reimbursements to customers or similar obligations, or from warranty commitments that include a service component.

Description of revenue in other business activities
Revenue in other business activities is included in the sales of the automotive original-equipment business and in other revenues. On the one hand, services are provided and, on the other, project business is conducted in which developments for customers are made, goods produced, or services provided over a medium-term or longer period. For this revenue, there are no significant obligations from the right of customers to return products, from reimbursements to customers or similar obligations, or from warranty commitments that include a service component.

The largest component of this revenue relates to revenue from research and development, which is recognized at a point in time, either when the entire development is completed or when identifiable milestones within a development are reached. Invoices are generally prepared after completion of a milestone or an entire development and acceptance by the customer. Payments are made by bank transfer in most cases. No significant discounts on the invoice amount are granted. The customers do not usually make any significant advance payments.

In addition, services that are performed alongside the main business also lead to revenue recognition over time, though in smaller amounts. Both input- and output-based measurement methods are used, meaning sales are measured either based on the hours or days worked or the costs incurred (input), or based on the services rendered (output). Invoices are generally prepared at least once a month, and payments are made by bank transfer in most cases. No significant discounts on the invoice amount are granted. The customers do not usually make any significant advance payments.

Furthermore, project business is conducted, in which generally customer-specific goods or services are produced or provided for customers over a medium-term or longer period. Revenue from this is likewise recognized over time and sales are mostly measured using input-based measurement methods, taking account of the costs incurred. The customers do not usually make any significant advance payments. Payments are made by bank transfer in most cases. No significant discounts on the invoice amount are granted.

Invoices are generally prepared daily, while the payment terms for most of the sales average 60 days and differ mostly depending on the region and/or customer. Payments are generally made by bank transfer in the vast majority of cases, with the exception of business with end customers and consumers, who often pay in cash or by card. No significant discounts on the invoice amount are granted; however, customer bonuses and other price reductions are included in the transaction price as variable price components in line with expectations. The customers do not usually make any significant advance payments. Revenue is recognized at the point in time when control is transferred to the customer, considering the agreed incoterms. There are no significant obligations from the right of customers to return products, from reimbursements to customers or similar obligations, or from warranty commitments that include a service component.

Contract assets and contract liabilities
Contract assets primarily arise in the project business from customer-specific goods or services for customers but are only of minor significance in the Continental Automotive Technologies Group. Contract assets must be recognized because the goods or services are provided over a medium-term or longer period in which goods or services have already been provided by Continental Automotive Technologies Group but there is not yet an unconditional right against the

customer, i.e. a receivable. The right – or part of the right – to consideration from the customer is often only unconditional once the provision of the services has been completed and can then be recognized as a receivable and invoiced in full. The associated payments are generally made on the basis of actual invoicing. The recognition of receivables and the receipt of payments reduce the associated contract assets.

Contract liabilities include mainly advance payments by customers for deliveries of goods and for services to be performed. In the case of these advance payments by customers for deliveries of goods and for services to be performed, the customer has already paid the consideration – or part of the consideration – but Continental Automotive Technologies Group has generally not yet satisfied its performance obligation or has done so only to a limited extent. The provision of the corresponding services to the customers by Continental Automotive Technologies Group reduces the level of the associated contract liabilities.

Research and development expenses
Research and development expenses comprise expenditure on research and development, and expenses for customer-specific applications, prototypes and testing. Where refunds from customers for research and development expenses are agreed, these costs are recognized in inventories until control is transferred. Once control is transferred, the refund amounts are stated under other income. In addition, the expenses are reduced by the amount relating to the application of research results from the development of new or substantially improved products, if the related activity fulfills the recognition criteria for internally generated intangible assets set out in IAS 38, *Intangible Assets*. This portion of the expenses is capitalized as an asset and amortized over a period of three to seven years from the date that the developed products become marketable. However, expenses for customer-specific applications, pre-production prototypes or tests for products already being marketed do not qualify as development expenditure which may be recognized as an intangible asset. Furthermore, expenses incurred directly in connection with the launch of new production operations and plants are recognized directly in profit or loss.

New developments for the original-equipment business are not marketable until Continental Automotive Technologies GmbH has been nominated as the supplier for the particular vehicle platform or model and, furthermore, has successfully fulfilled pre-production release stages. Moreover, these release stages serve as the prerequisite to demonstrate the technical feasibility of the product, especially given the high demands imposed on safety and comfort technology. Accordingly, development costs are recognized as an asset only as at the date of nomination as supplier and upon fulfillment of a specific pre-production release stage. The development is considered to be completed once the final approval for the unlimited production is granted. Only very few development projects fulfill the recognition criteria.

Although suppliers are nominated by original equipment manufacturers with the general obligation to supply products over the entire life of the particular model or platform, these supply agreements constitute neither long-term contracts nor firm commitments, in particular because the original equipment manufacturers make no commitments in regard to purchase quantities. For this reason, all pre-production expenses – with the exception of the capitalized development costs as previously described – are recognized immediately in profit or loss.

Product-related expenses
Costs for advertising, sales promotion and other sales-related items are expensed as incurred. Provisions are recognized for possible warranty claims on sold products on the basis of past experience, as well as legal and contractual terms. Additional provisions are recognized for specific known cases.

Financial result and investment income
Interest income and expenses are recognized for the period to which they relate.

Dividends are recognized in profit or loss if legal entitlement to payment of the dividend is established, the economic benefit associated with the dividend is likely to be received, and the dividend amount can be measured reliably.

Earnings per share
Basic earnings per share are calculated on the basis of the weighted average number of shares issued. Treasury stock is deducted for the period it is held. Diluted earnings per share also include shares from the potential exercise of option or conversion rights. The corresponding expenses that would no longer be incurred after the conversion or exchange are eliminated.

Statement of financial position classification
Assets and liabilities are reported as non-current assets and liabilities in the statement of financial position if they have a remaining term of over one year and, conversely, as current assets and liabilities if the remaining term is shorter. Liabilities are treated as current if there is no right to defer settlement of the liability for at least 12 months after the end of the reporting period. Pension provisions, provisions for other post-employment benefits, and other employee benefits, as well as deferred tax assets and liabilities are accounted for as non-current. If assets and liabilities have both current and non-current portions, the amounts are classified separately and shown as current and non-current assets or liabilities.

Goodwill
Goodwill corresponds to the difference between the acquisition cost and the fair value of the acquired assets and liabilities of the business combination. Goodwill is not subject to amortization; it is tested for impairment at least annually and, if necessary, impaired.

The details of the annual impairment test are described under “Impairment” in this note. Once an impairment loss has been recognized on goodwill, it is not reversed in subsequent periods.

Intangible assets
Purchased intangible assets are carried at acquisition costs and internally generated intangible assets at their production costs, provided that the conditions for recognition of an internally generated intangible asset are met in accordance with IAS 38, *Intangible Assets*. If intangible assets have finite useful lives, they are amortized on a

straight-line basis over a useful life of three to eight years in general. Intangible assets with indefinite useful lives are tested at least annually for impairment and, if necessary, impaired.

The details of the annual impairment test are described under "Impairment" in this note.

Property, plant and equipment
Property, plant and equipment is measured at cost less accumulated depreciation. If necessary, additional impairment is recognized on the affected items.

Production cost consists of the direct costs and attributable material and manufacturing overheads, including depreciation.

Under certain conditions, portions of the borrowing costs are capitalized as part of the acquisition cost. This also applies to investment property.

As soon as an asset is available for its intended use, subsequent cost is capitalized only to the extent the related modification changes the function of the asset or increases its economic value and the cost can be clearly identified. All other subsequent expenditure is recognized as current maintenance expense.

Property, plant and equipment is broken down into the lowest level of the components that have significantly different useful lives and, to the extent integrated in other assets, when they are likely to be replaced or overhauled during the overall life of the related main asset. Maintenance and repair costs are recognized in profit or loss as incurred. The Continental Automotive Technologies Group has no property, plant or equipment that by the nature of its operation and deployment can be repaired and serviced only in intervals over several years. The useful lives are up to 25 years for land, land rights and buildings; up to 20 years for technical equipment and machinery; and up to 12 years for other equipment, factory and office equipment.

When assets are sold, closed down or scrapped, the difference between the net proceeds and the net carrying amount of the assets is recognized as gain or loss in other income or expense, respectively.

Government grants
Government grants are reported if there is reasonable assurance that the conditions in place in connection with the grants will be fulfilled and that the grants will be awarded.

Monetary government grants and government subsidies that are directly attributable to depreciable fixed assets are deducted from the procurement and manufacturing costs of the assets in question. All other monetary grants and subsidies are recognized as income in line with planning and are presented alongside the corresponding expenses. Non-monetary government grants are recognized at fair value.

Investment property
Land and buildings held for the purpose of generating rental income instead of production or administrative purposes are carried at depreciated cost. Depreciation is charged on a straight-line basis over the useful lives, which correspond to those for real estate in use by the company.

Leases
Descriptions regarding leases reflect leasing matters with third parties as well as related parties.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A lessee shall recognize a right-of-use asset and a corresponding lease liability, which represents the lessee's obligation to make lease payments.

The lease liability is measured at the present value of the lease payments not yet made. It is recognized under indebtedness. Discounting is determined using the incremental borrowing rates, as the interest rates underlying the leases often cannot be determined regularly. The right-of-use-asset recognized by the lessee is measured at cost less accumulated depreciation. This amount comprises the corresponding lease liability and prepaid lease payments, taking into account any lease incentives received. It is recognized in property, plant and equipment. Depreciation is charged on a straight-line basis. The lease liability is subsequently measured according to the effective interest method. The resulting interest expense is recognized in the financial result.

Continental Automotive Technologies Group utilizes the exemptions for short-term leases and for leases in which the underlying asset is of low value.

Continental Automotive Technologies Group leases property, plant and equipment, especially buildings.

As lessor, Continental Automotive Technologies Group classifies leases as operating leases or finance leases. For this classification, Continental Automotive Technologies Group considers whether the lease transfers substantially all the risks and rewards incidental to ownership of an underlying asset. If this is the case, it is a finance lease; otherwise, it is an operating lease.

If Continental Automotive Technologies Group acts as an intermediate lessor, the interests arising from the head lease and sublease are accounted for separately. The sublease is classified based on the value of right-of-use asset arising from the head lease and not based on the underlying asset. If the head lease is a short-term lease for which the Continental Automotive Technologies Group applies the exemption provision, it classifies the sublease as an operating lease.

Apart from the products acquired from Schaeffler Group respectively Vitesco Technologies Group (until the merger on October 1, 2024) on the basis of the related framework agreement, IFRS 15, *Revenue from Contracts with Customers*, is applied when allocating the consideration in the contract to each lease and non-lease component.

Impairment
The Continental Automotive Technologies Group immediately reviews intangible assets and property, plant and equipment, investment property and goodwill as soon as there is an indication of impairment (triggering event). Impairment is assessed by comparing

the carrying amount with the recoverable amount. The recoverable amount is the higher of the fair value less cost of disposal and the present value of the expected future cash flows from the continued use of the asset (value in use). If the carrying amount is higher than the recoverable amount, the difference is recognized as impairment. If the indications for the prior recognition of impairment no longer apply, the impairment losses are reversed for intangible assets, property, plant and equipment, and investment property.

In particular, the rise in the general interest rate level is an indication of possible impairment, which is why Continental Automotive Technologies Group performed an impairment test for the individual CGUs on June 30, 2022, and September 30, 2022. Due to this triggering event and other significant assumptions made when calculating the value in use of a CGU – such as free cash flows, discount rates and their parameters, and long-term growth rates – goodwill was impaired by €553 million in the Vehicle Dynamics CGU (September 30, 2022: €555 million; June 30, 2022: €57 million), and property, plant and equipment impaired by €311 million (September 30, 2022: €310 million; June 30, 2022: €313 million) in the Architecture and Network CGU during the year 2022. This was mainly attributable to increased discount rates and updated planning. The impairment losses are reported as other expenses. The changes since September 30, 2022, result exclusively from changes in exchange rates.

The expected cash flows of the CGUs used as a basis for the impairment tests on September 30, 2022, and June 30, 2022, were derived from current long-term planning that covers the next five years. For the impairment test on September 30, 2022, the cash flows of the CGUs were discounted with an interest rate before tax of 13.2% (June 30, 2022: 12.8%). This pre-tax WACC is based on the capital structure of the respective relevant peer group on average over the last five years. The risk-free interest rate as at September 30, 2022, was 2.07% (June 30, 2022: 1.64%), and the market risk premium was 7.5% (June 30, 2022: 7.5%). Borrowing costs correspond to the interest rate on industrial bonds, with the average rating derived via the peer group.

For the impairment test on September 30, 2022, and June 30, 2022, the compounded annual growth rates in the detailed planning period were as followed per CGU:

Autonomous Mobility: 26.5% (June 30, 2022: 26.7%)
Commercial Vehicles & Services: 9.4% (June 30, 2022: 9.2%)
Connected Car Networking: 8.4% (June 30, 2022: 8.7%)
Continental Engineering Services: 15.0% (June 30, 2022: 15.0%)
Human Machine Interface: 10.2% (June 30, 2022: 10.2%)
Hydraulic Brake Systems: 5.8% (June 30, 2022: 6.0%)
Passive Safety and Sensorics: 5.4% (June 30, 2022: 6.4%)
Vehicle Dynamics: 6.8% (June 30, 2022: 6.5%)

The long-term growth rates on both reporting dates were 1.0% for the CGUs. These growth rates do not exceed the long-term average growth rates for the markets in which the CGUs operate.

The recoverable amount of the Vehicle Dynamics CGU as at September 30, 2022, was €1,469 million, and the recoverable amount of the Architecture and Network CGU as at June 30, 2022, was €776 million.

Owing to the sanctions imposed against or by Russia, intangible assets and property, plant and equipment were reviewed at the Russian companies during the year. This led to a full impairment of all intangible assets and property, plant and equipment. No material expenses were incurred.

In addition, capitalized goodwill is generally tested for impairment once a year as at November 30 at the level of CGUs. CGUs are the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets, not larger than an operating segment. This represents the level at which goodwill is monitored for internal management purposes. Generally, CGUs are defined at the segment level within Continental Automotive Technologies Group. Within the Safety and Motion segment an additional CGU, Automotive Aftermarket, is identified. The impairment test is performed by comparing the carrying amount of the CGU including its goodwill and the recoverable amount of this CGU. The recoverable amount in this case is the value in use calculated on the basis of discounted cash flows before interest and tax. Impairment is recognized to the extent the carrying amount exceeds the recoverable amount for a CGU. If the reasons for this cease to apply in the future, impairment losses on goodwill are not reversed.

The expected cash flows of the CGUs are derived from long-term planning that usually covers the next five years and is approved by management. For the Autonomous Mobility CGU, expected cash flow data is derived from its long-term planning that covers the next eight years. The plans are based in particular on assumptions regarding macroeconomic developments, as well as trends in sales prices, raw material prices and exchange rates derived in part form external sources. In addition to these current market forecasts, past developments and experiences are also taken into account. Furthermore, Continental Automotive Technologies Group's internal CO_2 shadow price, which has been set on the basis of current and projected future market prices for CO_2, is also taken into account in the assumptions. For the perpetuity beyond the period of five years, the cash flow is extrapolated using the expected long-term growth rates for the individual CGUs.

The main assumptions when calculating the value in use of a CGU are the free cash flows, the discount rate and its parameters, and the long-term growth rate.

Annual impairment testing was performed on the basis of the bottom-up business plan for the next five years approved by management in the periods under review. The cash flows of the CGUs of the Autonomous Mobility (AM) segment were discounted with an interest rate before tax of 12.4% (2023: 13.1%; 2022: 12.9%), those of the Architecture and Network Solutions (ANS) segment were discounted with an interest rate before tax of 12.4% (2023: 13.1%; 2022: 12.9%), those of the Safety and Motion (SAM) segment with an interest rate before tax of 12.4% (2023: 13.1%; 2022: 12.9%), those of the User Experience (UX) segment with an interest rate before tax of 12.4% (2023: 13.1%; 2022: 12.9%), those of the Contract Manufacturing (CM) segment with an interest rate before tax of 12.4% (2023: 13.1%; 2022: 12.9%) and those of the Other/Holding/Consolidation segment with an interest rate before tax of 12.4% (2023: 13.1%; 2022: 12.9%). This pre-tax WACC is based on the capital structure of the respective

relevant peer group on average over the last five years. The risk-free interest rate is 2.50% (2023: 2.62%; 2022: 1.75%) and the market risk premium 7.0% (2023: 7.0%; 2022: 7.5%). Borrowing costs correspond to the interest rate on industrial bonds, with the average rating derived via the peer group.

For the annual impairment test, the compounded annual growth rates in the detailed planning period per CGU were as follows:

2024
Architecture and Network Solutions: 2.8%
Automotive Aftermarket: –0.3%
Autonomous Mobility: 14.5%
Continental Engineering Services: 17.0%
Safety and Motion: 3.9%

2023
Autonomous Mobility: 14.1%
Safety and Motion: 5.6%
Smart Mobility: 5.7%
Software and Central Technologies: 10.5%

2022
Autonomous Mobility: 22.0%
Continental Engineering Services: 18.0%
Hydraulic Brake Systems: 8.0%
Passive Safety and Sensorics: 9.2%
Smart Mobility: 7.3%
Vehicle Dynamics: 9.4%

Contract manufacturing for Schaeffler Group respectively Vitesco Technologies Group (until the merger on October 1, 2024) is reported in the Contract Manufacturing segment and will conclude by the end of the detailed planning period. The long-term growth rate was 1.0% (2023: 1.0%; 2022: 1.0%) for the CGUs of the AM segment, 1.0% (2023: 1.0%; 2022: 1.0%) for those of the ANS segment, 1.0%(2023: 1.0%; 2022: 1.0%) for those of the SAM segment, 1.0% (2023: 1.0%; 2022: 1.0%) for those of the UX segment and 0.0% (2023: 0.0%; 2022: 0.0%) for those of the CM segment. These growth rates do not exceed the long-term average growth rates for the markets in which the CGUs operate.

The annual impairment testing of goodwill determined no requirements for impairment for the financial years 2023 and 2024. This review did not reveal any need for impairment, since the fair value less costs of disposal for the individual assets exceeds their respective carrying amount. Fair values were derived on the basis of valuation reports relating to the properties and current market values for comparable machinery and technical equipment, among other things.

Assuming a 0.5-percentage-point increase in the discount rate would not lead to any goodwill impairment. No asset impairment would result. Reducing the long-term growth rate by 0.5-percentage points would not lead to any goodwill impairment. No asset impairment would result. If sales in perpetuity would decline by 5.0%, consequently reducing free cash flow as a key planning parameter, this would not lead to any goodwill impairment. No asset impairment would result.

Financial Instruments
A financial instrument, as defined in IAS 32, *Financial Instruments: Presentation*, is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

In the Continental Automotive Technologies Group, a purchase or sale of financial assets or financial liabilities is recognized or derecognized at the settlement date.

Financial assets
Financial assets are recognized in the statement of financial position as at the date Continental Automotive Technologies becomes a contractual party to the financial instrument. At the acquisition date, they must be classified into measurement categories that determine the subsequent accounting.

Receivables from the receivables factoring programs carried out in the Continental Automotive Technologies Group are recognized in the statement of financial position when the risks and rewards, in particular credit and default risk, have not been essentially transferred. The repayment obligations therefrom are, as a rule, then shown as short-term indebtedness.

The classification and measurement of financial assets that constitute debt instruments is based on the business model in which the assets are managed and on their cash flow characteristics. These conditions are cumulative criteria whose audit sequence is irrelevant.

It is therefore necessary to analyze the business model in which the asset to be classified is held. This relates to the investigation of the way in which financial assets held in order to collect cash flows are managed. The Continental Automotive Technologies Group reclassifies debt instruments if the corresponding business model changes.

IFRS 9, *Financial Instruments*, distinguishes between three business models:

- Hold-to-collect: The objective of this business model is to hold the financial assets and generate the contractual cash flows. This model is the prevalent business model in the Continental Automotive Technologies Group.

- Hold-to-collect and sale: This business model aims to collect the contractual cash flows or sell the financial assets. This business model does occur – for example, in connection with notes receivable – but is fundamentally of subordinate importance in the Continental Automotive Technologies Group.

- Other: This business model constitutes a catch-all category. This model occurs in the Continental Automotive Technologies Group in connection with recognized trade accounts receivable from third parties which will probably be sold under a true sale-of-receivables factoring agreement; however, it is fundamentally of subordinate importance in the Continental Automotive Technologies Group.

In addition to the analysis of the business model, the contractual terms applicable on acquisition of the financial instrument must also be assessed based on the SPPI (solely payments of principal and interest) criterion. The SPPI criterion is met when 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. Contractual cash flows that are solely payments of principal and interest on the principal amount outstanding are consistent with a basic lending arrangement.

On the basis of the aforementioned conditions, a distinction is drawn between the following measurement categories for financial assets that constitute debt instruments:

- Measured at amortized cost: The financial asset, which constitutes a debt instrument, is held within a business model whose objective is to hold assets in order to collect contractual cash flows. Furthermore, the contractual cash flows can be characterized as payments of principal and interest on the principal amount outstanding. Interest income is recognized in the financial result using the effective interest method. Gains or losses arising from derecognition are recognized in profit or loss together with the foreign-currency gains or losses in the profit or loss line item other operational income or other operational expense or in the financial result. Impairment losses are likewise recognized separately in the income statement.

- Measured at fair value through other comprehensive income with reclassification (FVOCIwR): The financial asset, which constitutes a debt instrument, is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. Furthermore, the contractual cash flows can be characterized as payments of principal and interest on the principal amount outstanding. Changes in the carrying amount are recognized in other comprehensive income. Income or expenses from impairment, interest income and foreign-currency gains and losses are recognized in profit or loss. The cumulative gain or loss stated in other comprehensive income is reclassified from equity to the income statement when the financial asset is derecognized. Interest income is recognized in the financial result using the effective interest method. Foreign-currency gains and losses are recognized in other income and expenses.

- Measured at fair value through profit or loss (FVPL): The financial asset, which constitutes a debt instrument, is not to be measured at amortized cost or at fair value through other comprehensive income with reclassification (FVOCIwR), as either the SPPI criterion was not met, or the "Other" business model applies. Classification to the "measured at fair value through profit or loss (FVPL)" category can also be appropriate if the fair value option is applied to debt instruments that should actually be classified as measured at amortized cost or at fair value through other comprehensive income with reclassification (FVOCIwR). However, the Continental Automotive Technologies Group does not currently intend to apply the fair value option to debt instruments. Income or expense from a financial asset measured at fair value through profit or loss is recognized in the income statement.

Investments that fall within the scope of IFRS 9, *Financial Instruments*, and meet the definition of equity must generally be measured at fair value. For equity instruments that are neither held for trading nor constitute contingent consideration accounted for by the acquirer in a business combination according to IFRS 3, *Business Combinations*, the Continental Automotive Technologies Group decides at the acquisition date for each (equity) instrument whether to exercise the option of recognizing changes in fair value in other comprehensive income (fair value OCI option). The cumulative gain or loss in other comprehensive income is not reclassified to the income statement when the financial asset is derecognized. This results in the measurement category of fair value through other comprehensive income without reclassification (FVOCIwoR). Dividends are an exception to this and continue to be recognized in profit or loss when the legal entitlement is established, unless this relates to a partial restitution of acquisition costs. Dividends are recognized in other income from investments.

Equity instruments held for trading purposes or for which the fair value OCI option is not utilized are without exception accounted for at fair value through profit or loss (FVPL).

On initial recognition, the Continental Automotive Technologies Group measures a financial asset at fair value plus the transaction costs directly attributable to the acquisition, with the exception of financial assets measured at fair value through profit or loss, for which associated transaction costs are recognized as expense in the income statement.

Impairment is recognized using the expected loss model. The impairment model applies to financial assets measured at amortized cost or at fair value through other comprehensive income (FVOCI) (except for investments in equity instruments), contract assets that result from IFRS 15, *Revenue from Contracts with Customers*, lease receivables, loan commitments and financial guarantee contracts.

Loss allowances are measured on the basis of 12-month expected credit losses or on the basis of lifetime expected credit losses. 12-month expected credit losses result from possible default events within 12 months after the reporting date. Lifetime expected credit losses result from all possible default events over the expected life of a financial instrument.

Lifetime expected credit loss measurement applies if the credit risk of a financial asset at the reporting date has increased significantly since initial recognition, and 12-month expected credit loss measurement applies if it has not. The credit risk of a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due on the reporting date.

For trade accounts receivable and contract assets with and without significant financing components, lease payments receivable and current receivables from related parties, only lifetime expected credit loss measurement is applied. Under this approach, the lifetime expected credit losses must be recognized from the initial recognition of the receivable.

A financial asset is in default or credit-impaired if one of the following criteria is met:

- Insolvency or a similar event that indicates significant financial difficulty and a probable default of the counterparty.

- Probable debt waiver.

- A breach of contract that leads to the assumption that it is more probable that one or more receivables are not collectible.
- Other reasons in the assessment of credit management that lead to the assumption that it is more probable that the receivables are not collectible.

If there is evidence of uncollectibility, the financial asset is derecognized. If creditworthiness improves, the allowance is reversed.

The Continental Automotive Technologies Group regularly reviews the expected credit loss model in accordance with IFRS 9, *Financial Instruments*, to identify potential effects on the model and make any necessary adjustments. A review based on the information currently available did not reveal any need for adjustment as at December 31, 2024 (2023: no need for adjustment; 2022: no need for adjustment).

Financial liabilities

Financial liabilities are recognized in the statement of financial position as at the date Continental Automotive Technologies Group becomes a contractual party to the financial instrument.

Financial liabilities are generally measured at amortized cost using the effective interest method. Instruments that are held for trading are classified as "financial liabilities measured at fair value through profit or loss." For financial liabilities not held for trading, the fair value option can be exercised. If the fair value option is used, the portion of the change in the fair value due to changes in the credit risk of the liability is recognized in other comprehensive income. The fair value option is not currently exercised in the Continental Automotive Technologies Group. In the Consolidated Financial Statements of Continental Automotive Technologies GmbH, all non-derivative financial liabilities are measured at amortized cost, which as a rule comprises the remaining principal balance and issuing costs, net of any unamortized premium or discount. Financial obligations with fixed or determinable payments that comprise neither financial liabilities nor derivative financial liabilities and are not quoted in an active market are reported in the statement of financial position under other financial liabilities in accordance with their term.

In the case of information reported in accordance with IFRS 7, *Financial Instruments: Disclosures*, classification is in line with the items disclosed in the statement of financial position and/or the measurement category used in accordance with IFRS 9, *Financial Instruments*.

Derivative financial instruments and hedge accounting

Derivative financial instruments are measured at fair value through profit or loss (FVPL). The fair value is generally the market or exchange price. In the absence of an active market, the fair value is determined using financial models.

Fair values of currency forwards are calculated by way of future cash flows being translated into one of the two currencies using forward rates, netted, discounted with risk-free interest rates and then translated into the functional currency of the respective subsidiary at current spot exchange rates if applicable (par method).

The value of options is determined by applying recognized option pricing models.

To calculate the fair value of interest-rate swaps and cross-currency interest-rate swaps, the future cash flows are discounted with the interest rates for the respective maturities, with primarily deposit rates, risk-free interest rates or IBOR rates used as short-term interest rates while long-term interest rates are based on the swap rates in the respective currency. Future cash flows are forecast using interest-rate curves with an appropriate payment tenor. When discounting, currency basis spreads or, if applicable, tenor basis spreads are taken into account.

The measurement of derivative instruments takes into account the credit spread in general.

Derivative instruments are recognized at the date when the obligation to buy or sell the instrument arises.

Hedge accounting is currently not applied.

The amount of the effective portion of the change in value of the hedges remaining from the hedging of foreign-currency risks from net investments in foreign operations is still recognized together with the effect from the currency translation of the net investment in the difference from currency translation in equity. The accumulated currency effects are not reclassified in profit and loss until the foreign operations are sold or liquidated.

Embedded derivatives

An embedded derivative is a component of a hybrid contract alongside a non-derivative host contract. A portion of the cash flows of the hybrid contract is therefore subject to similar variability as a separate derivative.

Non-derivative host contracts, with the exception of financial assets, are regularly inspected within the Continental Automotive Technologies Group for embedded derivatives.

If the host contract does not fall under the scope of IFRS 9 or if the host contract is a financial liability, embedded derivatives must be separated from the host contract if the assessment finds that the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract, a separate instrument with the same terms would meet the definition of a derivative and Continental Automotive Technologies Group does not exercise the option to measure the entire hybrid instrument at fair value through profit or loss.

If separation is appropriate, the host contract is accounted for in accordance with the relevant IFRS requirements. The embedded derivative is recognized at fair value through profit or loss (FVPL).

Inventories

Inventories are recognized at the lower of cost and net realizable value. Acquisition cost is generally determined using the weighted-average method. Production cost includes direct costs, production-related material costs, overheads and depreciation. Inventory risks resulting from decreased marketability or excessive storage periods are accounted for with write-downs.

Other assets
Other assets are recognized at amortized cost. Allowances are recognized as appropriate to reflect any possible risk related to recoverability.

Accounting for income taxes
For the tax group of Continental Automotive Technologies GmbH, which forms part of the tax group of Continental AG, the current income taxes are calculated as though the tax group of Continental Automotive Technologies GmbH filed a separate income tax return ("separate tax return approach").

Companies outside of Germany that are part of Continental Automotive Technologies Group but at the same time are a member of a tax group with a tax payer that does not belong to the Continental Automotive Technologies Group are shown as standalone tax payer or combined into Automotive tax groups where applicable for purpose of the reporting in the Consolidated Financial Statements. This relates to the calculation and posting of current as well as deferred taxes. That way, current taxes are presented as if Continental Automotive Technologies Group had been independent from Continental AG. For financial year 2022 and 2023 relevant foreign countries are the United Kingdom, France, Italy and Spain. In financial year 2024 Hungary and Romania are affected as well. Current tax assets or tax liabilities are recognized in those entities that are legally enforced to claim the tax assets from or settle the tax liabilities to the authorities.

Under this approach, current tax liabilities or current tax assets, which are attributable to the Continental Automotive Technologies Group, but are settled by Continental AG group companies, are reflected as a contribution to or withdrawal from equity – net of income tax allocations already expensed in the Continental Automotive Technologies Group – respectively. This does not apply to already existing tax liabilities or tax assets.

Tax losses carried forward resulting from periods before the original tax group, which is currently set up in the Continental Group, have been revived for the purpose of Consolidated Financial Statements for applicable entities.

The calculated current income taxes related to beforementioned previous tax group members, that are now regarded as standalone for tax purposes are not considered to be cash flow relevant, since these current income taxes will be paid by Continental AG.

Income taxes are measured using the concept of the statement of financial position liability method in accordance with IAS 12, *Income Taxes*. Tax expenses and refunds that relate to income are recognized as income taxes. Late payment fines and interest arising from subsequently assessed taxes are not reported under the item income taxes, but rather as interest income and expense.

Current taxes owed on income are recognized as expenses when they are incurred. They are determined taking into account the respective local tax laws and relevant case law. The complexity of these regulations and the possible differences in interpretation between taxpayers on the one hand and local tax authorities on the other may lead to uncertainties regarding the handling of individual facts and circumstances. These uncertain tax positions are measured in accordance with IFRIC 23 as the most likely amount. Owing to the lack of an unrestricted market comparison, determining prices for cross-border intercompany transactions is extremely complex and therefore subject to uncertainty. In the Continental Automotive Technologies Group, prices are therefore regularly determined on the basis of the internationally recognized arm's length principle, taking into account the transfer pricing methods specified by lawmakers and the Organisation for Economic Cooperation and Development (OECD). If there are multiple tax uncertainties and a correlation between them and certain tax parameters, they are presented in the financial statements either individually or as a group, depending on how the risk is realized.

Deferred taxes include expected tax payments and refunds from temporary differences between the carrying amounts in the Consolidated Financial Statements and the related tax bases, as well as from the utilization of loss carryforwards. No deferred tax is recognized for non-tax-deductible goodwill. The deferred tax assets and liabilities are measured at the applicable tax rates related to the period when the temporary differences are expected to reverse. Changes in tax rates are recognized once the rate has been substantially enacted.

Deferred taxes for members of a tax group with a tax payer that does not belong to the Continental Automotive Technologies Group, that are now regarded as standalone or combined into Automotive tax groups for tax accounting purposes, are also calculated using the separate tax return approach.

Deferred tax assets are not recognized if it is not probable that they will be realized in the future.

For previous tax group members, that are now regarded as standalone for tax purposes, the assessment of the probability that deferred tax assets can be utilized in the future was done on the level of the Continental Automotive Technologies Group for the financial years under review.

In a country-specific review, the extent to which tax-related risks that are likely to occur can or must be offset against losses or loss carryforwards in the individual countries or tax groups is analyzed. If there is a need for offsetting in the countries or tax groups, the probable tax-related risks are offset against the associated losses and loss carryforwards. As a result, the disclosure of deferred taxes on loss carryforwards includes a risk adjustment for the Continental Automotive Technologies Group units affected.

Uncertain tax positions for previous tax group members, that are now regarded as standalone for tax purposes are calculated on level of the single entity for Consolidated Financial Statements of Continental Automotive Technologies Group.

Income tax receivables and liabilities are recognized as current items, as they are due immediately and this due date often cannot be deferred.

The Continental Automotive Technologies Group falls within the scope of the regulations known as the Pillar Two Model Rules of the

OECD governing a global minimum corporate tax rate which have been carried over into German law under the Minimum Tax Act (*Mindeststeuergesetz – MinStG*). In addition, in countries where Continental Automotive Technologies Group operates, requirements have been introduced to levy a local minimum tax in this context.

Continental Automotive Technologies Group makes use of the exemption from accounting for deferred taxes in connection with Pillar Two income taxes, which was the subject of the amendments to IAS 12 published in May 2023.

The minimum tax is levied at the level of INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany, as the parent company of the IHO Group (ultimate parent entity) and group parent. Within the framework of the requirements stipulated by the minimum tax regulations, Continental Automotive Technologies GmbH, as the parent company of the Continental Automotive Technologies Group, acts as a partially owned parent entity. Continental Automotive Technologies GmbH is included in the consolidated financial statements of INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany, and, for this reason, is jointly assessed with the other companies of the IHO Group when determining the minimum tax. Continental Automotive Technologies GmbH is obligated in accordance with Section 3 (6) *MinStG* to compensate INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany, for the share of the minimum tax attributable to Continental Automotive Technologies GmbH. Owing to recognized national top-up taxes, it is possible that the duty to pay the minimum tax due may fall on group subsidiaries other than Continental Automotive Technologies GmbH.

The rules governing the global minimum tax stipulate that, per country, the difference between the effective tax rate in accordance with the global minimum tax rules and the 15% minimum tax rate – based on the adjusted minimum tax profit – is to be paid as the minimum tax by the ultimate parent entity, i.e. INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany. In a transition period for the fiscal years 2024 through 2026, so-called safe harbor rules linked to the fulfillment of certain criteria may be utilized that allow companies to dispense with the exact calculation of the minimum tax, with the minimum tax being set at zero in such cases.

Employee benefits
The retirement benefits offered by the Continental Automotive Technologies Group comprise both defined benefit and defined contribution plans.

Pension provisions under defined benefit plans are actuarially measured pursuant to IAS 19, *Employee Benefits* (revised 2011), using the projected unit credit method that reflects salary, pension and employee fluctuation trends. The discount rate to determine the present value is based on long-term loans in the respective capital market. Actuarial gains and losses are recognized in other comprehensive income. Expenses from interest cost on pension liabilities and interest income from pension funds are reported net in the financial result.

Accordingly, the interest effects of other long-term employee benefits are reported in the financial result. Pension liabilities for some companies of the Continental Automotive Technologies Group are covered by pension funds. Furthermore, plan assets comprise all assets, as well as claims from insurance contracts, that are held exclusively toward payments to those entitled to pensions and are not available to meet the claims of other creditors. Pension obligations and plan assets are reported on a net basis in the statement of financial position.

The other post-employment benefits also shown under the employee benefits relate to obligations to pay for health costs for retired workers in the USA in particular.

Defined contribution plans represent retirement benefits where the company only contributes contractually fixed amounts for current service entitlements, which are generally invested by independent, external asset managers until the date of retirement of the employee. The fixed amounts are partly dependent on the level of the employee's own contribution. The company gives no guarantees of the value of the asset after the fixed contribution, either at the retirement date or beyond. The entitlement is therefore settled by the contributions paid in the year.

Provisions for other risks and obligations
Provisions are recognized when a legal or constructive obligation has arisen that is likely to result in a future cash outflow to third parties and the amount can be reliably determined or estimated. The provisions are recognized as at the end of the reporting period at the value at which the obligations could probably be settled or transferred to a third party. Non-current provisions such as those for litigation or environmental risks are discounted to their present value. The resulting periodic interest charge for the provisions is shown under the financial result including an effect from a change in interest.

Non-financial liabilities
Current non-financial liabilities are carried at their settlement amount. Non-current non-financial liabilities are measured at amortized cost.

Share-based payments
Cash-settled share-based payments are measured at fair value using a Monte Carlo simulation. The liabilities are recognized under employee benefits until the end of the holding period. Equity-settled share-based payments are measured at the fair value of the granted equity instruments.

Estimates
Proper and complete preparation of the Consolidated Financial Statements requires management to make estimates and assumptions affecting the amount and disclosure of the recognized assets and liabilities, income and expenses as well as the disclosures in the notes for the reporting period.

The significant assumptions and estimates in the reporting period related to:

- the determination of the useful lives of intangible assets and property, plant and equipment.

- the impairment testing of goodwill and non-current assets, in particular the underlying cash flow forecasts and discount rates (determination of the recoverable).
- the identification of impairment losses or reversals of impairment losses on intangible assets.
- the identification of impairment losses or reversals of impairment losses on inventories.
- the identification of intangible assets and their measurement within the scope of company acquisitions.
- the assessment of the recoverability of receivables and other financial assets (impairment amount).
- the determination of fair values with regard to financial assets and liabilities.
- the recognition and measurement of income tax payables and deferred taxes on temporary differences, and the recognition of deferred tax assets on losses carried forward.
- the assessment of technical and economic feasibility when capitalizing development costs.
- the recognition and measurement of leases.
- the measurement of revenue reductions and reimbursement liabilities within the scope of revenue recognition.
- the actuarial parameters influencing share-based payments.
- the recognition and measurement of liabilities and provisions, in particular the actuarial parameters for pensions and similar obligations used to determine defined benefit obligations.
- the point in time at which assets and liabilities are classified as held for sale.
- the recognition and measurement of provisions and contingent liabilities, in particular with regard to the parameters for measuring restructuring provisions, as well as the probability of occurrence and the amount of warranty, litigation and environmental risks.

The assumptions and estimates are based on the information currently available at the date of preparation of the Consolidated Financial Statements. The underlying information is regularly reviewed and updated to reflect actual developments as necessary.

Impact of the macroeconomic environment and climate-related aspects on accounting in the reporting periods

Based on available information, the effects of the current macroeconomic environment on the accounting of the Continental Automotive Technologies Group were also continuously reviewed over the course of 2024. The macroeconomic environment was shaped in particular by persistently high inflation and high interest rates in the reporting period. The analysis of the effects of the macroeconomic environment on the accounting of the Continental Automotive Technologies Group included in particular the impairment testing of non-financial assets, the review of actuarial assumptions used to measure employee benefits and the review of the measurement of financial instruments and revenue from contracts with customers. This had no material effect on the reporting of the Continental Automotive Technologies Group in the reporting period. Overall, as in the previous year, there was a high level of uncertainty when making estimates in the reporting year.

We continued to review whether climate-related issues had a significant effect on reporting in the year under review. Such effects are possible in a number of different areas. Climate-related aspects can affect, for example, the recoverability of non-financial assets and inventories, the useful life and residual carrying values of assets, the expected credit losses of financial instruments, the input factors and assumptions used to measure value in use and fair value (e.g. discount rates, point in time and amount of projected cash flows), deferred tax assets, legal and de facto obligations (provisions and contingent liabilities), financial risk management (market risk, liquidity risk and default risk as well as risk concentration), and the financial accounting of participation in emissions trading systems and of energy supply agreements.

Climate-related risk factors were therefore considered in estimates and judgments when preparing the Consolidated Financial Statements.

Climate-related aspects are also considered in the management remuneration structure. The long-term incentive (LTI) for the Continental AG Executive Board members within the framework of the remuneration system in place until December 31, 2023 (remuneration system prior to December 31, 2023) includes a sustainability score as a second performance criterion in addition to the degree of target achievement of the relative total shareholder return (TSR). To determine the LTI to be paid out, this sustainability score is multiplied as a factor between 0.7 and 1.3 by the degree of target achievement of the relative TSR. Each year, the Continental AG Supervisory Board set out up to six performance criteria and targets for the sustainability score of the respective LTI plan. The structure of the LTI was changed under the expanded remuneration system valid from January 1, 2024 (remuneration system as of January 1, 2024). The LTI now comprises three performance criteria, which are additively linked together. The first financial performance criterion is still the relative TSR with a weighting of 50%. Added to this as a second financial performance criterion is the return on capital employed (ROCE) – calculated using an operating result adjusted for impairment on goodwill and divestments of companies and business operations – with a weighting of 30%. The third, non-financial performance criterion is environmental, social and governance (ESG) indicators with a weighting of 20%. The Continental AG Supervisory Board generally sets one to four ESG indicators each year before the term begins. The indicators under the sustainability factor in the remuneration system prior to December 31, 2023, as well as the ESG indicators in the remuneration system as of October 1, 2024, are based on the Continental Group's sustainability ambition and its further development, the reported sustainability indicators and associated corporate targets as well as management processes. The target values for the individual target years of the LTI are derived from the medium- and long-term corporate targets. For own CO_2 emissions, for example, the target path of the 2035 climate target and the corresponding intermediate steps for

the respective LTI target values are used. The term of the LTI is set at four years in both remuneration systems. In the remuneration system prior to December 31, 2023, the basis for measuring the target achievement is the measurement of performance in the corresponding period or in the last year of the plan. In the remuneration system as of January 1, 2024, a three-year performance period is specified for the performance criteria. At the end of the four-year term, the share price performance over the term of the plan is considered. For own CO_2 emissions, the strategic orientation for the defined target values, where necessary with interim steps for the individual tranches in order to achieve the long-term goal, is to reduce own CO_2 emissions to 0.5 million metric tons of CO_2 by 2035. This indicator is included in the 2020–2023, 2021–2024, 2022–2025 and 2023–2026 LTI plans as a target criterion in the sustainability factor and in the 2024-2027 LTI plan as an ESG indicator.

As in previous years, no significant effects of climate-related risk factors on reporting were identified. There were also no significant effects on individual items in the reporting periods.

Impact of the geopolitical situation on accounting in the reporting periods

Based on available information during the reporting period, Continental Automotive Technologies Group continuously reviewed the effects of the ongoing war in Ukraine, the conflict in the Middle East, the conflict between China and Taiwan and the unclear development of the geopolitical situation, as well as the resulting disruptions to production, supply chains and demand, on the accounting of the Continental Automotive Technologies Group as at December 31, 2024. This review had no material effect on the reporting of the Continental Automotive Technologies Group in the reporting periods.

With respect to further developments concerning the geopolitical conflict, climate-related aspects and the macroeconomic environment, the Continental Automotive Technologies Group is still continuously reviewing the possible effects on accounting.

Consolidated statement of cash flows

The statement of cash flows shows the sources during the reporting periods presented that generated cash and cash equivalents as well as the application of cash and cash equivalents. This includes all cash and cash equivalents and demand deposits. Cash equivalents are short-term, highly liquid financial investments that can be readily converted into known cash amounts and are subject to an insignificant risk of changes in value.

The restrictions that may impact the availability of capital are also understood to comprise all existing restrictions on the cash and cash equivalents. In the Continental Automotive Technologies Group, the cash and cash equivalents are restricted with regard to pledged amounts and balances in countries with foreign-exchange restrictions or other barriers to accessing liquidity. Taxes to be paid on the transfer of cash assets from one country to another are not usually considered to represent a restriction on cash and cash equivalents.

Financial investments are considered to be cash equivalents only if they have a remaining original term not exceeding three months.

2. Segment Reporting

In accordance with the provisions of IFRS 8, *Operating Segments*, Continental Automotive Technologies GmbH's segment reporting is based on the management approach with regard to segment identification, under which information regularly provided to the chief operating decision-maker for decision-making purposes is considered decisive.

Products with similar characteristics have been grouped into segments. It is essential to note that the operating segments are equivalent to the reportable segments. This correspondence is evident in product requirements and market trends. The activities of the Continental Automotive Technologies Group are divided into the following segments:

Autonomous Mobility (AM) develops and manufactures products and solutions for Advanced Driver Assistance Systems (ADAS) and Autonomous Driving (AD) technologies. With its ADAS and AD electronics, software, and service solutions, AM provides technologies that enhance vehicle safety and improve the overall driving experience in the automated and autonomous mobility sector. Additionally, AM offers electronics, software, and service solutions for commercial and special-purpose vehicles. These solutions are specifically tailored to the needs of trucks, buses, two-wheelers, and vehicles operating in specialized environments such as forestry, agriculture, construction, and mining (off-highway). Furthermore, AM provides customized service solutions for vehicle fleets and workshops.

Architecture and Network Solutions (ANS) develops and manufactures electronic products and solutions for Software-Defined Vehicles (SDVs) – vehicles that manage their processes primarily or entirely through software, enabling and adding functions. ANS offers server-zone architecture (e.g., structured systems in which electronic components, modules, and networks are divided into zones independently of their vehicle function and centrally managed by servers or control units to enhance efficiency and flexibility), advanced access solutions, vehicle connectivity solutions, comfort electronics (e.g., seat comfort systems for vehicle occupants), and build-to-print services. Throughout the entire vehicle lifecycle, ANS combines hardware and software solutions in the fields of vehicle architecture and connectivity, developing, designing, and manufacturing its technologies and software while integrating them into complete vehicle systems.

Safety and Motion (SAM) develops and manufactures products in the chassis domain. Its product portfolio includes components, systems, and software for passive and active safety, vehicle dynamics, and comfort, such as electronic braking systems and airbag control units. SAM serves the market for light vehicles and two-wheelers with its products. Additionally, SAM encompasses the Automotive Aftermarket business, offering replacement parts for vehicle components (including products from other business areas of Automotive) and other manufacturers for the original equipment business and the independent aftermarket.

User Experience (UX) designs, develops, and produces products for driver and passenger information and vehicle interaction, such as display solutions, head-up displays, and digital clusters. Digital clusters are digital instrument displays that provide the driver with essential driving information (e.g., speed display, tachometer, temperature, fuel level, indicator lights, and warnings) as well as additional information (e.g., navigation, radio, and phone). UX covers the entire lifecycle of its products, from innovation and advanced technology development to series development based on specific customer requirements and mass production. UX carries out a range of pre-assembly processes in-house, such as optical bonding, display backlight manufacturing, plastic injection molding, and display sealing, while also sourcing key components, such as display panels, from a global network of suppliers. In addition, mechanical combination instruments, interior cameras, in-car entertainment systems, radios, and haptic control elements complement the UX portfolio, but are no longer actively offered.

Contract Manufacturing (CM)
The contract manufacturing of products by Continental Automotive Technologies Group companies for Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024) is consolidated in Contract Manufacturing. This contract manufacturing is not intended to be a permanent situation; rather, the operational separation of production will continue to be promoted and the volume of contract manufacturing reduced.

Other/Holding/Consolidation
This comprises centrally managed subsidiaries and affiliates, such as holding, financing and insurance companies, as well as the holding function of Continental Automotive Technologies Group and certain effects of consolidation. It also contains the effects on earnings of uncertain risks, particularly those in connection with contractual and similar claims or obligations representing, among other things, risks from investments that cannot currently be assigned to the individual operating units. Additionally, it includes Central Engineering Services (CES), which provides mainly intercompany engineering and technology solutions.

Internal control and reporting within the Continental Automotive Technologies Group are based on International Financial Reporting Standards (IFRS) as described in Note 1. The Continental Automotive Technologies Group measures the performance of its segments on the basis of their adjusted operating result (adjusted EBIT). Their performance is expressed as the return on sales (adjusted EBIT divided by adjusted sales) and as the return on capital employed (ROCE), which represents EBIT as a percentage of average operating assets. Intersegment sales and other proceeds are determined at arm's length prices. For administrative services performed by centrally operated companies or by the Continental Automotive Technologies Group's management, costs are calculated on an arm's length basis in line with utilization. Where direct allocation is not possible, costs are assigned according to the services performed.

The segment assets comprise the operating assets of the assets side of the statement of financial position as at the end of the reporting

period. The segment liabilities show the operating asset parts on the liabilities side of the statement of financial position.

Capital expenditure relates to additions to property, plant and equipment, and software, as well as additions to capitalized right-of-use assets in line with IFRS 16, *Leases*, and additions to capitalized borrowing costs in line with IAS 23, *Borrowing Costs*. Depreciation and amortization include the scheduled diminution of and the impairment on intangible assets, property, plant and equipment, capitalized right-of-use assets and investment properties as well as the impairment on goodwill. This figure does not include impairment on financial investments.

Non-cash expenses/income mainly include additions to and reversals of pension and warranty provisions as well as provisions for litigation and environmental risks.

In the segment information broken down by country and region, sales are allocated on the basis of the domicile of the respective customers; in contrast, capital expenditure and segment assets are allocated on the basis of the domicile of the respective companies.

In 2024, the Continental Automotive Technologies Group generated 26% of its sales in Germany (2023: 24%; 2022: 22%), 15% in the USA (2023: 16%; 2022: 17%) and 14% in China (2023: 14%; 2022: 16%). Other than these countries, there were no countries in which more than 10% of sales were achieved, as was also the case in the previous years.

Sales with the largest customer group under common control amounted to €3,816 million (2023: €3,604 million; 2022: €3,239 million). Sales with the second largest customer group under common control amounted to €2,052 million (2023: €2,012 million; 2022: €1,841 million). Sales with the third largest customer group under common control amounted to €1,739 million (2023: €2,010 million; 2022: €1,780 million).

Segment report for 2024

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
External sales	3,299	5,502	7,512	3,053	238	45	19,648
Intercompany sales	23	57	20	17	0	–118	—
Sales (total)	**3,322**	**5,559**	**7,532**	**3,070**	**239**	**–73**	**19,648**
Cost of sales	2,368	4,381	6,379	2,874	233	–69	16,166
Research and development expenses (net)	847	607	688	240	0	–24	2,357
EBIT (segment result)	–129	331	246	–181	15	8	290
in % of sales	–3.9	6.0	3.3	–5.9	6.5	—	1.5
thereof income from equity-accounted investees	–9	24	11	–1	—	0	26
Depreciation and amortization[1]	206	276	380	217	11	11	1,101
thereof impairment[2]	12	5	1	12	0	0	30
Capital expenditure[3]	193	221	293	230	4	12	953
in % of sales	5.8	4.0	3.9	7.5	1.7	—	4.9
Internally generated intangible assets	1	—	—	16	—	—	16
Significant non-cash expenses/income	–50	–35	–87	–9	–1	–5	–187
Segment assets	2,863	3,473	6,004	2,427	121	171	15,059
thereof investments in equity-accounted investees	31	64	116	—	—	12	223
Segment liabilities	813	1,664	2,469	1,105	68	171	6,290
Operating assets as at December 31	2,050	1,809	3,534	1,322	53	0	8,769
Operating assets (average)	2,114	1,865	3,566	1,265	224	8	9,042
ROCE in %	–6.1	17.8	6.9	–14.3	6.9	—	3.2
Number of employees as at December 31[4]	16,326	26,353	34,019	13,002	772	2,273	92,745
Adjusted sales[5]	3,234	5,559	7,532	3,070	239	–73	19,561
Adjusted operating result (adjusted EBIT)[6]	–46	419	267	–147	7	–3	498
in % of adjusted sales	–1.4	7.5	3.5	–4.8	3.1	—	2.5

1 Excluding impairment on financial investments.
2 Impairment also includes necessary reversals of impairment losses.
3 Capital expenditure on property, plant and equipment, and software.
4 Excluding trainees.
5 Before changes in the scope of consolidation.
6 Before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects.

Segment report for 2023

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
External sales	3,393	5,443	7,898	3,523	511	45	20,814
Intercompany sales	36	94	15	23	1	–169	—
Sales (total)	**3,429**	**5,537**	**7,913**	**3,546**	**512**	**–124**	**20,814**
Cost of sales	2,491	4,535	6,758	3,110	514	–122	17,288
Research and development expenses (net)	909	665	664	223	0	–69	2,391
EBIT (segment result)	–292	31	136	85	6	6	–27
in % of sales	–8.5	0.6	1.7	2.4	1.1	—	–0.1
thereof income from equity-accounted investees	–2	19	20	—	—	–2	35
Depreciation and amortization[1]	186	243	387	203	24	11	1,054
thereof impairment[2]	1	3	3	2	0	0	9
Capital expenditure[3]	219	336	373	280	7	16	1,231
in % of sales	6.4	6.1	4.7	7.9	1.3	—	5.9
Internally generated intangible assets	6	—	—	11	—	—	18
Significant non-cash expenses/income	–30	–49	–35	11	–4	14	–92
Segment assets	3,130	3,676	6,290	2,468	538	163	16,265
thereof investments in equity-accounted investees	11	57	114	—	—	12	195
Segment liabilities	953	1,755	2,691	1,261	143	147	6,950
Operating assets as at December 31	2,177	1,921	3,599	1,207	395	16	9,315
Operating assets (average)	2,206	1,815	3,505	1,154	462	–21	9,120
ROCE in %	–13.2	1.7	3.9	7.4	1.2	—	–0.3
Number of employees as at December 31[4]	18,272	29,097	36,775	14,838	1,478	2,806	103,266
Adjusted sales[5]	3,324	5,537	7,913	3,546	512	–124	20,708
Adjusted operating result (adjusted EBIT)[6]	–150	138	314	112	8	24	446
in % of adjusted sales	–4.5	2.5	4.0	3.2	1.7	—	2.2

1 Excluding impairment on financial investments.
2 Impairment also includes necessary reversals of impairment losses.
3 Capital expenditure on property, plant and equipment, and software.
4 Excluding trainees.
5 Before changes in the scope of consolidation.
6 Before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects.

Segment report for 2022

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
External sales	2,994	4,655	7,365	3,265	665	34	18,979
Intercompany sales	32	119	15	12	0	–179	—
Sales (total)	**3,026**	**4,774**	**7,380**	**3,277**	**666**	**–144**	**18,979**
Cost of sales	2,102	4,322	6,321	2,880	653	–140	16,139
Research and development expenses (net)	824	689	592	231	0	–66	2,271
EBIT (segment result)	–185	–543	–308	64	10	28	–934
in % of sales	–6.1	–11.4	–4.2	2.0	1.6	—	–4.9
thereof income from equity-accounted investees	–3	13	15	—	—	1	26
Depreciation and amortization[1]	183	573	949	215	35	12	1,967
thereof impairment[2]	1	312	562	11	0	0	885
Capital expenditure[3]	271	369	400	300	10	–4	1,346
in % of sales	9.0	7.7	5.4	9.1	1.5	—	7.1
Internally generated intangible assets	12	0	—	12	—	—	24
Significant non-cash expenses/income	–41	–80	–28	–26	–5	–9	–188
Segment assets	3,204	3,520	6,085	2,525	759	114	16,206
thereof investments in equity-accounted investees	14	59	117	—	—	11	201
Segment liabilities	969	1,811	2,675	1,424	229	172	7,281
Operating assets as at December 31	2,235	1,709	3,411	1,100	530	–59	8,925
Operating assets (average)	2,044	1,706	3,711	1,030	633	–54	9,070
ROCE in %	–9.1	–31.8	–8.3	6.2	1.7	—	–10.3
Number of employees as at December 31[4]	16,948	26,535	35,120	15,434	2,184	2,862	99,083
Adjusted sales[5]	2,907	4,774	7,380	3,277	666	–144	18,860
Adjusted operating result (adjusted EBIT)[6]	–124	–197	268	44	4	27	23
in % of adjusted sales	–4.3	–4.1	3.6	1.4	0.6	—	0.1

1 Excluding impairment on financial investments.
2 Impairment also includes necessary reversals of impairment losses.
3 Capital expenditure on property, plant and equipment, and software.
4 Excluding trainees.
5 Before changes in the scope of consolidation.
6 Before amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation, and special effects.

Reconciliation of sales to adjusted sales and of EBITDA to adjusted operating result (adjusted EBIT) in 2024

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Sales	**3,322**	**5,559**	**7,532**	**3,070**	**239**	**–73**	**19,648**
Changes in the scope of consolidation[1]	–88	—	—	—	—	—	–88
Adjusted sales	**3,234**	**5,559**	**7,532**	**3,070**	**239**	**–73**	**19,561**
EBITDA	**77**	**607**	**625**	**35**	**27**	**19**	**1,390**
Depreciation and amortization[2]	–206	–276	–380	–217	–11	–11	–1,101
EBIT	**–129**	**331**	**246**	**–181**	**15**	**8**	**290**
Amortization of intangible assets from purchase price allocation (PPA)	19	36	1	—	—	—	55
Changes in the scope of consolidation[1]	27	—	—	—	—	0	27
Special effects							
Impairment on goodwill	—	—	—	—	—	—	—
Impairment[3]	12	4	1	12	0	0	29
Restructuring[4]	13	37	–7	7	–8	30	72
Restructuring-related expenses	2	2	13	5	0	0	22
Severance payments	4	8	12	3	0	1	29
Gains and losses from disposals of companies and business operations	0	—	—	—	—	–42	–42
Other	6	2	2	7	—	0	16
Adjusted operating result (adjusted EBIT)	**–46**	**419**	**267**	**–147**	**7**	**–3**	**498**

1 Changes in the scope of consolidation include additions and disposals as part of share and asset deals. Adjustments were made for additions in the reporting year and for disposals in the comparative period of the prior year.

2 Excluding impairment on financial investments.

3 Impairment also includes necessary reversals of impairment losses. It does not include impairment that arose in connection with a restructuring and impairment on financial investments and goodwill.

4 Also includes restructuring-related impairment losses totaling €2 million, the largest part of which is attributable to the ANS segment (€1 million).

Reconciliation of sales to adjusted sales and of EBITDA to adjusted operating result (adjusted EBIT) in 2023

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Sales	**3,429**	**5,537**	**7,913**	**3,546**	**512**	**–124**	**20,814**
Changes in the scope of consolidation[1]	–106	—	—	—	—	—	–106
Adjusted sales	**3,324**	**5,537**	**7,913**	**3,546**	**512**	**–124**	**20,708**
EBITDA	**–106**	**274**	**523**	**288**	**29**	**18**	**1,026**
Depreciation and amortization[2]	–186	–243	–387	–203	–24	–11	–1,054
EBIT	**–292**	**31**	**136**	**85**	**6**	**6**	**–27**
Amortization of intangible assets from purchase price allocation (PPA)	20	38	0	—	—	0	58
Changes in the scope of consolidation[1]	48	—	—	—	—	1	49
Special effects							
Impairment on goodwill	—	—	—	—	—	—	—
Impairment[3]	1	3	3	2	0	0	9
Restructuring	68	58	162	13	2	3	307
Restructuring-related expenses	—	2	7	7	—	—	16
Severance payments	4	6	5	7	0	0	23
Gains and losses from disposals of companies and business operations	1	0	0	–2	0	14	12
Other	—	—	—	—	—	—	—
Adjusted operating result (adjusted EBIT)	**–150**	**138**	**314**	**112**	**8**	**24**	**446**

1 Changes in the scope of consolidation include additions and disposals as part of share and asset deals. Adjustments were made for additions in the reporting year and for disposals in the comparative period of the prior year.

2 Excluding impairment on financial investments.

3 Impairment also includes necessary reversals of impairment losses. It does not include impairment that arose in connection with a restructuring and impairment on financial investments and goodwill.

Reconciliation of sales to adjusted sales and of EBITDA to adjusted operating result (adjusted EBIT) in 2022

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Sales	**3,026**	**4,774**	**7,380**	**3,277**	**666**	**–144**	**18,979**
Changes in the scope of consolidation[1]	–119	—	—	—	—	—	–119
Adjusted sales	**2,907**	**4,774**	**7,380**	**3,277**	**666**	–144	**18,860**
EBITDA	–2	31	641	279	46	39	1,033
Depreciation and amortization[2]	–183	–573	–949	–215	–35	–12	–1,967
EBIT	–185	–543	–308	64	10	28	–934
Amortization of intangible assets from purchase price allocation (PPA)	22	48	—	—	—	—	70
Changes in the scope of consolidation[1]	41	—	—	—	—	0	41
Special effects							
Impairment on goodwill	—	—	553	—	—	—	553
Impairment[3]	1	312	1	11	0	0	325
Restructuring[4]	–4	–19	–9	–53	–8	–1	–94
Restructuring-related expenses	1	2	25	19	2	0	48
Severance payments	2	3	6	3	0	0	14
Gains and losses from disposals of companies and business operations	—	—	—	—	—	—	—
Other	—	—	—	—	—	—	—
Adjusted operating result (adjusted EBIT)	**–124**	**–197**	**268**	**44**	**4**	**27**	**23**

1 Changes in the scope of consolidation include additions and disposals as part of share and asset deals. Adjustments were made for additions in the reporting year and for disposals in the comparative period of the prior year.
2 Excluding impairment on financial investments.
3 Impairment also includes necessary reversals of impairment losses. It does not include impairment that arose in connection with a restructuring and impairment on financial investments and goodwill.
4 Also includes restructuring-related impairment losses totaling €9 million and reversals of impairment losses totaling €1 million attributable to the Safety and Motion segment.

Reconciliation of EBIT to net income

€ millions	2024	2023	2022
Autonomous Mobility	–129	–292	–185
Architecture and Network Solutions	331	31	–543
Safety and Motion	246	136	–308
User Experience	–181	85	64
Contract Manufacturing	15	6	10
Other/Holding/Consolidation	8	6	28
EBIT	**290**	**–27**	**–934**
Financial result	–284	–329	–105
Earnings before tax	**6**	**–357**	**–1,038**
Income taxes	–279	39	45
Net income (+) / loss (-)	**–272**	**–317**	**–994**
Non-controlling interests	–17	–16	–19
Net income (+) / loss (-) attributable to the shareholders of the parent	**–289**	**–333**	**–1,013**

Segment report by region

€ millions	Germany	Europe excluding Germany	North America	Asia-Pacific	Other countries	Group
External sales 2024	**5,012**	**4,785**	**4,267**	**5,073**	**511**	**19,648**
External sales 2023	5,011	5,145	4,757	5,411	490	20,814
External sales 2022	4,140	4,517	4,556	5,314	452	18,979
Capital expenditure 2024[1]	**154**	**443**	**162**	**186**	**9**	**953**
Capital expenditure 2023[1]	208	490	232	292	9	1,231
Capital expenditure 2022[1]	218	434	313	369	11	1,346
Segment assets as at December 31, 2024	**4,667**	**4,038**	**2,501**	**3,703**	**150**	**15,059**
Segment assets as at December 31, 2023	4,968	4,403	3,011	3,718	165	16,265
Segment assets as at December 31, 2022	5,253	4,151	2,892	3,750	160	16,206
Number of employees as at December 31, 2024[2]	**19,326**	**31,174**	**15,940**	**24,626**	**1,679**	**92,745**
thereof direct employees[2]	4,307	12,277	9,922	8,241	1,077	35,824
thereof indirect employees[2]	15,019	18,897	6,018	16,385	602	56,921
Number of employees as at December 31, 2023[2]	22,180	33,238	19,564	26,622	1,662	103,266
thereof direct employees[2]	5,042	13,084	11,774	8,771	999	39,670
thereof indirect employees[2]	17,138	20,154	7,790	17,851	663	63,596
Number of employees as at December 31, 2022[2]	22,791	31,296	18,077	25,256	1,663	99,083
thereof direct employees[2]	5,467	12,473	10,277	8,661	1,007	37,885
thereof indirect employees[2]	17,324	18,823	7,800	16,595	656	61,198

1 Capital expenditure on property, plant and equipment, and software.
2 Excluding trainees.

Reconciliation to operating assets in 2024

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Total assets	**2,855**	**3,448**	**5,923**	**2,422**	**122**	**5,147**	**19,917**
Cash and cash equivalents	—	—	—	—	—	1,394	1,394
Short- and long-term derivative instruments and interest-bearing investments	—	—	—	—	—	1,597	1,597
Other financial assets	6	6	15	9	0	5	43
Less financial assets	**6**	**6**	**15**	**9**	**0**	**2,996**	**3,033**
Less other non-operating assets	**–14**	**–31**	**–96**	**–14**	**0**	**301**	**146**
Deferred tax assets	—	—	—	—	—	1,561	1,561
Income tax receivables	—	—	—	—	—	118	118
Less income tax assets	**—**	**—**	**—**	**—**	**—**	**1,679**	**1,679**
Segment assets	**2,863**	**3,473**	**6,004**	**2,427**	**121**	**171**	**15,059**
Total liabilities and provisions	**1,094**	**2,188**	**3,038**	**1,335**	**96**	**3,207**	**10,960**
Short- and long-term indebtedness	—	0	1	—	—	2,658	2,659
Other financial liabilities	—	—	—	—	—	5	5
Less financial liabilities	**—**	**0**	**1**	**—**	**—**	**2,663**	**2,663**
Deferred tax liabilities	—	—	—	—	—	69	69
Income tax payables	—	—	—	—	—	98	98
Less income tax liabilities	**—**	**—**	**—**	**—**	**—**	**167**	**167**
Less other non-operating liabilities	**282**	**524**	**569**	**231**	**28**	**207**	**1,840**
Segment liabilities	**813**	**1,664**	**2,469**	**1,105**	**68**	**171**	**6,290**
Operating assets	**2,050**	**1,809**	**3,534**	**1,322**	**53**	**0**	**8,769**

Reconciliation to operating assets in 2023

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Total assets	**3,111**	**3,679**	**6,222**	**2,444**	**539**	**8,254**	**24,249**
Cash and cash equivalents	—	—	—	—	—	1,601	1,601
Short- and long-term derivative instruments and interest-bearing investments	—	—	—	—	—	4,522	4,522
Other financial assets	10	19	8	8	0	27	72
Less financial assets	**10**	**19**	**8**	**8**	**0**	**6,150**	**6,195**
Less other non-operating assets	**–29**	**–16**	**–76**	**–32**	**0**	**328**	**175**
Deferred tax assets	—	—	—	—	—	1,457	1,457
Income tax receivables	—	—	—	—	—	157	157
Less income tax assets	**—**	**—**	**—**	**—**	**—**	**1,614**	**1,614**
Segment assets	**3,130**	**3,676**	**6,290**	**2,468**	**538**	**163**	**16,265**
Total liabilities and provisions	**1,284**	**2,215**	**3,314**	**1,502**	**180**	**11,621**	**20,116**
Short- and long-term indebtedness	—	—	1	—	—	11,064	11,065
Other financial liabilities	—	—	—	—	—	1	1
Less financial liabilities	**—**	**—**	**1**	**—**	**—**	**11,065**	**11,066**
Deferred tax liabilities	—	—	—	—	—	56	56
Income tax payables	—	—	—	—	—	107	107
Less income tax liabilities	**—**	**—**	**—**	**—**	**—**	**163**	**163**
Less other non-operating liabilities	**331**	**460**	**622**	**241**	**37**	**246**	**1,937**
Segment liabilities	**953**	**1,755**	**2,691**	**1,261**	**143**	**147**	**6,950**
Operating assets	**2,177**	**1,921**	**3,599**	**1,207**	**395**	**16**	**9,315**

Reconciliation to operating assets in 2022

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Total assets	**3,200**	**3,520**	**5,995**	**2,499**	**759**	**8,698**	**24,671**
Cash and cash equivalents	—	—	—	—	—	1,717	1,717
Short- and long-term derivative instruments and interest-bearing investments	—	—	—	—	—	5,051	5,051
Other financial assets	9	22	7	8	0	22	68
Less financial assets	**9**	**22**	**7**	**8**	**0**	**6,790**	**6,836**
Less other non-operating assets	**–13**	**–22**	**–97**	**–34**	**0**	**319**	**154**
Deferred tax assets	—	—	—	—	—	1,331	1,331
Income tax receivables	—	—	—	—	—	144	144
Less income tax assets	**—**	**—**	**—**	**—**	**—**	**1,475**	**1,475**
Segment assets	**3,204**	**3,520**	**6,085**	**2,525**	**759**	**114**	**16,206**
Total liabilities and provisions	**1,180**	**2,216**	**3,167**	**1,648**	**274**	**11,834**	**20,320**
Short- and long-term indebtedness	—	0	1	—	—	11,345	11,346
Other financial liabilities	—	—	—	—	—	2	2
Less financial liabilities	**—**	**0**	**1**	**—**	**—**	**11,348**	**11,348**
Deferred tax liabilities	—	—	—	—	—	52	52
Income tax payables	—	—	—	—	—	95	95
Less income tax liabilities	**—**	**—**	**—**	**—**	**—**	**147**	**147**
Less other non-operating liabilities	**211**	**404**	**492**	**224**	**45**	**167**	**1,543**
Segment liabilities	**969**	**1,811**	**2,675**	**1,424**	**229**	**172**	**7,281**
Operating assets	**2,235**	**1,709**	**3,411**	**1,100**	**530**	**–59**	**8,925**

3. New Accounting Pronouncements

These Consolidated Financial Statements have been prepared on a voluntary basis in compliance with IFRS as adopted by the Commission of the European Communities under the European Union endorsement procedure. Accordingly, IFRS are only required to be applied following endorsement of the new standards by the EU Commission.

All IFRS, mandatory as of December 31, 2024, are applied for the financial years included in these Consolidated Financial Statements consistently throughout all periods presented.

The following standards, interpretations issued in relation to published standards and amendments have already been adopted by the EU but will not take effect until a later date:
The amendments to IAS 21, *The Effects of Changes in Foreign Exchange Rates (Lack of Exchangeability)*, require an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determining the exchange rate to use. A currency is exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations. If an entity is able to obtain no more than an insignificant amount of the other currency at the measurement date for the specified purpose, the currency is not exchangeable into the other currency. If a currency is not exchangeable at the measurement date, an entity is required to estimate a spot exchange rate (rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions). In this case, the entity is required to disclose information that enables users of its financial statements to understand how the lack of exchangeability affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments are required to be applied for annual periods beginning on or after January 1, 2025. The amendments are not expected to have any significant effect on the future consolidated financial statements of Continental Automotive Technologies GmbH.

The following standards, interpretations issued in relation to published standards and amendments have not yet been adopted by the EU and will become effective at a later date:
IFRS 18, *Presentation and Disclosure in Financial Statements*, replaces IAS 1, *Presentation of Financial Statements*, while carrying forward many of the requirements from IAS 1. IFRS 18 introduces new requirements regarding the presentation of specified categories (operating category, investing category and financing category) and defines subtotals in the income statement in order to make it easier to compare the financial performance of similar companies. In addition, IFRS 18 requires disclosures on company-specific performance indicators that are not specified by IFRS Accounting Standards but have been defined by the company's management (so-called management defined-performance measures, or MPMs) to be provided in the notes. Furthermore, there may be changes to the information provided in the notes due to new aggregation and disaggregation principles. Some of the requirements in IAS 1 are moved to IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, and IFRS 7, *Financial Instruments: Disclosures*. IFRS 18 also amends IAS 7, *Statement of Cash Flows*, and IAS 33, *Earnings per Share*, to a minimal extent. The new standard is required to be applied for annual periods beginning on or after January 1, 2027. A project to implement the requirements of IFRS 18 and the resulting changes in the Continental Automotive Technologies Group has been initiated. The ongoing impact analysis does not yet allow a conclusive statement to be made on the effects of the new standard (and the corresponding consequential amendments to other standards and interpretations) on the future consolidated financial statements of Continental Automotive Technologies GmbH. The Continental Automotive Technologies Group currently expects effects from the allocation of income and expense items to the new income statement categories. This will also affect the calculation and presentation of the operating result. Changes to the items in the primary financial statements also cannot be ruled out due to the application of the useful structured summary concept and new aggregation and disaggregation principles. New disclosures in the notes are also required. There will be a change in the presentation of interest paid and received in the statement of cash flows.

IFRS 19, *Subsidiaries without Public Accountability: Disclosures*, permits eligible subsidiaries to use IFRS Accounting Standards with reduced disclosures. Subsidiaries are eligible to apply the new standard if they do not have public accountability and their parent company applies IFRS Accounting Standards in its consolidated financial statements. A subsidiary does not have public accountability if it does not have equities or debt listed on a stock exchange and does not hold assets in a fiduciary capacity for a broad group of outsiders. IFRS 19 is required to be applied for annual periods beginning on or after January 1, 2027. The standard is not expected to have any effect on the future consolidated financial statements of Continental Automotive Technologies GmbH.

The amendments to IFRS 9, *Financial Instruments*, and IFRS 7, *Financial Instruments: Disclosures*, *(Amendments to the Classification and Measurement of Financial Instruments)*, refine the classification, measurement and disclosure of financial assets and financial liabilities. The amendments clarify and extend the application guidance for assessing whether a financial asset meets the cash flow criterion (SPPI criterion). This includes both the classification of financial assets with ESG (environmental, social and corporate governance)-linked or similar features, as well as the classification of financial assets with non-recourse features and contractually linked instruments. The amendments include clarifications on the timing of recognition and derecognition of financial assets and financial liabilities. In principle, financial liabilities are to be derecognized on the settlement date. With regard to the derecognition of financial liabilities settled using electronic payment systems, the amendments introduce an option that permits the financial liability to be discharged before the settlement date if certain criteria are met. Furthermore, the amendments introduce additional disclosure requirements to enhance transparency for investors regarding investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contractual terms that could change the timing or amount of contractual cash flows. The amendments are

required to be applied for annual periods beginning on or after January 1, 2026. The amendments are not expected to have any significant effect on the future consolidated financial statements of Continental Automotive Technologies GmbH.

The amendments to IFRS 9, *Financial Instruments*, and IFRS 7, *Financial Instruments: Disclosures,* (*Contracts Referencing Nature-dependent Electricity*), clarify the accounting for contracts for nature-dependent electricity supply that expose an entity to variability in the underlying amount of electricity because the source of electricity generation depends on uncontrollable natural conditions (for example, the weather). Contracts referencing nature-dependent electricity include both contracts to buy or sell nature-dependent electricity and financial instruments that reference such electricity. To ensure that financial statements faithfully represent the effects of an entity's contracts referencing nature-dependent electricity, the amendments clarify the application of the "own-use"-requirements, permitting hedge accounting if these contracts are used as hedging instruments. Furthermore, the amendments add new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows. The amendments are required to be applied for annual periods beginning on or after January 1, 2026. The amendments are not expected to have any significant effect on the future consolidated financial statements of Continental Automotive Technologies GmbH.

Under the IASB's annual improvements project*, Improvements to IFRS, July 2024, Volume 11*, the following amendments will become effective at a later date:

- The amendments to IFRS 1, *First-time Adoption of International Financial Reporting Standards*, amend IFRS 1 regarding the hedge accounting by a first-time adopter to improve consistency with the requirements in IFRS 9, *Financial Instruments.* Furthermore, the amendments add cross references to improve the understandability of IFRS 1.
- The amendments to IFRS 7, *Financial Instruments: Disclosures* change the wording and update an obsolete reference in IFRS 7 to provide consistency with IFRS 13, *Fair Value Measurement,* with respect to the gain or loss on derecognition.
- The amendments to the guidance on implementing IFRS 7, *Financial Instruments: Disclosures*, clarify that the guidance does not necessarily illustrate all the requirements of the provisions of IFRS 7 stated therein, nor does it create additional requirements. In addition, the wording of the illustrative example on credit risk is adjusted for better understanding. The amendment also results in adjustments to IFRS 7 relating to the disclosure of the deferred difference between fair value and transaction price to provide consistency within IFRS 7 and with IFRS 9, *Financial Instruments*, and IFRS 13, *Fair Value Measurement*.
- The amendments to IFRS 9, *Financial Instruments*, clarify the derecognition of lease liabilities. In the case that a lease liability is extinguished in accordance with IFRS 9, the lessee is required to apply IFRS 9 and to recognize any resulting gains or losses in profit or loss. Regarding the transaction price, the reference to the definition of transaction price is removed to reflect the fact that the transaction price may be defined differently under IFRS 9 than under IFRS 15, *Revenue from Contracts with Customers*.
- The amendments to IFRS 10, *Consolidated Financial Statements*, remove an inconsistency regarding the determination of a de-facto-agent within IFRS 10.
- The amendments to IAS 7, *Statement of Cash Flows*, amend a paragraph in IAS 7 to replace the term "cost method" with the term "at cost".

The amendments are required to be applied for annual periods beginning on or after January 1, 2026. The amendments are not expected to have any significant effect on the future consolidated financial statements of Continental Automotive Technologies GmbH.

4. Companies Consolidated and Information on Subsidiaries and Investment

Companies consolidated

In addition to the parent company, the number of companies consolidated includes 165 (2023: 144; 2022: 152) domestic and foreign companies that Continental Automotive Technologies GmbH incorporates according to the regulations of IFRS 10 or that are classified as joint arrangements or associates. Of these, 113 (2023: 118; 2022: 124) are fully consolidated and 52 (2023: 26; 2022: 28) are accounted for using the equity method.

The number of companies consolidated has increased in 2024 by a total of 21 (2023: decreased by 8) compared to the previous year. In 2024, zero (2023: 1; 2022: 12) new companies were founded and no acquisitions took place in any of the reporting periods. The number of companies consolidated decreased by 1 (2023: decreased by 6; 2022: decreased by 4) as a result of mergers. In addition, 3 (2023: 2; 2022: —) companies were sold and zero (2023: 1; 2022: —) companies were liquidated. Two sales of previously consolidated companies in financial year 2024 occurred with Continental Group as related party. The number of companies consolidated increased by 25 companies due to a change in consolidation method.

In 2024, 1 (2023: 1; 2022: 1) affiliated company, whose assets and liabilities, expenses and income – individually and combined – are not material for the earnings, financial and net assets position of the Continental Automotive Technologies Group, is not included in consolidation.

In 2024, for one company, a loss of control meant that the consolidation method was changed from full consolidation to the equity method. This resulted in an equity investment at fair value of €27 million and income of €19 million, which was recognized under other income.

In 2024, for another company, the consolidation method changed from other investment to an equity-accounted investee due to the ability of Continental Automotive Technologies GmbH to exert significant influence on the associated company. The associated cumulative

valuation effects stated in other comprehensive income of €10 million was reclassified to revenue reserves.

Information on subsidiaries and investments
As at December 31, 2024, non-controlling interests in Continental Automotive Technologies Group amounted to €204 million (December 31, 2023: €209 million; December 31, 2022: €229 million; January 1, 2022: €225 million). There are no significant restrictions in terms of access to or the use of assets of the Continental Automotive Technologies Group due to statutory, contractual or regulatory restrictions or property rights of non-controlling interests. Please refer to Note 25 for further information.

e.solutions GmbH, Ingolstadt, Germany, in which Continental Automotive Technologies GmbH has a 51.0% share of voting rights is not fully consolidated as, under the companies' statutes, these interests are not enough to direct the relevant activities of these investments.

EasyMile SAS, Toulouse, France, in which Continental Automotive Technologies GmbH has a 9.5% share of voting rights, is classified as an associate, as significant influence can be exerted on the basis of the company's Articles of Incorporation.

Further information on equity investments and an overview of companies can be found in Note 40.

5. Acquisition and Disposal of Companies and Business Operations

Acquisition of companies and business operations
For the accounting of business combinations under common control, assets and liabilities subject to business combinations are included in the Consolidated Financial Statements with carrying values of historical IFRS financial statements which were prepared for the purpose of consolidation of the ultimate parent's consolidated financial statements. Acquisitions under common control are included retrospectively as of the beginning of the opening balance of these Consolidated Financial Statements if they meet the definition of a business.

In 2022 in the Continental Automotive Technologies Group, changes to the preliminary purchase price allocation for the termination of the former joint venture OSRAM CONTINENTAL GmbH, Munich, Germany, carried out in 2021 resulted in an increase in the purchase price of €0 million. The resulting change to the preliminary purchase price allocation resulted in an increase in goodwill of €0 million. Furthermore, a 40% share in an equity-accounted investee was acquired for a purchase price of €3 million. Other than this, there was no material effect on the earnings, financial and net assets position of the Continental Automotive Technologies Group as at December 31, 2022.

In 2023 an asset deal took place. The purchase price of €4 million in total was paid in cash. Intangible assets of €4 million resulted from the purchase price allocation. Other than this, there was no material effect on the earnings, financial and net assets position of the Continental Automotive Technologies Group as at December 31, 2023.

Apart from this there were no acquisitions of companies and business operations in the years under review.

Disposal of companies and business operations
In 2023, all Russian operations of the Continental Automotive Technologies Group were sold. The sales price totaled €0 million and was paid in cash up to an outstanding purchase price receivable of €0 million. The carrying amounts of outgoing net assets amounted to €6 million, €0 million of which are cash and cash equivalents. The entire transaction resulted in expenses of €14 million. Other than this, there was no material effect on the earnings, financial and net assets position of the Continental Automotive Technologies Group as at December 31, 2023.

In 2024, Conti-Gummi Finance B.V. and Continental Rubber of America, Corp. were sold as part of a transaction with related parties to Conti Global Holding B.V. and Conti Global Holdings Netherlands B.V. The sales price of Conti-Gummi Finance B.V. amounted to €2 million with a carrying amount of outgoing net assets of €1 million. Meanwhile, the carrying amount of net assets of Continental Rubber of America, Corp. totaled €203 million with a sales price of €221 million. As part of the transaction, OCI amounting to €23 million has been reclassified resulting in a gain on disposal of €41 million.

Additionally, in the segment Autonomous Mobility part of the business activities have been sold. The purchase price amounting to €71 million has been settled in cash in the amount of €64 million and in the form of non-current other financial assets in the amount of €7 million. The entire transaction resulted in a loss on disposal of €11 million.

Apart from this there were no disposals of companies and business operations in the years under review.

6. Sales

The following tables show the breakdown of sales in accordance with IFRS 15, *Revenue from Contracts with Customers*, into main geographical markets, segments, customer groups and product types:

Sales from January 1 to December 31, 2024

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Germany	667	1,420	1,781	1,106	77	–39	5,012
Europe excluding Germany	895	1,192	1,713	820	151	15	4,785
North America	889	1,362	1,721	311	7	–24	4,267
Asia-Pacific	780	1,496	2,027	788	4	–22	5,073
Other countries	90	88	290	46	—	–3	511
Sales by region	**3,322**	**5,559**	**7,532**	**3,070**	**239**	**–73**	**19,648**
Automotive original-equipment business	2,798	5,536	6,809	3,070	237	–73	18,377
Industrial/replacement business	524	23	723	—	2	—	1,271
Sales by customer type	**3,322**	**5,559**	**7,532**	**3,070**	**239**	**–73**	**19,648**
Goods	3,216	5,317	7,526	3,070	239	–86	19,282
Services	102	66	5	—	—	—	173
Project business	4	177	—	—	—	13	193
Sales by product type	**3,322**	**5,559**	**7,532**	**3,070**	**239**	**–73**	**19,648**

Sales from January 1 to December 31, 2023

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Germany	563	1,398	1,779	1,213	137	–78	5,011
Europe excluding Germany	904	1,145	1,832	1,012	243	9	5,145
North America	1,006	1,421	1,857	383	112	–22	4,757
Asia-Pacific	879	1,499	2,174	869	20	–31	5,411
Other countries	76	74	271	70	—	–2	490
Sales by region	**3,429**	**5,537**	**7,913**	**3,546**	**512**	**–124**	**20,814**
Automotive original-equipment business	3,080	5,518	7,135	3,546	493	–124	19,647
Industrial/replacement business	349	19	778	—	20	—	1,167
Sales by customer type	**3,429**	**5,537**	**7,913**	**3,546**	**512**	**–124**	**20,814**
Goods	3,313	5,271	7,908	3,546	512	–134	20,417
Services	110	88	5	—	—	—	203
Project business	6	177	—	—	—	10	194
Sales by product type	**3,429**	**5,537**	**7,913**	**3,546**	**512**	**–124**	**20,814**

Sales from January 1 to December 31, 2022

€ millions	Autonomous Mobility	Architecture and Network Solutions	Safety and Motion	User Experience	Contract Manufacturing	Other/ Holding/ Consolidation	Group
Germany	445	1,079	1,473	966	257	–81	4,140
Europe excluding Germany	759	979	1,594	998	192	–4	4,517
North America	934	1,233	1,889	385	142	–28	4,556
Asia-Pacific	792	1,410	2,210	858	75	–30	5,314
Other countries	97	74	213	70	0	–2	452
Sales by region	**3,026**	**4,774**	**7,380**	**3,277**	**666**	**–144**	**18,979**
Automotive original-equipment business	2,707	4,763	6,622	3,277	645	–144	17,870
Industrial/replacement business	320	11	757	—	20	—	1,109
Sales by customer type	**3,026**	**4,774**	**7,380**	**3,277**	**666**	**–144**	**18,979**
Goods	2,912	4,540	7,378	3,277	665	–153	18,619
Services	110	70	2	—	0	0	182
Project business	5	164	—	—	—	9	178
Sales by product type	**3,026**	**4,774**	**7,380**	**3,277**	**666**	**–144**	**18,979**

The total revenue from contracts with customers in accordance with IFRS 15 amounted to €20,858 million (2023: €22,023 million; 2022: €20,277 million), of which €1,209 million (2023: €1,209 million; 2022: €1,298 million) is recognized under other income and stems mainly from income from research and development. Of the contract liabilities of €144 million (2023: €168 million; 2022: €211 million) accounted for at the beginning of the year, €121 million (2023: €155 million; 2022: €183 million) was recognized as revenue in the reporting year. Revenue of €4 million (2023: €55 million; 2022: €46 million) for performance obligations satisfied in the previous year was recognized in the reporting year due to transaction price changes.

Transaction price for performance obligations not yet satisfied

The table below shows the aggregated, anticipated amounts of transaction prices for performance obligations not yet satisfied or only partly satisfied from contracts as defined in IFRS 15 with a term of more than one year.

€ millions	2025	2026 and onward
Income from research and development	247	132
Other revenues	13	28
Total	**260**	**160**

The amounts relate chiefly to future income from research and development, whereby the revenue is expected to be recognized within the periods shown. For contracts as defined in IFRS 15 with a term of less than one year, the practical expedient under IFRS 15.121 (a) is applied and no amounts are shown.

Use of other practical expedients

For contracts for which the time interval between the provision of the service by Continental Automotive Technologies Group and the expected payment by the customer comes to less than one year as at the start of the contract, the practical expedient from IFRS 15.63 is applied and the transaction price is not adjusted for any significant financing components contained.

7. Research and Development Expenses

The expenses and income from research and development are shown in the tables below.

The research and development expenses include government grants totaling €37 million (2023: €36 million; 2022: €43 million).

	2024						
€ millions	**Autonomous Mobility**	**Architecture and Network Solutions**	**Safety and Motion**	**User Experience**	**Contract Manufacturing**	**Other/ Holding/ Consolidation**	**Group**
Research and development expenses	–1,041	–1,083	–927	–351	0	–146	–3,548
Income from research and development	194	476	240	111	0	170	1,191
Research and development expenses (net)	**–847**	**–607**	**–688**	**–240**	**0**	**24**	**–2,357**

	2023						
€ millions	**Autonomous Mobility**	**Architecture and Network Solutions**	**Safety and Motion**	**User Experience**	**Contract Manufacturing**	**Other/ Holding/ Consolidation**	**Group**
Research and development expenses	–1,093	–1,144	–904	–379	0	–69	–3,589
Income from research and development	184	479	240	157	0	138	1,198
Research and development expenses (net)	**–909**	**–665**	**–664**	**–223**	**0**	**69**	**–2,391**

	2022						
€ millions	**Autonomous Mobility**	**Architecture and Network Solutions**	**Safety and Motion**	**User Experience**	**Contract Manufacturing**	**Other/ Holding/ Consolidation**	**Group**
Research and development expenses	–1,009	–1,089	–900	–475	0	–75	–3,548
Income from research and development	185	400	307	244	0	141	1,277
Research and development expenses (net)	**–824**	**–689**	**–592**	**–231**	**0**	**66**	**–2,271**

8. Other Income and Expenses

€ millions	2024	2023	2022
Other income	1,752	1,516	1,609
Other expenses	–439	–336	–853
Other income and expenses	**1,313**	**1,179**	**756**

Other income

€ millions	2024	2023	2022
Income from research and development	1,191	1,198	1,277
Income in connection with litigation and environmental risks	174	17	7
Income from currency translation	84	33	33
Income from the disposal of companies and business operations	60	—	—
Income from transactions with related parties	46	40	40
Compensation from customers and suppliers	26	66	104
Income from the reversal of impairment on financial assets and contract assets	26	23	20
Income from other ancillary business	23	20	—
Income from the disposal of property, plant and equipment	20	21	21
Income from the reimbursement of customer tooling expenses	19	11	21
Income from other taxes	12	21	15
Income from the reversal of provisions for pending losses	6	2	—
Other	66	65	71
Other income	**1,752**	**1,516**	**1,609**

Other income increased by €236 million to €1,752 million (2023: decreased by €93 million to €1,516 million) in the reporting period.

Income of €174 million (2023: €17 million; 2022: €7 million) was recognized in connection with litigation and environmental risks. For further explanations, please see Note 28.

The income from transactions with related parties in the reporting period 2024 includes the compensation payment of €6 million from Vitesco Technologies. Please refer to Note 39.

The income from other ancillary business results primarily from revenues from licensing and franchising agreements, the sale of recyclable materials and other ancillary business.

In the year under review, income of €84 million (2023: €33 million; 2022: €33 million) were incurred as a result of currency translation from operating receivables and liabilities in foreign currencies not classified as indebtedness. The income from the disposal of companies and business operations includes income of €19 million as a result of a change in the consolidation method from full consolidation to the equity method.

The “Other” item mainly includes income from insurance compensation due to damage to property, plant and equipment caused by force majeure. In addition, government grants amounting to €6 million (2023: €1 million; 2022: €1 million) that were not intended for investments in non-current assets were received and recognized in profit or loss in the “Other” item. There are no unfulfilled conditions or other contingencies attaching to these grants.

Other expenses

€ millions	2024	2023	2022
Expenses in connection with litigation and environmental risks	183	65	30
Expenses from currency translation	62	76	89
Expenses from other taxes	39	30	21
Expenses from transactions with related parties	34	28	24
Expenses from impairment on financial assets and contract assets	30	39	26
Compensation to customers and suppliers	26	15	27
Expenses from the disposal of companies and business operations	18	12	4
Losses on the disposal of property, plant and equipment, and from scrapping	12	8	16
Expenses from customer tooling	5	4	11
Expenses from provisions for pending losses	4	13	3
Impairment on goodwill	—	—	553
Other	25	46	50
Other expenses	**439**	**336**	**853**

Other expenses increased by €103 million to €439 million (2023: decreased by €517 million to €336 million) in the reporting period.

Expenses of €183 million (2023: €65 million; 2022: €30 million) was recognized in connection with litigation and environmental risks. For further explanations, please see Note 28. In the year under review, expenses of €62 million (2023: €76 million; 2022: €89 million) were incurred as a result of currency translation from operating receivables and liabilities in foreign currencies not classified as indebtedness.

Goodwill was impaired by €— million in the reporting period (2023: €— million; 2022: €553 million).

The "Other" item includes in particular legal costs in connection with investigations by the public prosecutor's office into the suspected development and use of illegal defeat devices in diesel and gasoline engines of multiple automotive manufacturers, external expenses from moving machinery between various company locations, and costs for damage due to force majeure.

9. Personnel Expenses

The following total personnel expenses are included in function costs in the income statement:

€ millions	2024	2023	2022
Wages and salaries	4,701	5,155	4,204
Social security contributions	848	837	735
Pension and post-employment benefit costs	112	128	150
Personnel expenses	**5,660**	**6,120**	**5,089**

Compared with the 2023 reporting year, personnel expenses decreased by €460 million to €5,660 million (2023: €6,120 million; 2022: €5,089 million).

The average number of employees in 2024 was 98,006 (2023: 101,175; 2022: 95,373). As at the end of the year, there were 92,745 (2023: 103,266; 2022: 99,083) employees in the Continental Automotive Technologies Group. The year-on-year decrease in personnel expenses between 2023 and 2024 is primarily attributable to lower expenses for personnel-related provisions and a decrease in wages and salaries due to a lower overall workforce. The year-on-year increase between 2022 and 2023 in personnel expenses was mainly due to higher wages and salaries. Further impact in 2023 was related to the creation of personnel-related provisions for restructuring measures and in 2022 exchange rate effects.

Social security contributions of the companies of the Continental Automotive Technologies Group (employer contributions) amounted to €196 million in the reporting year (2023: €205 million; 2022: €175 million).

10. Income from Investments

€ millions	2024	2023	2022
Share of earnings from equity-accounted investees	26	35	26
Reversal of impairment losses from equity-accounted investees	0	0	0
Income from equity-accounted investees	**26**	**35**	**26**

With regard to the development of investments in equity-accounted investees, please refer to Note 17.

11. Financial Result

€ millions	2024	2023	2022
Interest income	**216**	**244**	**160**
Interest and similar expenses	–364	–513	–191
Interest expenses from lease liabilities	–10	–10	–12
Interest effects from non-current liabilities	–11	–6	–5
Interest effects from long-term employee benefits and from pension funds	–46	–39	–36
Interest expense	**–432**	**–568**	**–243**
Effects from currency translation[1]	**–38**	**–14**	**–1**
Effects from changes in the fair value of derivative instruments	–11	18	–24
Other valuation effects	–19	–9	3
Effects from changes in the fair value of derivative instruments, and other valuation effects	**–30**	**9**	**–21**
Financial result	**–284**	**–329**	**–105**

1 Effects from currency translation relate to currency translation effects resulting from financing activities.

The negative financial result decreased by €46 million year-on-year to €284 million in 2024 (2023: €329 million; 2022: €105 million). The increase in the negative financial result from 2022 to 2023 was primarily attributable to the global interest rate trend on the capital markets. Continental Automotive Technology Group is largely financed by Continental Group, through equity, loans and central financing, and invests excess liquidity with Continental AG or its subsidiaries. This includes integration into Continental Group's cash pooling and cash management system. This financing affects the structure of the financial result and leads to the effect that the interest income and interest expense from transactions with related parties are material.

Interest income decreased by €28 million year-on-year to €216 million in 2024 (2023: €244 million; 2022: €160 million). Thereof, in 2024 €172 million (2023: €203 million; 2022: €135 million) are attributable to interest income from related parties, e.g., primarily Continental AG or its subsidiaries.

Interest expense totaled €432 million in 2024 and was thus €136 million lower than the previous year's figure of €568 million (2022: €243 million). Thereof, in 2024 €313 million (2023: €448 million; 2022: €137 million) are attributable to interest expense from related parties, e.g., primarily Continental AG or its subsidiaries. Interest expense from long-term employee benefits and expected income from long-term employee benefits and from pension funds amounted to a net expense of €46 million in the reporting year (2023: €39 million; 2022: €36 million). These interest effects do not include the interest income from the plan assets of the pension contribution funds or the interest expense from the defined benefit obligations of the pension contribution funds. Interest expense, resulting mainly from bank borrowings, capital market transactions and other financing instruments, was €73 million (2023: €81 million; 2022: €70 million). Thereof interest expense on lease liabilities accounted for €10 million of this (2023: €10 million; 2022: €12 million).

The bonds issued by Conti-Gummi Finance B.V., Maastricht, Netherlands, resulted in interest expenses of €6 million (2023: €24 million; 2022: €26 million). A €750 million bond with a fixed interest rate of 2.125% p.a. has been repaid in the fourth quarter of 2023. In addition, a €625 million bond with a fixed interest rate of 1.125% p.a. was repaid in the third quarter of 2024, resulting in the year-on-year decrease in interest expense.

Effects from currency translation resulted in a negative contribution to earnings of €38 million in the reporting year (2023: negative contribution of €14 million; 2022: negative contribution of €1 million). Effects from changes in the fair value of derivative instruments, and other valuation effects resulted in expenses of €30 million (2023: income of €9 million; 2022: expense of €21 million). Other valuation

effects accounted for an expense of €19 million (2023: expense of €9 million; 2022: income of €3 million). Of the effects from changes in the fair value of derivative instruments expenses amounting to €11 million (2023: income of €19 million; 2022: expenses of €27 million) are attributable to related parties. Taking into account the sum of the effects from currency translation and changes in the fair value of derivative instruments, earnings in 2024 were negatively impacted by €49 million (2023: positively impacted by €4 million; 2022: negatively impacted by €25 million).

12. Income Taxes

The domestic and foreign income taxes of the Continental Automotive Technologies Group are as follows:

€ millions	2024	2023	2022
Current taxes (domestic)	–234	213	–121
Current taxes (foreign)	–243	–215	–149
Deferred taxes (domestic)	37	–28	66
Deferred taxes (foreign)	161	69	249
Income taxes	**–279**	**39**	**45**

The following table shows the reconciliation of the expected tax expense to the reported tax expense:

€ millions	2024	2023	2022
Earnings before tax	**6**	**–357**	**–1,038**
Non-tax-deductible impairment of goodwill[1]	—	—	377
Earnings before tax and impairment of goodwill	**6**	**–357**	**–661**
Expected tax expense at the domestic tax rate	**–2**	**108**	**202**
Foreign tax rate differences	–10	30	–55
Non-deductible expenses and non-imputable withholding taxes	–112	–89	–114
Incentives and tax holidays	139	53	58
Non-recognition of deferred tax assets unlikely to be realized	–101	–46	–17
Initial recognition of deferred tax assets likely to be realized	5	44	—
Realization of previously non-recognized deferred taxes	13	16	23
Local income tax with different tax base and minimum taxation	–64	–27	–14
Taxes for previous years	–164	14	–43
Effects from changes in enacted tax rate	4	2	–2
Other	13	–66	7
Income taxes	**–279**	**39**	**45**
Effective tax rate in %	**4,650.0**	**10.9**	**6.8**

1 In 2022, earnings before tax were not adjusted for the goodwill impairment in the amount of €553 million. A portion totaling €176 million resulted in the reversal of deferred tax liabilities and therefore must be excluded from the reconciliation.

The average domestic tax rate in 2024 was 30.3% (2023: 30.3%; 2022: 30.5%). This took into account a corporate tax rate of 15.0% (2023: 15.0%; 2022: 15.0%), a solidarity surcharge of 5.5% (2023: 5.5%; 2022: 5.5%) and a trade tax rate of 14.5% (2023: 14.5%; 2022: 14.7%).

The increase in the tax expense from foreign tax rate differences primarily reflects the volume of activities in Asia, Eastern Europe and the USA.

As in the previous year and in 2022, foreign tax rate differences as well as incentives and tax holidays had positive effects in the year under review. The tax rate was negatively impacted by non-cash allowances on deferred tax assets totaling €101 million (2023: €46 million; 2022: €17 million), of which €2 million (2023: €32 million; 2022: €17 million) was for previous years. Furthermore, as in the previous year, the tax rate was negatively affected by non-deductible expenses and non-imputable foreign withholding taxes.

In the year under review, local income taxes of €64 million (2023: €27 million; 2022: €14 million) were incurred with a different tax base. This was attributable primarily to local income taxes in Hungary and the alternative minimum tax in the USA and Romania. This also includes expenses of €8 million in connection with the regulations on

the global minimum tax (Pillar Two). This relates to provisions for future payment obligations at the level of Continental AG as a partially owned parent entity (POPE) both for Group subsidiaries abroad in whose countries no local minimum tax under Pillar Two has been introduced and for subsidiaries domiciled in countries that levy local minimum taxes.

As in the previous year, the utilization of incentives in Europe, Asia and the USA, as well as in Brazil and Mexico, had a positive impact on the tax rate.

In the year under review, prior-year taxes led to a tax burden of €164 million. A significant proportion of these are attributable to Germany and amended tax returns.

The effects from the change in enacted tax rate relate to the remeasurement of deferred tax assets and liabilities due to changes in the law already taking effect with regard to future applicable tax rates.

In 2023, additional tax burden incurred from internal restructuring, which are reported under “Other”.

The following table shows the total income taxes, also including the items reported under reserves recognized directly in equity:

€ millions	**2024**	2023	2022
Income taxes (acc. to consolidated statement of income)	–279	39	45
Tax on other comprehensive income	–39	64	–330
Remeasurement of defined benefit plans	–37	61	–330
Remeasurement of other financial investments	–2	3	—
Total income taxes	**–318**	**103**	**–285**

13. Goodwill and Other Intangible Assets

€ millions	Goodwill	Capitalized development expenses	Other intangible assets	Advances to suppliers	Total other intangible assets
As at January 1, 2022					
Cost	6,794	542	1,406	36	1,984
Accumulated amortization	–4,084	–349	–886	—	–1,235
Book value	**2,709**	**193**	**521**	**36**	**750**
Net change in 2022					
Book value	2,709	193	521	36	750
Exchange-rate changes	22	–1	–1	0	–1
Additions	0	24	41	2	68
Additions from the first-time consolidation of subsidiaries	0	—	—	—	—
Amounts disposed of through disposal of subsidiaries	0	—	—	—	—
Transfers	—	0	34	–34	0
Disposals	—	0	0	0	–1
Amortization	—	–46	–101	—	–148
Impairment	–553	—	0	—	0
Book value	**2,179**	**170**	**494**	**5**	**668**
As at December 31, 2022					
Cost	6,833	544	1,464	5	2,013
Accumulated amortization	–4,654	–374	–970	—	–1,345
Book value	**2,179**	**170**	**494**	**5**	**668**
Net change in 2023					
Book value	2,179	170	494	5	668
Exchange-rate changes	–19	–2	–13	0	–15
Additions	—	18	18	2	37
Additions from the first-time consolidation of subsidiaries	—	—	4	—	4
Amounts disposed of through disposal of subsidiaries	0	—	0	—	0
Transfers	—	0	1	–1	0
Disposals	—	0	0	–1	–1
Amortization	—	–50	–88	—	–139
Book value	**2,160**	**135**	**417**	**4**	**556**
As at December 31, 2023					
Cost	6,772	525	1,440	4	1,969
Accumulated amortization	–4,612	–390	–1,023	—	–1,413
Book value	**2,160**	**135**	**417**	**4**	**556**
Net change in 2024					
Book value	2,160	135	417	4	556
Exchange-rate changes	10	–1	10	0	9
Additions	0	16	17	1	34
Amounts disposed of through disposal of subsidiaries	–41	—	–44	—	–44
Transfers	0	0	1	–2	—
Disposals	—	0	–4	0	–4
Amortization	—	–52	–86	—	–138
Book value	**2,129**	**98**	**312**	**3**	**413**
As at December 31, 2024					
Cost	6,760	520	1,285	3	1,808
Accumulated amortization	–4,631	–422	–973	—	–1,395
Book value	**2,129**	**98**	**312**	**3**	**413**

The disposal of goodwill in 2024 totaling €41 million resulted mainly from the sale of some operations in the Autonomous Mobility segment. The carrying amount of goodwill relates principally to the acquisitions of Siemens VDO (2007), Continental Teves (1998), the automotive electronics business from Motorola (2006) and Elektrobit Automotive (2015).

No impairment of intangible assets other than goodwill incurred in the reporting periods.

The table below shows the goodwill of each cash-generating unit (CGU), in line with the applicable organizational structure in the respective fiscal year. Goodwill reported in Note 2 has been allocated to the current segment structure in all periods. Therefore, differences may arise:

	Goodwill					
€ millions	**Dec. 31, 2024**	**Dec. 31, 2023**		**Dec. 31, 2022**		**Jan. 01, 2022**
Safety and Motion	**1,229**	Safety and Motion[1, 3]	992	Safety and Motion	1,018	
Safety and Motion	975			Vehicle Dynamics[1]	259	Vehicle Dynamics 808
Automotive Aftermarkets[4]	254			Hydraulic Brake Systems[1]	145	Hydraulic Brake Systems 143
				Passive Safety and Sensoric[1]	596	Passive Safety and Sensoric 592
Autonomous Mobility	**755**					
Autonomous Mobility[4]	755	Autonomous Mobility	366	Autonomous Mobility	367	Autonomous Mobility 365
Architecture and Network Solutions	**139**					
Architecture Network Solutions[3, 4, 5]	139	Smart Mobility[4]	785	Smart Mobility	794	Smart Mobility 783
Other/Group/Conso	**7**					
Continental Engineering Services[5]	7	Software and Central Technologies[2, 5]	17	Continental Engineering Services[2]	17	Continental Engineering Services 18
Group	**2,129**	**Group**	**2,160**	**Group**	**2,179**	**Group 2,709**

1 Since January 2023: As part of the restructuring of the CGUs the goodwill of Vehicle Dynamics, Hydraulic Brake Systems and Passive Safety and Sensorics has been allocated to Safety and Motion.
2 Since January 2023: As part of the restructuring of the CGUs the goodwill of Continental Engineering Services has been allocated to Software and Central Technologies.
3 Since November 2024: Goodwill was allocated from Safety and Motion to Architecture and Network Solutions as part of the change in the structure of the cash-generating units.
4 Since January 2024: As part of the change in the structure of the cash-generating units goodwill was allocated from Smart Mobility to Architecture and Network Solutions, Autonomous Mobility and Automotive Aftermarket.
5 Since November 2024: As part of the change in the structure of the cash-generating units goodwill was allocated from Software and Central Technologies to Architecture and Network Solutions and Continental Engineering Services.

Additions to other intangible assets related mainly to software in the amount of €17 million (2023: €18 million; 2022: €30 million).

Under IAS 38, *Intangible Assets*, €16 million (2023: €18 million; 2022: €24 million; 01.01.2022: €31 million) of the total development costs incurred in 2024 qualified for recognition as an asset.

Amortization of other intangible assets amounted to €138 million (2023: €139 million; 2022: €148 million; 01.01.2022: €145 million). Of this, €110 million (2023: €111 million; 2022: €118 million) is included in the consolidated statement of income under cost of sales and €28 million (2023: €28 million; 2022: €30 million) under administrative expenses.

The other intangible assets include carrying amounts adjusted for translation-related exchange-rate effects and not subject to amortization relate to the Elektrobit brand name in the amount of €30 million (2023: €30 million; 2022: €30 million; 01.01.2022: €30 million). The purchased intangible assets also include the carrying amounts of software amounting to €85 million (2023: €95 million; 2022: €98 million; 01.01.2022: €62 million), which are amortized on a straight-line basis as schedule.

Disposals through the disposal of subsidiaries in 2024 are primarily attributable to customer relationships.

14. Property, Plant and Equipment

Between 2022 and 2024 investments were made at locations in Germany as well as in China, Mexico, Romania, Serbia, the USA, Czechia, Lithuania and Hungary. In particular, production capacity was increased in the AM, ANS, UX and SAM segments. There were major additions related to the construction of new manufacturing plants for electronic brake systems and innovative display and operating solutions, as well as vehicle electronics such as high-performance computers and radar and camera solutions. Investments were made to construct new production sites in Kaunas, Lithuania; and Novi Sad, Serbia, Las Colinas, Mexico; Changsha, China; and New Braunfels, Texas, USA. In Bangalore, India, Continental Automotive Technologies Group acquired a campus for the technology center located in 2022.

In the Contract Manufacturing segment, the capital expenditure was primarily attributable to production equipment for the manufacturing of specific products and the implementation of new technologies.

Impairment on property, plant and equipment resulted in expenses totaling €29 million (2023: €7 million; 2022: €336 million), of which €29 million (2023: €7 million; 2022: €328 million) was attributable to cost of sales, €— million (2023: €— million; 2022: €7 million) to research and development expenses and €— million (2023: €— million; 2022: €1 million) to administrative expenses.

In addition, reversals of impairment losses on property, plant and equipment resulted in income of €— million (2023: €0 million; 2022: €4 million) within the scope of cost of sales.

Government investment grants of €26 million (2023: €25 million; 2022: €31 million; 01.01.2022: €20 million) were deducted directly from cost.

Over all periods represented in these Consolidated Financial Statements, no borrowing costs were capitalized when applying IAS 23, *Borrowing Costs*.

There are restrictions on title and property, plant and equipment pledged as security for liabilities in the amount of €3 million (2023: €3 million; 2022: €3 million; 01.01.2022: €3 million).

Please see Note 15 for information on the right-of-use assets that are recognized under property, plant and equipment in accordance with IFRS 16, *Leases*.

€ millions	Land, land rights and buildings[1]	Technical equipment and machinery	Other equipment, factory and office equipment	Advances to suppliers and assets under construction	Total
As at January 1, 2022					
Cost	1,899	7,684	1,584	885	**12,052**
Accumulated depreciation	–819	–5,261	–1,195	–19	**–7,294**
Book value	**1,080**	**2,423**	**389**	**866**	**4,758**
Net change in 2022					
Book value	1,080	2,423	389	866	**4,758**
Exchange-rate changes	–3	19	1	19	**37**
Additions	167	244	106	724	**1,241**
Reclassification to/from assets held for sale	—	2	—	—	**2**
Transfers	114	384	63	–561	**0**
Disposals	–3	–48	–4	–2	**–56**
Depreciation	–75	–613	–138	—	**–825**
Impairment[2]	–8	–221	0	–103	**–333**
Book value	**1,273**	**2,190**	**417**	**943**	**4,824**
As at December 31, 2022					
Cost	2,169	7,830	1,701	1,043	**12,743**
Accumulated depreciation	–896	–5,641	–1,283	–100	**–7,920**
Book value	**1,273**	**2,190**	**417**	**943**	**4,824**
Net change in 2023					
Book value	1,273	2,190	417	943	**4,824**
Exchange-rate changes	0	–12	–3	11	**–4**
Additions	37	269	97	706	**1,110**
Additions from the first-time consolidation of subsidiaries	—	0	0	—	**0**
Amounts disposed of through disposal of subsidiaries	—	0	0	—	**0**
Transfers	98	438	60	–596	**0**
Disposals	–5	–44	–3	–2	**–54**
Depreciation	–83	–589	–132	—	**–804**
Impairment[2]	—	–3	0	–4	**–7**
Book value	**1,320**	**2,249**	**437**	**1,058**	**5,064**
As at December 31, 2023					
Cost	2,252	8,167	1,802	1,106	**13,327**
Accumulated depreciation	–932	–5,918	–1,365	–49	**–8,263**
Book value	1,320	2,249	437	1,058	**5,064**
Net change in 2024					
Book value	1,320	2,249	437	1,058	**5,064**
Exchange-rate changes	–16	–29	–3	–27	**–76**
Additions	15	209	84	556	**863**
Amounts disposed of through disposal of subsidiaries	–1	–1	–8	—	**–9**
Transfers	51	549	78	–678	**0**
Disposals	–1	–30	–2	–2	**–34**
Depreciation	–83	–619	–132	—	**–834**
Impairment[2]	–1	–23	–3	–2	**–29**
Book value	**1,284**	**2,306**	**451**	**904**	**4,945**
As at December 31, 2024					
Cost	2,285	8,466	1,824	927	13,501
Accumulated depreciation	–1,000	–6,160	–1,373	–22	–8,556
Book value	**1,284**	**2,306**	**451**	**904**	**4,945**

1 Investment property is shown separately in Note 16.
2 Impairment also includes necessary reversals of impairment losses.

15. Leases

In addition to the comments in Note 1, the disclosure requirements arising from IFRS 16, *Leases*, are grouped together in this note.

Continental Automotive Technologies Group as lessee

Right-of-use assets

The right-of-use assets recognized from leases relate primarily to the leasing of land and buildings at various locations worldwide. To a small extent, right-of-use assets are recognized for technical equipment and machinery as well as other equipment, factory and office equipment.

Additions within the right-of-use assets amounted to €71 million for the reporting year (2023: €101 million; 2022: €183 million). These resulted mainly from additions to land and buildings in the amount of €50 million (2023: €84 million; 2022: €168 million) and from additions to other equipment, factory and office equipment in the amount of €20 million (2023: €17 million; 2022: €13 million).

Impairment on right-of-use assets resulted in expenses totaling €1 million (2023: €1 million; 2022: €— million), of which €1 million (2023: €1 million; 2022: €— million) was attributable to administrative expenses. The impairment in 2024 and 2023 related to administrative buildings. There were no reversals of impairment losses on right-of-use assets in any of the years under review.

The right-of-use assets reported as at December 31, 2024, in the amount of €337 million (2023: €377 million; 2022: €389 million; 01.01.2022 €423 million) correspond to 6.4% (2023: 6.9%; 2022: 7.5%; 01.01.2022: 8.2%) of all property, plant and equipment of the Continental Automotive Technologies Group. The weighted average lease term is approximately 6 years (2023: approx. 5 years; 2022: approx. 5 years) for right-of-use assets for land and buildings, approximately 3 years (2023: approx. 3 years; 2022: approx. 4 years) for right-of-use assets for technical equipment and machinery, and approximately 4 years (2023: approx. 4 years; 2022: approx. 3 years) for right-of-use assets for other equipment, factory and office equipment.

The development of right-of-use assets in the reporting year was as follows:

€ millions	Right of use for land and buildings	Right of use for technical equipment and machinery	Right of use for other equipment, factory and office equipment	Total
As at January 1, 2022				
Cost	659	2	44	**706**
Accumulated amortization	–259	–1	–23	**–283**
Book value	**400**	**1**	**22**	**423**
Net change in 2022				
Book value	400	1	22	**423**
Exchange-rate changes	9	0	0	**9**
Additions	168	2	13	**183**
Transfers	0	0	0	**0**
Disposals	–116	0	–2	**–118**
Amortization	–94	–2	–13	**–108**
Book value	**367**	**2**	**20**	**389**
As at December 31, 2022				
Cost	681	4	45	**730**
Accumulated amortization	–314	–2	–25	**–341**
Book value	**367**	**2**	**20**	**389**
Net change in 2023				
Book value	367	2	20	**389**
Exchange-rate changes	0	0	0	**0**
Additions	84	0	17	**101**
Amounts disposed of through disposal of subsidiaries	0	—	—	**0**
Disposals	–7	0	–1	**–8**
Amortization	–89	–1	–13	**–103**
Impairment[1]	–1	—	—	**–1**
Book value	**354**	**1**	**23**	**377**
As at December 31, 2023				
Cost	710	4	48	**762**
Accumulated amortization	–357	–3	–25	**–385**
Book value	**354**	**1**	**23**	**377**
Net change in 2024				
Book value	354	1	23	**377**
Exchange-rate changes	–5	0	0	**–5**
Additions	50	1	20	**71**
Amounts disposed of through disposal of subsidiaries	–3	—	—	**–3**
Disposals	–1	—	–2	**–3**
Amortization	–83	–1	–14	**–98**
Impairment	–1	—	—	**–1**
Book value	**309**	**2**	**26**	**337**
As at December 31, 2024				
Cost	690	4	52	746
Accumulated amortization	–381	–3	–25	–409
Book value	**309**	**2**	**26**	**337**

1 Impairment also includes necessary reversals of impairment losses.

Lease liabilities

As at the end of the reporting period, lease liabilities amounted to €373 million (2023: €409 million; 2022: €426 million; 01.01.2022: €467 million). Future cash outflows resulting from leases are shown in the following table:

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Less than one year	100	100	105	113
One to two years	91	88	77	99
Two to three years	73	74	64	72
Three to four years	48	59	56	58
Four to five years	29	40	48	44
More than five years	56	77	104	112
Total undiscounted lease liabilities	**397**	**437**	**453**	**500**
Lease liabilities as at December 31	**373**	**409**	**426**	**467**
Current	91	91	98	104
Non-current	282	319	328	363

In the reporting year, the following amounts were recognized in the income statement:

€ millions	2024	2023	2022
Interest expenses on lease liabilities	10	10	12
Expenses relating to short-term leases	14	17	14
Expenses relating to leases of low-value assets, excluding short-term leases of low-value assets	1	0	1
Expenses from variable lease payments not included in the measurement of lease liabilities	143	644	865

In the reporting year, the following amounts were recognized in the statement of cash flows:

€ millions	2024	2023	2022
Cash outflow for leases	271	774	1,011

In addition to cash outflows for the interest and principal portion of recognized lease liabilities, the cash outflow for leases also includes variable lease payments and lease payments for unrecognized leases for low-value assets as well as for short-term leases.

Potential future cash outflows

The leases recognized as at December 31, 2024, include options that were not considered reasonably certain as at the reporting date and are not included in the measurement of lease liabilities. These options may result in potential future cash outflows over the coming financial years.

The leases in some cases include variable lease payments as well as extension, termination and purchase options. As a rule, the Continental Automotive Technologies Group endeavors to include extension and termination options in new leases to ensure operational flexibility. For the initial measurement of lease liabilities, such options are recognized once it is reasonably certain that they will be exercised. If a significant event or a significant change in circumstances occurs that is within Continental Automotive Technologies Group's control, this will be taken into account accordingly in the remeasurement of lease liabilities. As at the end of the reporting period, potential future lease payments of €259 million (2023: €261 million; 2022: €192 million) from such options were not included in the measurement of lease liabilities. Potential future cash outflows of €48 million (2023: €201 million; 2022: €812 million) arising from variable lease payments were likewise not included in the measurement of lease liabilities as at the end of the reporting period. The year-on-year change is mainly due to the gradual reduction in contract manufacturing with the Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024).

The future scope of obligations arising from leases to which Continental Automotive Technologies Group is committed but that had not yet commenced as at the balance sheet date amounted to €6 million (2023: €9 million; 2022: €16 million).

Within the Continental Automotive Technologies Group there are no potential cash outflows from residual value guarantees, which were not included in the measurement of the lease liability as at the reporting dates.

Contract manufacturing

In 2018, the Continental Group concluded a framework agreement with Vitesco Technologies (since October 1, 2024, Schaeffler Group) on contract manufacturing. In cases where Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024) manufactures products on behalf of the Continental Automotive Technologies Group in a contract manufacturing plant, the agree-

ment in certain cases includes an embedded lease whereby Continental Automotive Technologies Group acts as lessee of the production equipment and bears the investment risk. Due to variable lease payments from Continental Automotive Technologies Group to Schaeffler Group respectively Vitesco Technologies Group (until the merger on October 1, 2024), which are made according to customer calls for delivery, no right-of-use assets or corresponding lease liabilities are recognized. In the financial year under review, the expenses for variable lease payments due to contract manufacturing amounted to €138 million (2023: €642 million; 2022: €863 million). In connection with contract manufacturing, the Continental Automotive Technologies Group expects future cash outflows from variable lease payments of €48 million (2023: €201 million; 2022: €812 million) for the remaining lease terms.

Continental Automotive Technologies Group as lessor

The Continental Automotive Technologies Group acts as lessor in some business relationships. These constitute operating leases as well as finance leases. Whereas for operating leases the Continental Automotive Technologies Group retains the material risks and rewards incidental to ownership, for finance leases these are transferred to the lessee.

Operating leases

Lease income from operating leases in which the Continental Automotive Technologies Group acts as lessor amounted to €0 million (2023: €1 million; 2022: €1 million). These related primarily to the (sub)leasing of land and buildings.

Future cash inflows resulting from operating leases as at the end of the reporting period are shown in the following table:

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Less than one year	0	0	1	0
One to two years	0	0	1	0
Two to three years	0	0	1	0
Three to four years	—	0	1	0
Four to five years	—	—	1	0
More than five years	—	—	1	0
Total undiscounted lease payments	**1**	**1**	**5**	**2**

Contract manufacturing

Insofar as the Continental Automotive Technologies Group manufactures products on behalf of Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024) as part of contract manufacturing, the agreement in certain cases includes an embedded lease whereby Continental Automotive Technologies Group acts as lessor. Such leases are classified as operating leases. The Continental Automotive Technologies Group receives variable lease payments depending on customer calls for delivery. Income in the reporting year related to payments due to contract manufacturing amounted to €244 million (2023: €535 million; 2022: €697 million).

Finance leases

The Continental Automotive Technologies Group acts exclusively as a sublessor of leased land and buildings. As these subleases extend over the total remaining term of the head lease, they are classified as finance leases.

Future cash inflows resulting from finance leases and financial income not yet realized as at the end of the reporting period are shown in the following table:

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Less than one year	5	5	5	3
One to two years	5	5	5	3
Two to three years	5	5	5	3
Three to four years	3	5	5	3
Four to five years	0	2	5	3
More than five years	—	0	3	4
Total undiscounted receivables from lease payments	**18**	**22**	**27**	**20**
Financial income not yet realized	0	0	1	1
Net investments in leases	**18**	**22**	**27**	**19**

In the periods under review, there was only insignificant financial income on net investments in leases. The fair value of the receivables from finance leases does not differ materially from the carrying amount of the finance lease receivables.

16. Investment Property

€ millions	2024	2023	2022
Cost as at January 1	2	2	2
Accumulated depreciation as at January 1	—	—	—
Net change			
Book value as at January 1	**2**	**2**	**2**
Exchange-rate changes	0	0	0
Book value as at December 31	**2**	**2**	**2**
Cost as at December 31	2	2	2
Accumulated depreciation as at December 31	—	—	—

The fair value – determined using the gross rental method on the basis of company-internal calculations (Level 3 of the fair value hierarchy) – of land and buildings accounted for as investment property as at December 31, 2024, amounted to €2 million (December 31, 2023: €2 million; December 31, 2022: €2 million). Rental income in 2024 amounted to €0 million (2023: €0 million; 2022: €0 million), while associated maintenance costs of €0 million (2023: €0 million; 2022: €0 million) were incurred.

17. Investments in Equity-Accounted Investees

€ millions	2024	2023	2022
As at January 1	**195**	**201**	**198**
Additions	3	2	6
Disposals	25	—	—
Changes in the consolidation method, and transfers	5	0	—
Share of earnings	26	35	26
Dividends received	–34	–36	–27
Changes in other comprehensive income	0	1	1
Exchange-rate changes	4	–7	–3
As at December 31	**223**	**195**	**201**

Investments in equity-accounted investees include carrying amounts of joint ventures in the amount of €123 million (2023: €103 million; 2022: €110 million) and of associates in the amount of €100 million (2023: €92 million; 2022: €91 million).

All investments are accounted for using the equity method.

With final current year data not being available as of the respective balance sheet reporting dates, the carrying amounts of the investments for the respective periods are initially estimated on the basis of earnings forecast data. Once finalized financial figures are available, the carrying amounts are adjusted in the subsequent period under “Share of earnings for prior years”.

For the following material joint ventures and associates, the figures taken from the last three available sets of financial statements (2021 to 2023) are summarized as follows. Amounts are stated at 100%. Furthermore, the share of net assets has been reconciled to the respective carrying amount of the investment.

A material joint venture of the Safety and Motion segment is Shanghai Automotive Brake Systems Co., Ltd., Shanghai, China. Continental Holding China Co., Ltd., Shanghai, China, holds 49.0% of the voting rights in Shanghai Automotive Brake Systems Co., Ltd., Shanghai, China, which is jointly controlled with Huayu Automotive Systems Co., Ltd., Shanghai, China. The main business purpose of the company is the production of hydraulic brake systems for the Chinese market.

	Shanghai Automotive Brake Systems Co., Ltd.		
€ millions	2023	2022	2021
Dividends received	15	16	13
Current assets	238	240	231
thereof cash and cash equivalents	77	79	73
Non-current assets	68	86	101
Total assets	306	326	331
Current liabilities	113	121	121
thereof short-term financial liabilities	—	—	—
Non-current liabilities	8	9	9
thereof long-term financial liabilities	—	—	—
Total liabilities	121	129	130
Sales	360	379	366
Interest income	1	2	1
Interest expense	—	—	—
Depreciation and amortization	17	19	19
Earnings from continuing operations	31	33	30
Other comprehensive income	—	—	—
Income tax expense	3	4	4
Earnings after tax	31	33	30
Net assets	185	197	201
Share of net assets	91	96	98
Goodwill	10	11	11
Exchange-rate changes	–13	–13	–13
Change in other comprehensive income for the prior year	—	—	—
Share of earnings for prior years	1	—	—
Carrying amount	88	94	96

e.solutions GmbH, Ingolstadt, Germany is a material associate in the Architecture and Network Solutions segment. The wholly owned Continental Automotive Technologies Group subsidiary Elektrobit Automotive GmbH, Erlangen, Germany, holds 51.0% of the voting rights in e.solutions GmbH, Ingolstadt, Germany. e.solutions GmbH, Ingolstadt, Germany, develops software for in-car infotainment systems, instrument clusters and communication modules as well their associated back-end systems for the Volkswagen Group.

	e.solutions GmbH		
€ millions	2023	2022	2021
Dividends received	21	11	12
Current assets	591	470	300
Non-current assets	9	8	7
Total assets	600	478	307
Current liabilities	35	48	26
Non-current liabilities	528	394	211
Total liabilities	563	441	238
Sales	202	170	247
Interest income	6	1	0
Interest expense	0	0	0
Amortization	3	3	3
Earnings from continuing operations	37	31	31
Other comprehensive income	0	0	0
Income tax expense	20	14	16
Earnings after tax	37	31	31
Net assets	37	37	69
Share of net assets	19	19	35
Effects of purchase price allocation	—	1	2
Share of earnings for prior years	4	4	6
Share of profits distributed to shareholders	19	21	—
Carrying amount	42	44	43

The figures taken from the last three available sets of financial statements (2021 to 2023) for the joint ventures and associates that are not material to the Continental Automotive Technologies Group are summarized as follows. Amounts are stated in line with the proportion of ownership interest.

	Associates			Joint ventures		
€ millions	**2023**	2022	2021	**2023**	2022	2021
Earnings from continuing operations	2	2	3	–1	–6	–4
Earnings after tax	**2**	**2**	**3**	**–1**	**–6**	**–4**

18. Other Investments

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Investments in unconsolidated affiliated companies	1	1	1	1
Other participations	84	92	156	155
Other investments	**84**	**93**	**157**	**155**

Other investments are accounted for at fair value. Changes are recognized in other comprehensive income.

With regard to year-on-year changes in the carrying amount, –€7 million (2023: –€64 million; 2022: –€11 million) resulted from changes in fair value, €7 million (2023: €2 million; 2022: €10 million) from additions, –€6 million (2023: €– million; 2022: €– million) from disposals, –€5 million (2023: €– million; 2022: €1 million) from reclassifications and €2 million (2023: –€2 million; 2022: €2 million) from exchange-rate effects.

Dividends received from other investments amounted to €0 million in the reporting year (2023: €0 million; 2022: €0 million) There is currently no intention to sell any of the other investments.

19. Deferred Taxes

Deferred taxes developed as follows:

	Dec. 31, 2024						Dec. 31, 2023
€ millions	Deferred tax assets	Deferred tax liabilities	Net	Recognized in profit or loss	Changes in the scope of consolidation	Recognized in other comprehensive income	Net
Other intangible assets and goodwill	634	–352	282	144	–5	–12	155
Property, plant and equipment	198	–89	109	–4	1	–12	124
Inventories	146	–1	145	52	–1	–2	95
Other assets	65	–48	17	17	–6	–1	8
Employee benefits less defined benefit assets	396	–14	382	–22	–2	–40	446
Provisions for other risks and obligations	95	–2	93	–27	0	–1	122
Indebtedness and other financial liabilities	154	–1	153	–17	–1	–4	175
Other differences	91	–99	–8	–30	–3	–2	28
Allowable tax credits	79	—	79	4	—	3	72
Tax losses carried forward and limitation of interest deduction	240	—	240	83	–7	–12	176
Deferred taxes (before offsetting)	**2,098**	**–606**	**1,492**	**200**	**–24**	**–83**	**1,401**
Offsetting (IAS 12.74)	–537	537	—				
Net deferred taxes	**1,561**	**–69**	**1,492**				**1,401**

	Dec. 31, 2023						Dec. 31, 2022
€ millions	**Deferred tax assets**	**Deferred tax liabilities**	**Net**	**Recognized in profit or loss**	**Changes in the scope of consolidation**	**Recognized in other comprehensive income**	Net
Other intangible assets and goodwill	556	–401	155	98	—	11	45
Property, plant and equipment	221	–97	124	21	—	7	98
Inventories	100	–5	95	15	—	–1	82
Other assets	61	–53	8	–20	0	–1	29
Employee benefits less defined benefit assets	459	–13	446	–3	—	64	385
Provisions for other risks and obligations	123	–1	122	2	—	–1	121
Indebtedness and other financial liabilities	186	–11	175	–6	—	1	179
Other differences	114	–86	28	–35	—	1	61
Allowable tax credits	72	—	72	15	—	–1	58
Tax losses carried forward and limitation of interest deduction	176	—	176	–46	—	1	221
Deferred taxes (before offsetting)	**2,068**	**–667**	**1,401**	**41**	**0**	**81**	**1,279**
Offsetting (IAS 12.74)	–611	611					
Net deferred taxes	**1,457**	**–56**	**1,401**				**1,279**

	Dec. 31, 2022						Jan. 1, 2022
€ millions	**Deferred tax assets**	**Deferred tax liabilities**	**Net**	**Recognized in profit or loss**	**Changes in the scope of consolidation**	**Recognized in other comprehensive income**	Net
Other intangible assets and goodwill	472	–427	45	182	—	13	–150
Property, plant and equipment	184	–86	98	65	—	2	30
Inventories	89	–7	82	22	—	0	59
Other assets	81	–52	29	–113	—	–2	143
Employee benefits less defined benefit assets	394	–9	385	93	—	–328	619
Provisions for other risks and obligations	122	–1	121	–16	—	4	133
Indebtedness and other financial liabilities	195	–16	179	21	—	4	155
Other differences	135	–74	61	14	—	3	44
Allowable tax credits	58	—	58	10	—	–2	50
Tax losses carried forward and limitation of interest deduction	221	—	221	36	—	14	170
Deferred taxes (before offsetting)	**1,951**	**–672**	**1,279**	**314**	—	**–292**	**1,254**
Offsetting (IAS 12.74)	–620	620					
Net deferred taxes	**1,331**	**–52**	**1,279**				**1,254**

Deferred taxes are measured in accordance with IAS 12, *Income Taxes,* at the tax rate applicable for the periods in which they are expected to be realized. Since 2008, there has been a limit on the deductible interest that can be carried forward in Germany; the amount deductible under tax law is limited to 30% of taxable income before depreciation, amortization and interest.

In 2024, deferred tax assets were up €104 million at €1,561 million (2023: €1,457 million; 2022: €1,331 million; 01.01.2022: €1,308 million). This was primarily attributable to an increase in deferred tax assets on other intangible assets and tax losses carried forward.

In 2024, deferred tax liabilities increased by €13 million to €69 million (2023: €56 million; 2022: €52 million; 01.01.2022: €54 million).

As of December 31, 2024, the consolidated tax losses carried forward in Germany and abroad amounted to €2,704 million (2023: €2,183 million; 2022: €2,497 million; 01.01.2022: €2,284 million). The majority of the Continental Automotive Technologies Group's tax losses carried forward relate to foreign subsidiaries and are largely unlimited in terms of the time period for which they can be carried forward.

Deferred tax assets were not recognized in relation to the following items because it is currently not deemed sufficiently likely that they will be utilized:

€ millions	**Dec. 31, 2024**	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Temporary differences	266	223	259	244
Tax losses carried forward and limitation of interest deduction	1,499	1,250	1,211	1,252
Allowable tax credits	24	38	—	—
Total of all items for which no deferred tax assets were recognized	**1,789**	**1,511**	**1,470**	**1,496**

Of the deferred tax assets deemed unusable, tax losses and interest carried forward of €1,130 million (2023: €982 million; 2022: €1,016 million; 01.01.2022: €863 million) can be used indefinitely, €369 million (2023: €268 million; 2022: €195 million; 01.01.2022: €389 million) expire within the next 10 years. Of the deferred tax assets on allowable tax credits deemed unusable, €24 million (2023: €38 million; 2022: €— million 01.01.2022: €— million) expire within the next 10 years. Deferred tax assets arising from temporary differences can be used indefinitely.

As of December 31, 2024, some Continental Automotive Technologies Group subsidiaries and tax groups that reported a loss in the current or previous year recognized total deferred tax assets of €1,340 million (2023: €1,400 million; 2022: €812 million; 01.01.2022: €781 million), which arose from current losses, tax losses carried forward and a surplus of deferred tax assets. Given that future taxable income is expected, it is sufficiently probable that these deferred tax assets can be realized. In particular, this shall be realized through measures of cost reduction, increasing efficiency within the business unit Automotive as well as making use of options for tax planning. The temporary differences from retained earnings of foreign companies amounted to a total of €0 million (2023: €0 million; 2022: €0 million; 01.01.2022: €0 million). Deferred tax liabilities were not taken into account, since remittance to the parent company is not planned in the short or medium term.

20. Other Financial Assets

	Dec. 31, 2024		Dec. 31, 2023	
€ millions	**Short-term**	**Long-term**	Short-term	Long-term
Amounts receivable from related parties	—	—	—	—
Loans to third parties	—	46	—	49
Amounts receivable from employees	5	—	4	—
Other amounts receivable	43	123	72	131
Other financial assets	**48**	**170**	**76**	**180**

	Dec. 31, 2022		Jan. 1, 2022	
€ millions	Short-term	Long-term	Short-term	Long-term
Amounts receivable from related parties	—	—	—	—
Loans to third parties	—	36	—	26
Amounts receivable from employees	6	—	8	—
Other amounts receivable	68	137	83	126
Other financial assets	**74**	**173**	**91**	**152**

Loans to third parties related mainly to loans to customers and suppliers with various maturities.

Amounts receivable from employees related mainly to preliminary payments for hourly wages and for other advances.

In particular, other amounts receivable include investment subsidies for research and development expenses not yet utilized and amounts receivable from suppliers, customers and investments. The carrying amounts of the other financial assets are essentially their fair values. Additionally long-term other amounts receivable includes venture capital investments.

Please see Note 31 for information on the default risks in relation to other financial assets.

21. Other Assets

	Dec. 31, 2024		Dec. 31, 2023	
€ millions	**Short-term**	**Long-term**	Short-term	Long-term
Trade accounts receivable from the sale of customer tools	77	—	86	—
Tax refund claims (incl. VAT and other taxes)	186	—	209	—
Prepaid expenses	102	—	118	—
Other	144	12	238	6
Other assets	**509**	**12**	**651**	**6**

	Dec. 31, 2022		Jan. 1, 2022	
€ millions	Short-term	Long-term	Short-term	Long-term
Trade accounts receivable from the sale of customer tools	86	—	81	—
Tax refund claims (incl. VAT and other taxes)	197	—	191	—
Prepaid expenses	83	—	86	—
Other	145	92	141	93
Other assets	**510**	**92**	**499**	**93**

The tax refund claims primarily resulted from VAT receivables from the purchase of production materials.

The trade accounts receivable from the sale of customer tools related to costs that have not yet been invoiced.

In particular, prepaid expenses include license fees as well as rent and maintenance services paid for in advance. Among other things, the "Other" item includes other advanced costs.

Impairment totaling €1 million (2023: €2 million; 2022: €3 million; 01.01.2022: €4 million) was recognized for the probable default risk on other assets.

22. Inventories

€ millions	**Dec. 31, 2024**	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Raw materials and supplies	1,510	1,754	1,870	1,077
Work in progress	371	394	347	425
Finished goods and merchandise	702	718	728	638
Inventories	**2,583**	**2,866**	**2,945**	**2,140**

Write-downs recognized on inventories increased by €29 million to €413 million (2023: €384 million; 2022: €346 million; 01.01.2022: €261 million).

The amount of inventories recognized as an expense during the period is €11,212 million (2023: €12,267 million; 2022: €9,696 million).

23. Trade Accounts Receivable

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Trade accounts receivable	3,675	4,191	4,118	3,854
Loss allowances	–33	–41	–31	–28
Trade accounts receivable	**3,642**	**4,150**	**4,087**	**3,826**

The carrying amounts of the trade accounts receivable, net of loss allowances, are their fair values. Please see Note 31 for information on the default risks in relation to trade accounts receivable.

Continental Automotive Technologies Group uses several programs for the sale of receivables which are used for general corporate purposes of the Continental Group. One program with a committed financing volume up to €200 million (2023: €200 million; 2022: €200 million; 01.01.2022: €200 million) fulfills the requirements for a derecognition of the receivables as in particular credit and default risks have mostly been transferred.

The other two similar structured programs do not fulfill the requirements for a derecognition of the receivables so that the receivables are still recognized as assets in the statement of financial position. Under the existing sale-of-receivables programs, the contractual rights to the receipt of payment inflows have been assigned to the corresponding contractual parties. The transferred receivables have short remaining terms. As a rule, therefore, the carrying amounts as at the reporting date in the amount of €71 million (2023: €103 million; 2022: €97 million; 01.01.2022: €96 million) are approximately equivalent to their fair value. The respective liabilities with a carrying amount of €33 million (2023: €49 million; 2022: €53 million; 01.01.2022: €53 million) represent the liquidation proceeds from the sale of the receivables. As in the previous years, this was approximately equivalent to their fair value. The committed financing volume attributable to the entire Continental Group under these sale-of-receivables programs amounts to €200 million (2023: €200 million; 2022: €200 million; 01.01.2022: €200 million). The financing volume is to be utilized for general corporate purposes of the Continental Group and thereunder partly drawn by Continental Automotive Technologies Group.

24. Cash and Cash Equivalents

Cash and cash equivalents include all liquid funds and demand deposits. Cash equivalents are short-term, highly liquid financial investments that can be readily converted into known cash amounts and are subject to an insignificant risk of changes in value. As at the reporting date, cash and cash equivalents amounted to €1,394 million (2023: €1,601 million; 2022: €1,717 million; 01.01.2022: €1,325 million). Of that, €1,263 million (2023: €1,485 million; 2022: €1,530 million; 01.01.2022: €1,252 million) was unrestricted.

For information on the interest-rate risk and the sensitivity analysis for financial assets and liabilities, please see Note 31.

25. Equity

The subscribed capital – which is registered in the commercial register and has been fully paid – of Continental Automotive Technologies GmbH remained unchanged year-on-year. At the end of the reporting period it amounted to €526,565 (2023: €526,565; 2022: €526,565; 01.01.2022: €526,565) with a notional value of €1 per share (2023: €1; 2022: €1; 01.01.2022: €1).

The Continental Automotive Technologies GmbH's retained earnings and other reserves include the profit/loss carried forward at the beginning of the period, the net loss for the reporting period. Continental Automotive Technologies GmbH's capital reserves as at December 31, 2024, amounted to €7,598 million (2023: €2,354 million; 2022: €2,354 million), as reported in the annual financial statements prepared in accordance with the German Commercial Code. An increase of €5,244 million in the reporting period resulted from a non-cash contribution in connection with an overall reduction of the related party transactions with Continental AG on the central financing accounts of the participating Continental Group companies.

Non-controlling interests

The compiled financial information of fully consolidated subsidiaries with material non-controlling interests corresponds to the values prior to the implementation of consolidation measures.

Non-controlling interests

	Continental Automotive Corporation				Continental Automotive Corporation (Lianyungang) Co., Ltd.			
€ millions	**Dec. 31, 2024**	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022	**Dec. 31, 2024**	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Capital share of non-controlling interests in %	35.0	35.0	35.0	35.0	35.0	35.0	35.0	35.0
Current assets	409	424	502	483	222	216	217	273
Non-current assets	36	40	64	79	36	39	44	79
Total assets	445	464	566	561	257	254	260	353
Current liabilities	136	143	179	166	66	51	60	143
Non-current liabilities	7	7	15	9	0	0	–5	0
Total liabilities	143	150	194	175	66	51	55	143
Net assets	303	313	372	387	191	203	206	210
Attributable to non-controlling interests	106	110	130	135	67	71	72	73
Sales	505	545	798		104	119	200	
Earnings after tax	26	15	43		7	23	18	
Attributable to non-controlling interests	9	5	15		2	8	6	
Dividends to minority shareholders	9	9	10		9	4	2	
Cash flow before financing activities (free cash flow)	39	96	47		13	23	76	

26. Capital Management

Capital management for Continental Automotive Technologies Group for the respective periods is performed by Continental AG, Hanover, Germany. The legal requirements regarding equity and liquidity are taken into account in the light of the needs of Continental AG.

The aim of the Continental Automotive Technologies Group after the anticipated spin-off is to maintain a strong capital base in order to build up the trust of the capital market, to preserve the trust of the customers and employees and to ensure the sustainable development of the company.

27. Employee Benefits

The following table outlines the employee benefits:

	Dec. 31, 2024		Dec. 31, 2023		Dec. 31, 2022		Jan. 1, 2022	
€ millions	**Short-term**	**Long-term**	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term
Pension provisions (unfunded obligations and net liabilities from obligations and related funds)	—	1,413	—	1,466	—	1,175	—	2,534
Provisions for other post-employment benefits	—	27	—	27	—	21	—	28
Provisions for similar obligations	—	16	—	14	—	16	—	19
Other employee benefits	—	220	—	225	—	194	—	186
Liabilities for workers' compensation	10	—	11	—	10	—	9	—
Liabilities for payroll and personnel-related costs	474	—	500	—	484	—	396	—
Termination benefits	16	—	18	—	15	—	35	—
Liabilities for social security	89	—	85	—	68	—	70	—
Liabilities for vacation	98	—	115	—	95	—	81	—
Employee benefits	**686**	**1,676**	**730**	**1,731**	**671**	**1,406**	**591**	**2,768**
Defined benefit assets (difference between pension obligations and related funds)	**—**	**58**	**—**	**57**	**—**	**51**	**—**	**53**

Long-term employee benefits

Pension plans

In addition to statutory pension insurance, the majority of employees are also entitled to defined benefit or defined contribution plans after the end of their employment.

Our pension strategy is focusing on switching from defined benefit to defined contribution plans in order to offer both employees and the company a sustainable and readily understandable pension system.

Many defined benefit plans have been closed for new employees or future service and replaced by defined contribution plans.

In countries in which defined contribution plans are not possible for legal or economic reasons, defined benefit plans have been optimized or changed to minimize the associated risks of longevity, inflation and salary increases.

Defined benefit plans

Defined benefit plans include pension plans, termination indemnities regardless of the reason for the end of employment and other post-employment benefits. As a result of the significant increase in the number of employees in recent years and the high level of acquisition activity, pension obligations essentially relate to active employees. The defined benefit pension plans cover 87,455 beneficiaries, including 58,005 active employees, 14,087 former employees with vested benefits, and 15,363 retirees and surviving dependents. The pension obligations are concentrated in three countries: Germany, the USA and the United Kingdom which account for more than 95% of total pension obligations.

The weighted average term of the defined benefit pension obligations is around 15 years. This term is based on the present value of the obligations.

The majority of employees of Continental Automotive Technologies Group (Continental Automotive Technologies employees) are entitled to benefits from occupational pension schemes, either contribution-based or benefit-based, upon meeting the respective performance requirements. The pension obligations from these schemes are concentrated in Germany, the USA, and the UK, which together account for more than 95% of the total obligation volume.

Germany

In Germany, Continental Automotive Technologies Group provides pension benefits through the cash balance plan, prior commitments and deferred compensation.

The retirement plan regulation applicable to active members is based primarily on the cash balance plan and thus on benefit modules. When the insured event occurs, the retirement plan assets are paid out as a lump-sum benefit, in installments or as a pension, depending on the amount of the retirement plan assets. There are no material minimum guarantees in relation to a particular amount of retirement benefits.

Pension plans transferred to or assumed by Continental Automotive Technologies Group in the context of acquisitions (Siemens VDO, Temic, Teves), were included in the cash balance plan. For the main German companies, the cash balance plan is partly covered by funds in contractual trust arrangements (CTAs). In Germany, there are no legal or regulatory minimum funding requirements.

The CTAs are legally independent from the company and manage the plan assets as trustees in accordance with the respective CTAs. In the financial year 2022 Continental AG repurchased shares in ContiTech AG, Hanover, from Continental Pension Trust e.V. in the amount of €476 million. In addition, an additional purchase price amounting to €21 million for the sale of the current compensation by ContiTech AG was agreed upon. The purchase price as well as the additional purchase price was settled on January 31, 2024. The purchase price receivable of Continental Pension Trust e.V., Hanover, fulfills the criteria of plan assets under IAS 19, *Employee Benefits,* and is thus, netted with the corresponding obligation.

€335 million of the repurchase price and €15 million of the additional purchase price, increasing plan assets, are attributable to Continental Automotive Technologies Group. In addition, compensations amounting to €29 million for interest and dividend payments to Continental Pension Trust e.V., Hanover, increased plan assets.

Continental Automotive Technologies Group also supports private contribution through deferred compensation schemes.

According to current planning, the internal Continental Trustee Association (Continental Treuhänder e. V.) is to be continued with the already existing internal Automotive Trustee Association (Automotive Treuhänder e. V.).

Deferred compensation is essentially offered through a fully funded multi-employer plan (Höchster Pensionskasse VVaG) for contributions up to 4% of the assessment ceiling in social security. The pension contribution fund ensures guaranteed minimum interest for which Continental Automotive Technologies Group is ultimately liable under the German Company Pensions Law. The company is not liable for guarantees to employees of other companies. As Höchster Pensionskasse VVaG is a combined defined benefit plan for several companies and Continental Automotive Technologies Group has no right to the information required for accounting for this defined benefit plan, this plan is recognized as a defined contribution plan.

Entitled Continental Automotive Technologies employees can use the cash balance plan for deferred compensation contributions above the 4% assessment ceiling. This share is funded by insurance annuity contracts.

USA

Owing to the acquisition history of the Continental Group, Continental Automotive Technologies has various defined benefit plans in the USA, which were closed to new entrants and frozen to accretion of further benefits in a period from April 1, 2005, to December 31, 2011. In 2017, acquisitions also included an open defined benefit plan for unionized employees.

The closed defined benefit plans are commitments on the basis of the average final salary and cash balance commitments. The defined benefit plans for unionized and non-unionized employees are based on a pension multiplier per year of service.

The closed defined benefit plans have been replaced by defined contribution plans, predominantly the so-called 401(k) Savings Plan. Defined contribution plans apply to the majority of active employees in the USA.

Due to the rise in interest rates, further efforts are currently being made to push for additional funding.

The plan assets of the defined benefit plans are managed in a master trust. Investment supervision was delegated to the Pension Committee, a body appointed within Continental Group. The legal and regulatory framework for the plans is based on the US Employee Retirement Income Security Act (ERISA).

The trust structure can be continued unchanged after the spin-off, although the Pension Committee for the Continental Group will no longer be able to act for Continental Automotive Technologies Group after the spin-off. Therefore, a new Pension Committee with new advisors must be established for Continental Automotive Technologies Group.

The valuation of the financing level is required on the basis of the ERISA framework. The interest rate used for this calculation is the average rate over a period of 25 years and therefore currently higher than the interest rate used to discount obligations under IAS 19. The statutory valuation therefore gives rise to a lower obligation than that in line with IAS 19. There is a regulatory requirement to ensure minimum funding of 80% in the defined benefit plans to prevent benefit curtailments.

United Kingdom

After the spin-off, Continental Automotive Technologies Group maintains two defined benefit plans as a result of Continental Group's history of acquisitions in the United Kingdom. All plans are commitments on the basis of the average or final salary. The two plans were closed to new employees in the period between April 1, 2002, and November 30, 2004. Continental Automotive Technologies offers defined contribution plans for all employees who have joined the CAT Group since that time.

As at July 31, 2017, the Mannesmann UK Pension Scheme was frozen to accretion of further benefits. It was replaced by a defined contribution plan as at August 1, 2017.

Our pension strategy in the UK focuses on reducing risks and includes the option of partial or complete funding by purchasing annuities. The rise in interest rates and the good funded status currently present opportunities to push for partial or complete funding. The receptivity of the insurance market is currently limited.

The funding conditions are defined by the UK Pensions Regulator and the corresponding laws and regulations. The defined benefit plans are managed by trust companies. The boards of trustees of these companies have an obligation solely to the good of the beneficiaries on the basis of the trust agreement and the law.

The necessary funding is determined every three years through technical valuations in line with local provisions. The obligations are

measured using a discount rate based on government bonds and other conservatively selected actuarial assumptions.

Compared with IAS 19, which derives the discount rate from senior corporate bonds, this usually results in a higher obligation. Three of the four defined benefit plans had a funding deficit on the basis of the most recent technical valuation. The trustees and the company have agreed on a recovery plan that provides for additional temporary annual payments. The valuation process must be completed within 15 months of the valuation date.

The most recent technical valuations of the two defined benefit pension plans took place with their valuation dates between December 2020 and March 2022 and led to the following result:

- Continental Teves UK Employee Benefit Scheme (assessment as at December 31, 2020): Due to the extraordinary allocation in 2021 of GBP 10 million and the scheduled payment of GBP 1 million in October 2021, there is no need for a recovery plan and therefore no further allocations are currently envisaged. The assessment as at December 31, 2023, is currently undergoing final coordination, and the statutory deadline for finalization is March 31, 2025. Due to the sound financing status, there is still no expectation that a recovery plan will be necessary.
- Mannesmann UK Pension Scheme (assessment as at March 31, 2022): As part of the assessment, an agreement was resolved on a monthly minimum endowment of GBP 175,000 until March 31, 2023, and a minimum monthly endowment of GBP 200,000 for the period from April 1, 2023, to August 31, 2026.

Currently, both plans were granted a "Parent Company Guarantee" from Continental AG, which needs to be replaced by a guarantee from Continental Automotive Technologies Group. This replacement requires the involvement of the Trustees and the Pension Regulator.

Subject to the aforementioned exceptions, the spin-off does not affect the commitments made to Continental Automotive Technologies employees regarding occupational pension benefits. These commitments will continue after the spin-off takes effect, with credit given for the accrued years of service. If the investment portfolio for a pension plan needs to be adjusted due to the spin-off, this may impact the return prospects. Provisions for obligations arising from pension commitments will be made by Continental Automotive Technologies Group. Any available plan assets will be allocated proportionally to Continental Automotive Technologies Group.

The pension obligations for Germany, the USA, the UK and other countries, as well as the amounts for Continental Automotive Technologies Group as a whole, are shown in the following tables.

The reconciliation of the changes in the defined benefit obligations from the beginning to the end of the year is as follows:

	2024					2023					2022				
€ millions	**Germany**	**USA**	**UK**	**Other**	**Total**	Germany	USA	UK	Other	Total	Germany	USA	UK	Other	Total
Defined benefit obligations as at January 1	**2,538**	**220**	**120**	**140**	**3,017**	**2,233**	**223**	**117**	**128**	**2,700**	**3,288**	**277**	**192**	**147**	**3,904**
Exchange-rate differences	—	13	6	–8	**11**	—	–8	2	1	–4	—	18	–8	2	12
Current service cost	65	—	0	13	**78**	60	—	0	12	72	98	—	1	11	110
Service cost from plan amendments	—	—	—	—	**—**	—	—	—	1	1	—	—	—	0	0
Curtailments/settlements	—	—	—	–7	**–7**	—	—	—	0	0	—	—	—	–3	–3
Interest on defined benefit obligations	78	11	6	9	**104**	80	11	6	8	105	55	8	4	5	72
Actuarial gains/losses from changes in demographic assumptions	—	—	1	2	**2**	—	—	–3	0	–3	—	—	–1	–1	–2
Actuarial gains/losses from changes in financial assumptions	–128	–9	–10	6	**–141**	206	6	1	–1	212	–1,149	–69	–68	–20	–1,306
Actuarial gains/losses from experience adjustments	21	1	0	4	**26**	19	2	2	4	27	—	4	7	7	18
Net changes in the scope of consolidation	3	—	—	—	**3**	2	—	—	—	2	—	—	—	—	—
Employee contributions	—	—	0	0	**0**	—	—	0	0	0	—	—	0	0	0
Other changes	0	—	—	0	**0**	0	—	—	0	1	–1	—	—	0	–1
Benefit payments	–67	–16	–7	–12	**–101**	–62	–15	–6	–13	–95	–59	–15	–9	–22	–105
Defined benefit obligations as at December 31	**2,512**	**221**	**114**	**146**	**2,993**	**2,538**	**220**	**120**	**140**	**3,017**	**2,233**	**223**	**117**	**128**	**2,700**

The reconciliation of the changes in the fund assets from the beginning to the end of the year is as follows:

	2024					2023					2022				
€ millions	**Germany**	**USA**	**UK**	**Other**	**Total**	Germany	USA	UK	Other	Total	Germany	USA	UK	Other	Total
Fair value of fund assets as at January 1	**1,149**	**227**	**152**	**81**	**1,609**	**1,118**	**231**	**145**	**83**	**1,577**	**826**	**296**	**210**	**92**	**1,424**
Exchange-rate differences	—	14	7	–4	**17**	—	–8	3	–1	–6	—	19	–9	1	11
Interest income from pension funds	36	11	7	5	**60**	41	12	7	6	65	22	9	4	3	38
Actuarial gains/losses from fund assets	23	–8	–12	–1	**2**	22	8	–1	–3	27	–81	–78	–55	–3	–217
Employer contributions	4	1	3	9	**17**	5	1	4	7	15	33	1	3	10	46
Employee contributions	—	—	0	0	**0**	—	—	0	0	0	—	—	0	0	0
Net changes in the scope of consolidation	—	—	—	—	**—**	—	—	—	—	—	—	—	—	—	—
Transfer of assets	—	—	—	—	**—**	—	—	—	0	0	—	—	—	—	—
Other changes	0	0	—	0	**–1**	–3	–1	—	—	–3	349	–1	—	0	349
Benefit payments	–37	–16	–7	–6	**–66**	–34	–15	–6	–11	–66	–30	–15	–9	–20	–74
Fair value of fund assets as at December 31	**1,176**	**229**	**151**	**84**	**1,639**	**1,149**	**227**	**152**	**81**	**1,609**	**1,118**	**231**	**145**	**83**	**1,577**

The carrying amount consisting of the defined benefit assets and the pension provisions increased by €54 million compared to 2023 (2023: decreased by €285 million compared to 2022, 2022: increased by €1,357 million compared to January 1, 2022). This was primarily due to actuarial losses in all countries.

The defined benefit assets increased by €1 million year-on-year (2023: increased by €6 million, 2022: decreased by €2 million).

€2,980 million (2023: €3,007 million, 2022: €2,679 million) of the defined benefit obligations as at December 31, 2024, related to plans that are fully or partially funded, and €13 million (2023: €10 million, 2022: €21 million) related to plans that are unfunded.

The €24 million decrease in the defined benefit obligations compared with December 31, 2023 (2023: €317 million increase compared with December 31, 2022, 2022: €1,203 million decrease compared with January 1, 2022), resulted in particular from actuarial losses from changes in financial assumptions.

The fund assets in Germany include the CTA assets amounting to €1,126 million (2023: €1,105 million, 2022: €1,078 million) and insurance annuity contracts amounting to €49 million (2023: €44 million, 2022: €40 million).

Fund assets increased by €30 million in the reporting year to €1,639 million (2023: increased by €32 million to €1,609 million, 2022: increased by €154 million to 1,577).

Actuarial gains and losses on fund assets in Germany resulted from actuarial losses of €23 million (2023: actuarial losses of €23 million, 2022: actuarial gains of €6 million) from the CTAs.

The following table shows the reconciliation of the funded status to the amounts contained in the statement of financial position:

	Dec. 31, 2024					Dec. 31, 2023					Dec. 31, 2022					Jan. 1, 2022				
€ millions	**Germany**	**USA**	**UK**	**Other**	**Total**	Germany	USA	UK	Other	Total	Germany	USA	UK	Other	Total	Germany	USA	UK	Other	Total
Funded status[1]	**–1,336**	**8**	**37**	**–62**	**–1,354**	**–1,389**	**7**	**33**	**–59**	**–1,408**	**–1,115**	**8**	**28**	**–44**	**–1,123**	**–2,462**	**19**	**18**	**–55**	**–2,480**
Asset ceiling	—	—	—	–1	**–1**	—	—	—	–1	–1	—	—	—	–1	–1	—	—	—	–1	–1
Carrying amount	**–1,336**	**8**	**37**	**–63**	**–1,355**	**–1,389**	**7**	**33**	**–60**	**–1,409**	**–1,115**	**8**	**28**	**–45**	**–1,124**	**–2,462**	**19**	**18**	**–56**	**–2,481**

1 Difference between fund assets and defined benefit obligations.

The carrying amount comprises the following items of the statement of financial position:

	Dec. 31, 2024					Dec. 31, 2023					Dec. 31, 2022					Jan. 1, 2022				
€ millions	**Germany**	**USA**	**UK**	**Other**	**Total**	Germany	USA	UK	Other	Total	Germany	USA	UK	Other	Total	Germany	USA	UK	Other	Total
Defined benefit assets	—	16	37	6	**58**	—	15	33	9	57	—	16	28	7	51	0	29	19	6	53
Pension provisions	–1,336	–8	0	–69	**–1,413**	–1,389	–8	—	–69	–1,466	–1,115	–8	0	–52	–1,175	–2,462	–10	0	–62	–2,534
Carrying amount	**–1,336**	**8**	**37**	**–63**	**–1,355**	**–1,389**	**7**	**33**	**–60**	**–1,409**	**–1,115**	**8**	**28**	**–45**	**–1,124**	**–2,462**	**19**	**18**	**–56**	**–2,481**

The assumptions used to measure the pension obligations – in particular, the discount factors for determining the interest on expected pension obligations and the expected return on fund assets, as well as the long-term salary growth rates and the long-term pension trend – are specified for each country.

In the principal pension plans, the following weighted-average valuation factors as at December 31 of the year have been used:

	Dec. 31, 2024				Dec. 31, 2023				Dec. 31, 2022				Jan. 1, 2022			
%	**Germany**	**USA**	**UK**	**Other**	Germany	USA	UK	Other	Germany	USA	UK	Other	Germany	USA	UK	Other
Discount rate	3.45	5.60	5.53	6.26	3.14	5.15	4.68	6.67	3.39	5.40	4.80	6.36	1.25	2.80	1.90	3.71
Long-term salary growth rate	3.00	—	1.44	4.93	3.00	—	1.25	4.83	3.00	—	1.43	4.72	3.00	—	1.43	3.52

Another parameter for measuring the pension obligation is the long-term pension trend. The following weighted average long-term pension trend was used as at December 31, 2024, for the key countries: Germany 2.20% (2023: 2.20%, 2022: 1,75%) and the United Kingdom 3.15% (2023: 3.11%, 2022: 3.26%). For the USA, the long-term pension trend does not constitute a significant measurement parameter. The pension trend remained unchanged at 2.20% as at December 31, 2024 (increased from 1.75% to 2.20% as at December 31, 2023, remained unchanged at 1.75% as at December 31, 2022).

Net pension cost can be summarized as follows:

	2024					2023					2022				
€ millions	**Germany**	**USA**	**UK**	**Other**	**Total**	Germany	USA	UK	Other	Total	Germany	USA	UK	Other	Total
Current service cost	65	—	0	13	78	60	—	0	12	72	98	—	1	11	110
Service cost from plan amendments	—	—	—	—	—	—	—	—	1	1	—	—	—	0	0
Curtailments/settlements	—	—	—	–7	–7	—	—	—	0	0	—	—	—	–3	–3
Interest on defined benefit obligations	78	11	6	9	104	80	11	6	8	105	55	8	4	5	72
Expected return on the pension funds	–36	–11	–7	–5	–60	–41	–12	–7	–6	–65	–22	–9	–4	–3	–38
Effect of change of asset ceiling	—	—	—	0	0	—	—	—	0	0	—	—	—	0	0
Other pension income and expenses	—	0	0	–2	–1	—	1	—	—	1	—	1	—	—	1
Net pension cost	**108**	**0**	**–1**	**7**	**114**	**99**	**0**	**–1**	**16**	**114**	**131**	**0**	**0**	**11**	**142**

The table below shows the changes in actuarial gains and losses that are reported directly in equity:

	2024					2023					2022				
€ millions	**Ger-many**	**USA**	**UK**	**Other**	**Total**	Ger-many	USA	UK	Other	Total	Ger-many	USA	UK	Other	Total
Actuarial gains/losses from defined benefit obligations	–107	–8	–10	11	–113	225	9	0	3	236	–1,149	–65	–63	–14	–1,290
Actuarial gains/losses from fund assets	–23	8	12	1	–2	–22	–8	1	3	–27	81	78	55	3	217
Actuarial gains/losses from asset ceiling	—	—	—	0	0	—	—	—	0	0	—	—	—	0	0
Actuarial gains/losses	**–130**	**1**	**2**	**11**	**–116**	**203**	**1**	**0**	**5**	**209**	**–1,067**	**13**	**–8**	**–11**	**–1,074**

Actuarial gains and losses arise from increases or decreases in the present value of the defined benefit obligation due to changes in the actuarial assumptions made. The decrease in the discount factor in all countries in the 2024 and 2023 reporting periods compared with 2023 and 2022 respectively resulted in actuarial losses in all countries. The actuarial gains in the fiscal years 2023 and 2022 resulted from a rise in interest rates compared with the prior years.

If the other assumptions remained constant, the changes in individual key actuarial assumptions that could reasonably have been possible at the reporting date would have impacted the defined benefit obligation by the following amounts. Although the analysis does not take account of the complete allocation of the cash flows expected under the plan, it provides an approximation of the sensitivity of the assumptions shown.

If the other assumptions are maintained, a 0.5-percentage-point increase or decrease in the discount rate used to discount pension obligations would have had the following impact on the pension obligations as at the end of the reporting period:

	Dec. 31, 2024				Dec. 31, 2023				Dec. 31, 2022				Jan. 1, 2022			
€ millions	**Ger-many[1]**	**USA**	**UK**	**Other**	Ger-many[1]	USA	UK	Other	Ger-many[1]	USA	UK	Other	Ger-many[1]	USA	UK	Other
0.5% increase																
Effects on service and interest cost	–2	–1	0	0	–3	–1	0	0	–3	–1	0	0				
Effects on benefit obligations	–191	–9	–6	–6	–202	–10	–7	–6	–172	–10	–7	–5	–321	–16	–15	–7
0.5% decrease																
Effects on service and interest cost	2	1	0	0	3	1	0	0	3	1	–1	0				
Effects on benefit obligations	218	10	7	6	232	11	8	6	197	11	8	6	375	17	17	7

1 Not including the pension contribution funds.

A 0.5-percentage-point increase or decrease in the long-term salary growth rate would have had the following impact on the pension obligations as at the end of the reporting period:

	Dec. 31, 2024			Dec. 31, 2023			Dec. 31, 2022			Jan. 1, 2022		
€ millions	**Germany**	**USA[1]**	**UK**	Germany	USA[1]	UK	Germany	USA[1]	UK	Germany	USA[1]	UK
0.5% increase												
Effects on benefit obligations	0	—	0	0	—	0	0	—	0	1	—	1
0.5% decrease												
Effects on benefit obligations	0	—	0	0	—	0	0	—	0	–1	—	–1

1 Any change in the long-term salary growth rate would have no effect on the value of the benefit obligations.

A 0.5-percentage-point increase or decrease in the long-term pension trend would have had the following impact on the pension obligations as at the end of the reporting period:

	Dec. 31, 2024			Dec. 31, 2023			Dec. 31, 2022			Jan. 1, 2022		
€ millions	**Germany**	**USA[1]**	**UK**	Germany	USA[1]	UK	Germany	USA[1]	UK	Germany	USA[1]	UK
0.5% increase												
Effects on benefit obligations	78	—	5	83	—	6	75	—	6	121	—	12
0.5% decrease												
Effects on benefit obligations	–73	—	–5	–77	—	–6	–68	—	–6	–109	—	–12

1 Any change in the long-term salary growth rate would have no effect on the value of the benefit obligations.

Changes in the discount rate and the salary and pension trends do not have a linear effect on the defined benefit obligations (DBO) owing to the financial models used (particularly due to the compounding of interest rates). For this reason, the net periodic pension cost derived from the pension obligations does not change by the same amount as a result of an increase or decrease in the actuarial assumptions.

In addition to the aforementioned sensitivities, the impact of a one-year-longer life expectancy on the value of benefit obligations was computed for the key countries. A one-year increase in life expectancy would lead to a €90 million (2023: €95 million, 2022: €79 million) increase in the value of the benefit obligations, and that figure would be broken down as follows: Germany €81 million (2023: €85 million, 2022: €70 million), the USA €6 million (2023: €6 million, 2022: €6 million) and the United Kingdom €3 million (2023: €4 million, 2022: €4 million). In Germany, increased payments in the form of pensions rather than capital were assumed in the actuarial valuation, which has the effect of increasing the benefit obligations. For the calculation of pension obligations for domestic plans, life expectancy is based on the 2018 G mortality tables by Prof. Klaus Heubeck. For foreign pension plans, comparable criteria are used for the respective country.

Plan assets

The structure of Continental Automotive Technologies' plan assets is reviewed by the investment committees on an ongoing basis taking into account the forecast pension obligations. In doing so, the investment committees regularly review the investment decisions taken, the underlying expected returns of the individual asset classes reflecting empirical values and the selection of the external fund managers.

The portfolio structures of the pension funds at the measurement date for the fiscal years 2024, 2023 and 2022 are as follows:

%	2024				2023				2022			
Asset class	**Germany[1]**	**USA**	**UK**	**Other**	Germany[1]	USA	UK	Other	Germany[1]	USA	UK	Other
Equity instruments	11	0	4	8	6	—	5	8	5	—	5	31
Debt securities	62	97	62	46	37	97	62	48	27	96	56	58
Real estate	9	0	0	3	10	—	—	2	10	—	1	3
Absolute return[2]	6	0	1	0	7	—	2	—	12	—	3	—
Derivative	0	0	0	0	1	3	17	34	1	4	12	1
Cash, cash equivalents and other	1	3	21	31	—	—	—	—	—	—	9	—
Annuities[3]	11	0	13	13	40	—	13	8	44	—	14	7
Total	**100**	**100**	**100**	**100**	**100**	**100**	**100**	**100**	**100**	**100**	**100**	**100**

1 The portfolio structure of the fund assets in Germany excludes the pension contribution funds whose assets are invested mainly in fixed income securities and shares.
2 This refers to investment products that aim to archive a positive return regardless of market fluctuations.
3 Annuities are insurance contracts that guarantee pension payments.

The following table shows the cash contributions made by the company to the pension funds for 2024, 2023 and 2022 as well as the expected contributions for 2025:

€ millions	2025 (expected)	2024	2023	2022
Germany	—	4	5	33
USA	1	1	1	1
UK	4	3	4	3
Other	17	9	7	10
Total	**22**	**17**	**15**	**46**

The following overview contains the pension benefit payments made in the reporting year and the previous two years, as well as the undiscounted, expected pension benefit payments for the next 10 years:

€ millions	Germany	USA	UK	Other	Total
Benefits paid					
2022	59	15	9	10	**92**
2023	61	15	6	13	**95**
2024	67	16	7	–9	**80**
Benefit payments as expected					
2025	95	17	7	9	**127**
2026	89	17	7	9	**121**
2027	94	17	7	10	**129**
2028	101	17	8	11	**137**
2029	108	17	7	15	**147**
Total of years 2030 to 2034	583	82	38	93	**796**

The pension payments from 2022 onward relate to lump-sum amounts in connection with fixed service cost benefit plans, as well as annual pension benefits.

Furthermore, the earliest eligible date for retirement has been assumed when determining future pension payments. The actual retirement date could occur later. Therefore, the actual payments in future years for present plan members could be lower than the amounts assumed.

For the current and three preceding reporting periods, the amounts of the defined benefit obligations, fund assets, funded status, as well as the remeasurement of plan liabilities and plan assets are as follows:

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Defined benefit obligations	2,993	3,017	2,700	3,904
Fund assets	1,639	1,609	1,577	1,424
Funded status	–1,354	–1,408	–1,123	–2,480
Remeasurement of plan liabilities	–113	236	–1,290	–390
Remeasurement of plan assets	2	27	–217	23

Other post-employment benefits

Certain subsidiaries – primarily in the USA– grant eligible employees healthcare and life insurance on retirement if they have fulfilled certain conditions relating to age and years of service. The amount and entitlement can be altered. Certain retirement benefits, in particular for pensions and healthcare costs, are provided in the USA for hourly paid workers at unionized tire plants under the terms of collective pay agreements. No separate fund assets have been set up for these obligations.

The weighted average term of the defined benefit pension obligation is around nine years. This term is based on the present value of the obligation.

The reconciliation of the changes in the defined benefit obligations and the financing status from the beginning to the end of the year is as follows:

€ millions	2024	2023	2022
Defined benefit obligations as at January 1	**27**	**21**	**28**
Exchange-rate differences	0	–1	2
Current service cost	0	0	0
Curtailments/settlements	1	0	—
Interest on healthcare and life insurance benefit obligations	2	1	1
Actuarial gains/losses from changes in demographic assumptions	—	—	0
Actuarial gains/losses from changes in financial assumptions	–2	1	–8
Actuarial gains/losses from experience adjustments	0	0	0
Changes in the scope of consolidation	—	—	—
Benefit payments	–1	–2	–1
Other changes	—	6	—
Defined benefit obligations/net amount recognized as at December 31	**27**	**27**	**21**

The assumptions used for the discount rate and cost increases to calculate the healthcare and life insurance benefits vary according to conditions in the USA. The following weighted average valuation factors as at December 31 of the year have been used:

%	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Discount rate	6.59	6.22	5.42	2.82
Rate of increase in healthcare and life insurance benefits in the following year	1.38	1.61	0.10	0.00
Long-term rate of increase in healthcare and life insurance benefits	0.00	0.00	0.10	0.00

The net cost of healthcare and life insurance benefit obligations can be broken down as follows:

€ millions	2024	2023	2022
Current service cost	0	0	0
Service cost from plan amendments	—	—	—
Curtailments/settlements	1	0	—
Interest on healthcare and life insurance benefit obligations	2	1	1
Other income/expenses from healthcare and life insurance benefit obligations	—	6	—
Net cost	**3**	**7**	**1**

If the other assumptions remained constant, the changes in individual key actuarial assumptions that could reasonably have been possible at the reporting date would have impacted the defined benefit obligation by the following amounts. Although the analysis does not take account of the complete allocation of the cash flows expected under the plan, it provides an approximation of the sensitivity of the assumptions shown.

The following table shows the effects of a 0.5-percentage-point increase or decrease in the discount rate specified above for calculating the net cost of healthcare and life insurance benefit obligations on net cost:

€ millions	2024	2023	2022
0.5% increase			
Effects on service and interest cost	0	—	0
Effects on benefit obligations	–1	–2	–1
0.5% decrease			
Effects on service and interest cost	0	—	0
Effects on benefit obligations	1	2	1

A 0.5-percentage-point increase or decrease in the cost trend for healthcare and life insurance obligations would have the following effect on net cost:

€ millions	2024	2023	2022
0.5% increase			
Effects on service and interest cost	0	—	—
Effects on benefit obligations	0	1	—
0.5% decrease			
Effects on service and interest cost	0	—	—
Effects on benefit obligations	0	0	—

The following table shows the payments made for other post-employment benefits in the reporting year and the previous two years, as well as the undiscounted, expected benefit payments for the next 10 years:

€ millions	
Benefits paid	
2022	1
2023	1
2024	1
Benefit payments as expected	
2025	2
2026	2
2027	2
2028	2
2029	2
Total of years 2030 to 2034	9

The amounts for the defined benefit obligations, funded status and remeasurement of plan liabilities for the current and three preceding reporting periods are as follows:

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Defined benefit obligations	27	27	21	28
Funded status	–27	–27	–21	–28
Remeasurement of plan liabilities	–2	1	–8	–2

Obligations similar to pensions

Some companies of Continental Automotive Technologies Group have made commitments to employees for a fixed percentage of the employees' compensation. These entitlements are paid out when the employment relationship is terminated. In the year under review, expenses from these obligations amounted to €4 million (2023: €0 million, 2022: €3 million).

Defined contribution pension plans

Continental Automotive Technologies Group offers its employees' pension plans in the form of defined contribution plans, particularly in the USA, the UK, Japan and China. Not including social security contributions, expenses from defined contribution pension plans amounted to €33 million (2023: €34 million, 2022: €33 million) in the fiscal year.

Other employee benefits

Other employee benefits include provisions for partial early retirement programs and anniversary and other long-service benefits. The provisions for partial early retirement are calculated using a discount rate of 2.75% (2023: 3.33%, 2022: 2.93%). Provisions for anniversary and other long-service benefits were calculated using a discount rate of 3.34% (2023: 0.0%, 2022: 0.95%). In accordance with the option under IAS 19, the interest component is reported in the financial result.

Variable remuneration elements

Liabilities for payroll and personnel-related costs also include variable components based on performance. The variable components that are based on performance comprise a short-term remuneration component (performance bonus without equity deferral) as well as long-term remuneration components (long-term incentive and equity deferral of the performance bonus). The following long-term incentive plans (LTI) were granted under the control of Continental AG as the parent entity of Continental Automotive Technologies GmbH and its subsidiaries. Therefore, all plans are based on targets of Continental AG. The plans for the Continental AG Executive Board and some directors of CATs Groups subsidiaries are classified as equity-settled as the obligation is fulfilled by Continental AG, whereas the plans for Continental Automotive Technologies Group's Executives are cash-settled.

Liabilities for payroll and personnel-related costs also include the amounts of variable remuneration converted into virtual shares of Continental AG for members of the Continental AG Executive Board (performance bonus, deferral) in accordance with the remuneration system valid until 2019 (hereinafter "2019 remuneration system").

The LTI plans for the years starting from 2014 and the deferral of the performance bonus from the 2019 remuneration system are classified as cash-settled share-based payments; hence they are recognized at fair value in accordance with IFRS 2, *Share-based Payment*. The equity deferral of the performance bonus of the remuneration system applicable from 2020 is classified as an equity-settled share-based payment; hence it is recognized at fair value in accordance with IFRS 2.

Long-term incentive plans (LTI plans)

Expenses of €12 million (2023: €28 million, 2022: €2 million) from the addition of provisions for the 2020 to 2024 LTI plan were recognized in the respective function costs.

- 2014 to 2019 LTI plan: From 2014 to 2019, senior executives of the Continental Automotive Technologies Group and members of the Continental AG Executive Board were granted an LTI bonus. This bonus was intended to allow for participation in the long-term, sustainable increase in the Continental Group's value and profitability. The LTI bonus depended on job grade and degree of target achievement and was issued in annual tranches.

- The term of the 2018/21 tranche, which was resolved on March 13, 2018, by the Continental AG Supervisory Board for the members of the Continental AG Executive Board and on May 28, 2018, by the Continental AG Executive Board for senior executives of CAT Group, begins retroactively as at January 1, 2018, and covered four years. After the expiry of the 2018/21 LTI tranche in December 2021, the bonus was not paid out in 2022, as the fair value of the tranche as at the payment date was €0 million.

- The term of the 2019/22 tranche, which was resolved on March 14, 2019, by the Continental AG Supervisory Board for the members of the Continental AG Executive Board and on May 24, 2019, by the Continental AG Executive Board for senior executives of CAT Group, begins retroactively as at January 1, 2019, and covered four years. After the expiry of the 2019/22 LTI tranche in December 2022, the bonus was not paid out in 2023, as the fair value of the tranche as at the payment date was €0 million.

For each beneficiary of an LTI tranche, the Continental AG Supervisory Board (for the members of the Continental AG Executive Board) or the Continental AG Executive Board (for senior executives of CAT Group) specified the amount of a target bonus in euros to be paid out upon 100% target achievement. The actual LTI bonus paid out on expiry of the LTI tranche depends on the degree of target achievement. The LTI bonus can range between 0% (no payment) and 200% (maximum payment).

The degree of achievement of two target criteria is decisive for the payment and amount of the LTI bonus. The first target criterion is the equally weighted average of the Continental Value Contribution (CVC) of the Continental Group over a period of four fiscal years, starting from the fiscal year in which the LTI tranche is issued. The equally weighted average is calculated by adding together 25% of the CVC of the four fiscal years of the term of the LTI tranche. The second target criterion is the total shareholder return (TSR) on the Continental AGs shares as at the end of the term in relation to the beginning of the LTI tranche. The share price used in calculating the TSR is the arithmetic mean of closing prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) on the trading days in the three months from October to December before the issue and expiry of the LTI tranche. In addition, all dividends paid during the term of the LTI tranche are taken into account for the TSR.

The scale for determining the degree of target achievement is defined by the Continental AG Supervisory Board or the Continental AG Executive Board when the respective LTI tranche is issued. This key data is identical for the members of the Continental AG Executive Board and senior executives of CAT Group. The degree of target achievement for the first target criterion can lay between 0% and 200%. Target achievement is calculated on a straight-line basis between 0% and the maximum amount. There is no cap for the second target criterion. The ultimate degree of target achievement used to calculate the LTI bonus to be paid out is determined by multiplying the two target criteria. The LTI bonus to be paid out is determined by multiplying the degree of target achievement by the target bonus. The total maximum achievable LTI bonus is 200% of the target bonus.

A Monte Carlo simulation is used in the measurement of the TSR target criterion. This means that log-normal distributed processes are simulated for the price of the Continental AG shares. The Monte Carlo simulation takes into account the average value accumulation of share prices in the respective reference period, the TSR dividends and the restriction for the payment amount.

› 2019 Transformation Incentive Plan (TIP): In 2019, the Continental Group offered CAT Group's senior executives the possibility of participating in the long-term, sustainable increase in the Continental Group's value by paying a TIP bonus in addition to the fixed salary and the annual variable remuneration. The term of the TIP, which the Continental AG Executive Board adopted for CAT Group's senior executives on September 2, 2019, extends from October 1, 2019, to December 31, 2021. After the expiry of the TIP bonus in December 2021, the bonus was paid out in June 2022.

The Continental AG Executive Board specified the amount of the target bonus (TIP bonus) in euros for each beneficiary of a TIP bonus (senior executives). The TIP bonus is calculated based on a certain number of virtual shares of the Continental AG (basic holding), which can increase through two bonus packages, multiplied by the payment share price. The payment share price is the arithmetic mean of Continental AG closing share prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) on the trading days in the last month prior to the Annual Shareholders' Meeting of Continental AG that follows the end of the term. The TIP bonus, which can total at most 200% of the initial share price, is paid to the respective beneficiary as a gross lump sum at the end of the second complete calendar month following the Annual Shareholders' Meeting of Continental AG that follows the end of the term. Since the basic holding can be increased through two bonus packages, the degree of achievement of two target criteria is decisive for the amount of the TIP bonus. The target criterion of the first bonus package is the results of the OUR BASICS Live corporate survey in 2021. If at least 70% (equally weighted average) of all participants respond positively to the Sustainable Engagement Index, the beneficiary receives additional virtual shares equivalent to 50% of the basic holding. The target criterion of the second bonus package is met if, at the end of the term, the TSR on the Continental AG shares equals or exceeds the performance of the STOXX Europe 600 Automobiles & Parts Index. In this case, the beneficiary receives additional virtual shares equivalent to 50% of the basic holding. The TSR on the Continental AG shares corresponds to the sum of the share price performance as at the end of the term and all dividends distributed during the term relative to the share price at the beginning of the term. The share price used in calculating the TSR is the arithmetic mean of the closing prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) on the trading days (i) in the first month of the term ("initial share price") and (ii) in the last month of the term ("final share price").

A Monte Carlo simulation is used in the measurement of stock options. This means that log-normal distributed processes are simulated for the price of the Continental AG shares and the price of the STOXX Europe 600 Automobiles & Parts Gross Return Index. The Monte Carlo simulation takes into account the average value accumulation of the Continental AG share prices for the final share price and the payment share price, the TSR dividends, the performance compared with the benchmark index and the restriction for the payment amount.

› 2020 to 2023 LTI plan: From 2020, a new LTI plan was granted to the Continental AG Executive Board, CAT Group's senior executives and executives that aims to promote long-term commitment to the company (Continental Group) and its sustainable growth. Therefore, the long-term TSR of Continental AG shares, compared with an index consisting of European companies that are active in the automotive and tire industry and comparable with Continental AG (STOXX Europe 600 Automobiles & Parts (SXAGR); hereinafter "benchmark index"), is a key performance criterion for the LTI. The second performance criterion is a sustainability score that is multiplied by the degree of target achievement in order to calculate the LTI to be paid. The amount of the LTI to be paid is based on the performance of the Continental AG share price over the term of the LTI.

› The term of the 2020 LTI plan, which was resolved on March 17, 2020, by the Continental AG Supervisory Board for the members of the Continental AG Executive Board, and on March 2, 2020, by the Continental AG Executive Board for CAT Group's senior executives and executives, begins retroactively as at January 1, 2020, and is four years for the Continental AG Executive Board and three years for CAT Group's senior executives and executives. After the expiry of the 2020 LTI plan in December 2022, the bonus for CAT Group's executives and senior executives was paid out in 2023.

› The term of the 2021 LTI plan, which was resolved on December 15, 2020, by the Continental AG Supervisory Board for the members of the Continental AG Executive Board, and on March 22, 2021, by the Continental AG Executive Board for CAT Group's senior executives and executives, begins retroactively as at January 1, 2021, and is four years for the Continental AG Executive Board and three years for CAT Group's senior executives and executives.

› The term of the 2022 LTI plan, which was resolved on December 14, 2021, by the Continental AG Supervisory Board for the members of the Continental AG Executive Board, and on March 21, 2022, by the Continental AG Executive Board for CAT Group's senior executives and executives, begins retroactively as at January 1, 2022, and is four years for the Continental AG Executive Board and three years for CAT Group's senior executives and executives.

› The term of the 2023 LTI plan, which was resolved on December 14, 2022, by the Continental AG Supervisory Board for the members of the Continental AG Executive Board, and on March 22, 2023, by the Continental AG Executive Board for CAT Group's senior executives and executives, begins retroactively as at January 1, 2023, and is four years for the Continental AG Executive Board and three years for CAT Group's senior executives and executives.

› For each beneficiary of the 2020 to 2023 LTI plan, the Continental AG Supervisory Board (for the members of the Continental AG Executive Board) or the Continental AG Executive Board (for CAT Group's senior executives and executives) agrees an allotment value in euros for the LTI.

At the start of the first fiscal year of the term of the LTI plan, this allotment value is converted into a basic holding of virtual shares. The allotment value is divided by the arithmetic mean of Continental AG's closing share prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) in the last two months prior to the start of the term of the respective LTI plan (issue price). The basic holding is multiplied by a performance index (PI) in order to determine the final holding of virtual shares. The performance index corresponds to the product from the relative total shareholder return (TSR) on Continental AG's shares and a sustainability score. The relative TSR is calculated from the relative performance of the Continental TSR in comparison with the TSR on the STOXX Europe 600 Automobiles & Parts (SXAGR). The Continental TSR corresponds to the sum of the average Continental AG's share price in the last month of the term (final share price) and all dividends distributed during the term relative to the average share price in the first month of the term (initial share price). The SXAGR TSR is determined using the same method.

Performance criteria and goals of the sustainability score are targets for CO_2 emissions, recycling quotas and the review of good working conditions for employees at Continental Group (e.g. based on sick leave, accident rates and employee satisfaction).

The payment amount of the 2020 to 2023 LTI plan can total at most 200% of the defined initial share price (for CAT Group's executives and senior executives) or issue price (for Continental AG Executive Board). The issue price is the average price of the two months before the start of the term.

The final holding of virtual shares is multiplied by the payout ratio in order to determine the gross amount of the LTI to be paid out in euros (hereinafter "payout amount"). The payout ratio is the sum of the arithmetic mean of the Continental AG's closing share prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) on the trading days in the last two months prior to the next ordinary Annual Shareholders' Meeting of Continental AG that follows the end of the term of the LTI plan, and the dividends paid out per share during the term of the LTI plan.

A Monte Carlo simulation is used in the measurement of stock options. This means that log-normal distributed processes are simulated for the price of Continental AG and the price of the STOXX Europe 600 Automobiles & Parts (benchmark index). The Monte Carlo simulation takes into account the average value accumulation of the Continental AG share prices and the benchmark index for the final share price and the payment share price, the TSR dividends, the performance compared with the benchmark index and the restriction for the payment amount.

- 2024 LTI plan: From 2024, a new LTI plan was granted to the Continental AG Executive Board and CAT Group's senior executives and executives that aims to promote long-term commitment to the company and its sustainable growth. Therefore, the long-term TSR of Continental shares, compared with an index consisting of European companies that are active in the automotive and tire industry and comparable with Continental AG (STOXX Europe 600 Automobiles & Parts (SXAGR); hereinafter "benchmark index"), is a key performance criterion for the LTI. The second performance criterion is the adjusted return on capital employed (ROCE) determined based on the ratio of EBIT, adjusted for goodwill impairment as well as gains and/or losses from the disposal of parts of the Continental AG, to average operating assets. The third performance criterion is a sustainability factor that includes three equally weighted sustainability targets. The amount of the LTI to be paid is based on the performance of the Continental share price over the term of the LTI.

- The term of the 2024 LTI plan, which was resolved on December 13, 2023, by the Continental AG Supervisory Board for the members of the Continental AG Executive Board, and on March 8, 2024, by the Executive Board for CAT Group senior executives and executives, begins retroactively as at January 1, 2024, and is four years for the Continental AG Executive Board and three years for CAT Group senior executives and executives.

- For each beneficiary of the 2024 LTI plan, the Continental AG Supervisory Board (for the members of the Continental AG Executive Board) or the Executive Board (for CAT Group senior executives and executives) agrees an allotment value in euros for the LTI.

At the start of the first fiscal year of the term of the LTI plan, this allotment value is converted into a basic holding of virtual shares. The allotment value is divided by the arithmetic mean of Continental AG's closing share prices in Xetra trading on the Frankfurt Stock Exchange (or a successor system) in the last two months prior to the start of the term of the respective LTI plan (issue price). The basic holding is multiplied by a performance index (PI) in order to determine the final holding of virtual shares. The performance index corresponds to the weighted sum of the relative total shareholder return (TSR) on Continental shares (50%), the ROCE (30%) and a sustainability criterion (20%). The relative TSR is calculated from the relative performance of the Continental TSR in comparison with the TSR on the STOXX Europe 600 Automobiles & Parts (SXAGR). The Continental TSR corresponds to the sum of the average Continental share price in the last quarter of the term (CAT Group's senior executives and executives) or in the last month of the performance period (Continental AG Executive Board) and all dividends distributed during the performance period relative to the share price in the first quarter of the term (CAT Group senior executives and executives) or in the first month of the term (Continental AG Executive Board). The SXAGR TSR is determined using the same method.

The adjusted ROCE is determined on the basis of the ratio of adjusted EBIT – adjusted for impairment on goodwill and divestments of companies and business operations – to average operating assets for the fiscal year.

Performance criteria and goals of the sustainability criterion are targets for CO_2 emissions, recycling quotas and the review of good working conditions for employees in the Continental Group (e.g. based on sick leave, accident rates and employee satisfaction).

The final holding of virtual shares is multiplied by the payout ratio in order to determine the gross amount of the LTI to be paid out in euros (hereinafter "payout amount"). The payment amount of the 2024 LTI plan can total at most 200% of the average price in the first quarter of the term (CAT Group executives and senior executives) or in

the last 30 trading days prior to the start of the term (Continental AG Executive Board). The payout ratio is the average price in the last quarter of the term (CAT Group executives and senior executives) or in the final 30 trading days before maturity (Continental AG Executive Board), plus all dividends distributed per share during the term.

A Monte Carlo simulation is used in the measurement of stock options. This means that log-normal distributed processes are simulated for the price of Continental shares and the price of the STOXX Europe 600 Automobiles & Parts (benchmark index). The Monte Carlo simulation takes into account the average value accumulation of the Continental share prices and the benchmark index for the final share price and the payout ratio, the TSR dividends, the performance compared with the benchmark index and the restriction for the payment amount.

The following TSR parameters were used as at the measurement date of December 31, 2024:

- Constant zero rates as at the measurement date of December 31, 2024:
  2021 LTI plan (CAG Executive Board): 2.35% as at the due date and 2.31% as at the end of the payment share price period;
  2022 LTI plan (CAT Group senior executives and executives): 2.34% as at the end of the payment share price period;
  2022 LTI plan (CAG Executive Board): 2.02% as at the due date and 1.99% as at the end of the payment share price period;
  2023 LTI plan (CAT Group senior executives and executives): 2.10% as at the due date and 2.00% as at the end of the payment share price period;
  2023 LTI plan (CAG Executive Board): 1.97% as at the due date and 1.97% as at the end of the payment share price period;
  2024 LTI plan (CAT Group senior executives and executives): 1.97% as at the due date and 1.97% as at the end of the payment share price period;
  2024 LTI plan (CAG Executive Board): 1.99% as at the due date and 2.00% as at the end of the payment share price period.

  Constant zero rates as at the measurement date of December 31, 2023:
  2020 LTI plan (CAG Executive Board): 2.75% as at the due date and 2.72% as at the end of the payment share price period;
  2021 LTI plan (CAT Group senior executives and executives): 3.56% as at the due date and 3.41% as at the end of the payment share price period;
  2021 LTI plan (CAG Executive Board): 2.69% as at the due date and 2.56% as at the end of the payment share price period;
  2022 LTI plan (CAT Group senior executives and executives): 2.94% as at the due date and 2.62% as at the end of the payment share price period;
  2022 LTI plan (CAG Executive Board): 2.18% as at the due date and 2.11% as at the end of the payment share price period;
  2023 LTI plan (CAT Group senior executives and executives): 2.29% as at the due date and 2.13% as at the end of the payment share price period;
  2023 LTI plan (CAG Executive Board): 1.98% as at the due date and 1.95% as at the end of the payment share price period.

  Constant zero rates as at the measurement date of December 31, 2022:
  2019 LTI plan (CAG Executive Board): 2.03% as at the due date;
  2020 LTI plan (CAT Group senior executives and executives): 1.76% as at the due date and 1.95% as at the end of the payment share price period;
  2020 LTI plan (CAG Executive Board): 2.45% as at the due date and 2.49% as at the end of the payment share price period;
  2021 LTI plan (CAT Group senior executives and executives): 2.45% as at the due date and 2.49% as at the end of the payment share price period;
  2021 LTI plan (CAG Executive Board): 2.53% as at the due date and 2.52% as at the end of the payment share price period;
  2022 LTI plan (CAT Group senior executives and executives): 2.52% as at the due date and 2.53% as at the end of the payment share price period;
  2022 LTI plan (CAG Executive Board): 2.51% as at the due date and 2.51% as at the end of the payment share price period.

  The following disclosures relating to employee benefits are based on the Continental AG share price development in the years under review.

- Continental AG share price at year end 2024 amounting to €64.82 (2023: €76.92; 2022: €55.98).

- Interest rate based on the yield curve for government bonds.

- Dividend payments as the arithmetic mean based on publicly available estimates for 2025 until 2027; the dividends of the Continental AG amounted to €2.20 per share in 2024 (2023: €2.20; 2022: €1.50).

- Historical volatilities as at the measurement date of December 31, 2024 on the basis of daily Xetra closing rates for Continental AG shares and the benchmark index based on the respective remaining term for LTI tranches and the 2021 to 2024 LTI plan. The historical Continental AG share volatility for the 2021 LTI plan is 40.20% and 30.72% for the 2022 LTI plan for the CAG Executive Board. The volatility for the 2023 LTI plan is 32.27% for CAT Group's senior executives and executives and 33.73% for the CAG Executive Board. The volatility for the 2024 LTI plan is 31.87% for CAT Group's senior executives and executives and 37.46% for the CAG Executive Board. The historical benchmark index volatilities for the 2021 and 2022 LTI plans are 21.66% and 17.88% for the CAG Executive Board. The volatility for the 2022 LTI plan is 17.88% for CAT Group's senior executives and executives. The volatility for the 2023 LTI plan is 17.98% for CAT Group's senior executives and executives and 19.67% for the CAG Executive Board. The volatility for the 2024 LTI plan is 18.56% for CAT Group's senior executives and executives and 24.41% for the CAG Executive Board.

- Historical volatilities as at the measurement date of December 31, 2023, on the basis of daily Xetra closing rates for Continental shares and the benchmark index based on the respective remaining term for LTI tranches and the 2020 to 2023 LTI plan. The historical Continental share volatilities for the 2020 LTI plan are 25.39% for the CAG Executive Board. The volatility for the 2021 LTI plan is 25.39% for CAT Group's senior executives and executives and 35.30% for the CAG Executive Board. The volatility for the 2022 LTI

plan is 31.39% for CAT Group's senior executives and executives and 38.99% for the CAG Executive Board. The volatility for the 2023 LTI plan is 39.77% for CAT Group's senior executives and executives and 36.98% for the CAG Executive Board. The historical benchmark index volatilities for the 2020 LTI plan are 18.05% for the CAG Executive Board. The volatility for the 2021 LTI plan is 18.05% for CAT Group's senior executives and executives and 21.54% for the CAG Executive Board. The volatility for the 2022 LTI plan is 19.10% for CAT Group's senior executives and executives and 26.63% for the CAG Executive Board. The volatility for the 2023 LTI plan is 27.03% for CAT Group's senior executives and executives and 25.82% for the CAG Executive Board.

- Historical volatilities as at the measurement date of December 31, 2022, on the basis of daily Xetra closing rates for Continental shares and the benchmark index based on the respective remaining term for LTI tranches and the 2020 to 2022 LTI plan. The historical Continental share volatilities for the 2020 LTI plan are 45.32% for CAT Groups's senior executives and executives and 43.76% for the CAG Executive Board. The volatility for the 2021 LTI plan is 43.76% for CAT Group's senior executives and executives and 39.11% for the CAG Executive Board. The volatility for the 2022 LTI plan is 39.33% for CAT Group's senior executives and executives and 43.14% for the CAG Executive Board. The historical benchmark index volatilities for the 2020 LTI plan are 27.80% for CAT Group's senior executives and executives and 31.11% for the CAG Executive Board. The volatility for the 2021 LTI plan is 31.11% for CAT Group's senior executives and executives and 28.24% for the CAG Executive Board. The volatility for the 2022 LTI plan is 28.25% for CAT Group's senior executives and executives and 33.56% for the CAG Executive Board.

- Historical correlations as at the measurement date of December 31, 2024, on the basis of daily Xetra closing rates for the benchmark index based on the respective remaining term of the components of the 2021 to 2024 LTI plans. For the 2021 LTI plan it is 0.7259 for the CAG Executive Board. For the 2022 LTI plan it is 0.6145 for the CAG Executive Board. For the 2023 LTI plan it is 0.5950 for CAT Group's senior executives and executives and 0.7148 for the CAG Executive Board. For the 2024 LTI plan it is 0.6791 for CAT Group's senior executives and executives and 0.7663 for the CAG Executive Board.

- Historical correlations as at the measurement date of December 31, 2023, based on the respective remaining term of the components of the 2020 to 2023 LTI plans. For the 2020 LTI plan it is 0.7189 for the CAG Executive Board. For the 2021 LTI plan it is 0.7189 for CAT Group's senior executives and executives and 0.7953 for the CAG Executive Board. For the 2022 LTI plan it is 0.7612 for CAT Group's senior executives and executives and 0.8026 for the CAG Executive Board. For the 2023 LTI plan it is 0.8156 for CAT Group's senior executives and executives and 0.8023 for the CAG Executive Board.

- Historical correlations as at the measurement date of December 31, 2022, based on the respective remaining term of the components of the 2020 to 2022 LTI plans. For the 2020 LTI plan it is 0.8480 for CAT Group's senior executives and executives and 0.8191 for the CAG Executive Board. For the 2021 LTI plan it is 0.8191 for CAT Group's senior executives and executives and 0.8148 for the CAG Executive Board. For the 2022 LTI plan it is 0.8076 for CAT Group's senior executives and executives and 0.8464 for the CAG Executive Board.

The fair values of LTI plans for Continental AG Executive Board at grant date were as followed:

- 2022 LTI plan (CAG Executive Board): €1 million
  2023 LTI plan (CAG Executive Board): €1 million
  2024 LTI plan (CAG Executive Board): €1 million

- The fair values of the tranches developed as follows. The amount of the provision as at the measurement date of December 31, 2024, results from the respective vesting level:

- 2021 LTI plan (CAG Executive Board): €0 million, the vesting level is 25%;
  2022 LTI plan (CAT Group's senior executives and executives): €12 million, the vesting level is 33%;
  2022 LTI plan (CAG Executive Board): €0 million, the vesting level is 25%;
  2023 LTI plan (CAT Group's senior executives and executives): €25 million, the vesting level is 33%;
  2023 LTI plan (CAG Executive Board): €1 million, the vesting level is 25%;
  2024 LTI plan (CAT Group's senior executives and executives): €17 million, the vesting level is 33%;
  2024 LTI plan (CAG Executive Board): €1 million, the vesting level is 25%.

The fair values of the tranches developed as follows. The amount of the provision as at the measurement date of December 31, 2023, results from the respective vesting level:
2020 LTI plan (CAG Executive Board): €0 million, the vesting level is 100%;
2021 LTI plan (CAT Group's senior executives and executives): €9 million, the vesting level is 100%;
2021 LTI plan (CAG Executive Board): €0 million, the vesting level is 75%;
2022 LTI plan (CAT Group's senior executives and executives): €23 million, the vesting level is 67%;
2022 LTI plan (CAG Executive Board): €0 million, the vesting level is 50%;
2023 LTI plan (CAT Group's senior executives and executives): €30 million, the vesting level is 33%;
2023 LTI plan (CAG Executive Board): €1 million, the vesting level is 25%.

The fair values of the tranches developed as follows. The amount of the provision as at the measurement date of December 31, 2022, results from the respective vesting level:
2019 LTI plan (CAG Executive Board): €0 million, the vesting level is 100%;
2020 LTI plan (CAT Group's senior executives and executives): €8 million, the vesting level is 100%;
2020 LTI plan (CAG Executive Board): €0 million, the vesting level is 75%;
2021 LTI plan (CAT Group's senior executives and executives):

€7 million, the vesting level is 67%;
2021 LTI plan (CAG Executive Board): €0 million, the vesting level is 50%;
2022 LTI plan (CAT Group's senior executives and executives): €17 million, the vesting level is 33%;
2022 LTI plan (CAG Executive Board): €0 million, the vesting level is 25%.

- For the 2019 TIP bonus, reduced liabilities for payroll and personnel-related costs resulted in income of €2 million in 2022. Expenses of €0 million (2023: expenses of €3 million, 2022: income of €2 million) were incurred for the 2020 LTI plan for CAT Group's senior executives and executives, and income of €0 million (2023: income of €0 million, 2022: income of €0 million) was recognized for the 2020 LTI plan for the CAG Executive Board due to reduced personnel expenses. Expenses of €1 million (2023: expenses of €5 million, 2022: income of €0 million) were incurred for the 2021 LTI plan for CAT Group's senior executives and executives, and income of €0 million (2023: income of €0 million, 2022: income of €0 million) was recognized for the 2021 LTI plan for the CAG Executive Board due to reduced personnel expenses. Income of €2 million (2023: expenses of €10 million, 2022: income of €6 million) was incurred for the 2022 LTI plan for CAT Group's senior executives and executives, and expenses of €0 million (2023: expenses of €0 million, 2022: income of €0 million) were recognized for the 2022 LTI plan for the CAG Executive Board. Expenses of €7 million (2023: expenses of €10 million) were incurred for the 2023 LTI plan for CAT Group's senior executives and executives, and €0 million (2023: expenses of €0 million) for the 2023 LTI plan for the CAG Executive Board. Expenses of €6 million were incurred for the 2024 LTI plan for CAT Group's senior executives and executives, and €0 million for the 2024 LTI plan for the CAG Executive Board.

Performance bonus (deferral) under the 2019 remuneration system

The performance bonus was based on a target amount that the Supervisory Board of Continental AG determined for each Executive Board member for 100% target achievement. Target criteria were the year-on-year change in the CVC and the ROCE. For CAG Executive Board members with responsibility for a particular business area, these criteria related to the relevant business area; for other CAG Executive Board members, they related to the Continental Group. The CVC target was 100% achieved if the CVC was unchanged compared with the previous year. If the CVC fell or rose by a defined percentage, this element was reduced to zero or reached a maximum of 150%. In the case of a negative CVC in the previous year, target achievement was based on the degree of improvement. The criteria for the ROCE target were guided by planning targets. This component could also be omitted if a certain minimum value was not achieved.

The CVC target was weighted at 60% and the ROCE target at 40% in the calculation of the performance bonus. In any event, the performance bonus was capped at 150% of the target bonus.

The performance bonus achieved in a fiscal year was divided into a lump sum, which was paid out as an annual bonus (immediate payment), and a deferred payment (deferral). The immediate payment amounted to 60% and the deferral 40%. The deferral was converted into virtual shares of Continental AG. Following a holding period of three years after the end of the fiscal year for which the respective performance bonus was determined, the value of these virtual shares was paid out together with the value of the dividends that were distributed for the fiscal years of the holding period. The conversion of the deferral into virtual shares and payment of their value after the holding period were based on the average share price for the three-month period immediately preceding the Annual Shareholders' Meeting of Continental AG in the year of conversion or payment. The possible increase in the value of the deferral was capped at 250% of the initial value.

A Monte Carlo simulation is used in the measurement of stock options. This means that log-normal distributed processes are simulated for the price of Continental AG shares. The measurement model also takes into account the average value accumulation of share prices in the respective reference period and the floor and cap for the payment amount.

The year 2023 marked the last time that payments of the deferral were made under the 2019 remuneration system, as the three-year holding period for the virtual shares expired.

Expenses of €0 million from the additions to provisions for virtual shares were recognized in the respective function costs in 2023 (2022: income of €0 million from the reversal of provisions).

As at December 31, 2024, there were no commitments arising from virtual shares under the 2019 remuneration system attributable to CAG Executive Board members active at the end of the reporting period (2023: —, 2022: €0 million; 631 virtual shares).

Performance bonus (deferral) under the remuneration system from 2021 until 2023

In the service agreement, the Supervisory Board of Continental AG agrees to a target amount for the performance bonus (hereinafter "STI target amount") that is granted to each member of the CAG Executive Board in the event of 100% target achievement. The maximum amount of the performance bonus is limited to 200% of the STI target amount.

The amount of the STI to be paid out depends on the extent to which a member of the CAG Executive Board achieves the targets set by the Supervisory Board of Continental AG for this CAG Executive Board member for the following three key financial indicators as performance criteria within the meaning of Section 87a (1) Sentence 2 No. 4 *AktG*:

- EBIT, adjusted for goodwill impairment as well as gains and/or losses from the disposal of parts of the Continental AG.
- ROCE as the ratio of EBIT (adjusted, as mentioned above) to average operating assets for the fiscal year.
- Cash flow before financing activities (hereinafter "free cash flow"), adjusted for cash inflows and outflows from the disposal or acquisition of companies and business operations.

The degree to which the EBIT target is achieved is weighted at 40%, the ROCE target at 30% and the free cash flow target at 30% in the calculation of the STI.

For each financial performance criterion, the target value for 100% target achievement corresponds to the value that the Continental AG Supervisory Board agreed in each case for this financial performance criterion in the planning for the respective fiscal year.

For each financial performance criterion, the Continental Supervisory Board determines the values for target achievement of 0% and 200% on an annual basis. The degree to which the target is achieved is calculated on a straight-line basis between 0% and 200% by comparing this with the respective actual value for the fiscal year.

In addition, prior to the start of each fiscal year, the Continental AG Supervisory Board can determine personal, non-financial performance criteria to be included in target achievement in the form of a personal contribution factor (hereinafter "PCF") with a value between 0.8 and 1.2 for individual or all members of the Continental AG Executive Board.

After the end of the fiscal year, the target achievement for each financial performance criterion is calculated on the basis of the audited consolidated financial statements of Continental Group, and the sum total of these financial performance criteria is multiplied by the STI target amount in accordance with the weighting described above. By multiplying this result by the PCF, the gross value of the STI amount to be paid (hereinafter "gross payout amount") is determined.

Each member of the Continental AG Executive Board is obligated to invest 20% of the gross payout amount (generally corresponding to around 40% of the net payment amount) in shares of the Continental AG. The remainder is paid out as short-term variable remuneration.

Each member of the Continental AG Executive Board is obligated to hold the shares legally and economically for a period of at least three years from the day of acquisition.

In 2023 €1 million were incurred for the 2023 STI (2022: €0 million for the 2022 STI).

The number of shares converted by the Continental AG Executive Board from the deferral of the 2023 STI came to 3,584 in 2024.

The number of shares converted by the Continental AG Executive Board from the deferral of the 2022 STI came to 747 in 2023.

Performance bonus (deferral) under the remuneration system as of 2024

The remuneration system of the Continental AG Executive Board was further elaborated in 2024 and approved by the 2024 Annual Shareholders' Meeting.

In the service agreement, the Continental AG Supervisory Board agrees to a target amount for the performance bonus (hereinafter "STI target amount") that is granted to each member of the Continental AG Executive Board in the event of 100% target achievement. The maximum amount of the performance bonus is limited to 200% of the STI target amount.

The amount of the STI to be paid out depends on the extent to which a member of the Continental AG Executive Board achieves the targets set by the Continental AG Supervisory Board for this Executive Board member for the following three key financial indicators as performance criteria within the meaning of Section 87a (1) Sentence 2 No. 4 *AktG*, which are additively linked with one another:

- The adjusted operating result (adjusted EBIT) is one of the key internal performance indicators. It is the earnings before interest and taxes, adjusted for amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation and special effects.
- Cash flow before financing activities, adjusted for cash inflows and outflows from the disposal or acquisition of companies and business operations (adjusted free cash flow).
- Non-financial performance criteria (hereinafter "ESG indicators"), comprising key figures in environmental, social and governance areas.

The degree to which the adjusted EBIT target is achieved is weighted at 45%, the adjusted free cash flow target at 45% and the ESG indicator at 10% in the calculation of the STI.

For each financial performance criterion, the target value for 100% target achievement corresponds to the value that the Continental AG Supervisory Board agreed in each case for this financial performance criterion in the planning for the respective fiscal year. For the non-financial ESG key figures, the 100% value is determined on the basis of the respective ESG key figure as a fixed amount. For each performance criterion, the Continental AG Supervisory Board determines the values for target achievement of 0% and 200% on an annual basis. The degree to which the target is achieved is calculated on a straight-line basis between 0% and 200% by comparing this with the respective actual value for the fiscal year.

In addition, prior to the start of each fiscal year, the Continental AG Supervisory Board can determine personal, non-financial performance criteria to be included in target achievement in the form of a PCF with a value between 0.8 and 1.2 for individual or all members of the Continental AG Executive Board.

After the end of the fiscal year, the target achievement for the target criteria adjusted EBIT, adjusted free cash flow and ESG key figures are calculated on the basis of the audited consolidated financial statements, the non-financial statement of Continental AG and the sustainability report of the Continental Group, and the sum total of these performance criteria is multiplied by the STI target amount in accordance with the weighting described above. By multiplying this result by the PCF, the gross value of the STI amount to be paid is determined.

Each member of the Continental AG Executive Board is obligated to invest 20% of the gross payout amount (generally corresponding to around 40% of the net payment amount) in shares of Continental AG. The remainder is paid out as short-term variable remuneration.

Each member of the Continental AG Executive Board is obligated to hold the shares legally and economically for a period of at least three years from the day of acquisition.

Expenses of €1 million were incurred for the 2024 STI in 2024.

Short-term employee benefits

Liabilities for payroll and personnel-related costs

The previous employee profit-sharing scheme has been adapted to Continental Automotive Technologies Group's new structure. The amount of the performance bonus is calculated on the basis of key internal figures. For the reporting period, a provision of €32 million (2023: —; 2022: —) was recognized under liabilities for payroll and personnel-related costs.

28. Provisions for Other Risks and Obligations

	Dec. 31, 2024		Dec. 31, 2023		Dec. 31, 2022		Jan. 1, 2022	
€ millions	**Short-term**	**Long-term**	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term
Restructuring provisions	295	145	238	331	55	237	123	347
Litigation and environmental risks	43	172	70	155	62	125	62	106
Warranties	307	20	294	16	397	18	432	4
Other provisions	57	20	61	17	88	18	96	20
Provisions for other risks and obligations	**701**	**358**	**664**	**520**	**602**	**397**	**712**	**477**

The provisions for other risks and obligations developed as follows:

€ millions	**Restructuring provisions**	**Litigation and environmental risks**	**Warranties**	**Other provisions**
As at January 1, 2024	**570**	**225**	**310**	**78**
Additions	191	183	240	41
Utilizations	–192	–29	–135	–29
Reclassifications	0	0	–1	1
Changes in the scope of consolidation	–1	—	0	–1
Reversals	–129	–169	–84	–13
Interest	3	3	—	0
Exchange-rate changes	–2	2	–3	0
As at December 31, 2024	**440**	**215**	**327**	**78**

€ millions	**Restructuring provisions**	**Litigation and environmental risks**	**Warranties**	**Other provisions**
As at January 1, 2023	**292**	**187**	**415**	**106**
Additions	339	65	154	49
Utilizations	–45	–23	–132	–34
Reclassifications	0	15	—	–15
Changes in the scope of consolidation	—	—	0	0
Reversals	–18	–15	–126	–26
Interest	—	2	—	0
Exchange-rate changes	1	–5	–2	–1
As at December 31, 2023	**570**	**225**	**310**	**78**

€ millions	Restructuring provisions	Litigation and environmental risks	Warranties	Other provisions
As at January 1, 2022	**470**	**168**	**436**	**116**
Additions	8	30	252	36
Utilizations	–77	–16	–137	–18
Reclassifications	0	—	—	—
Changes in the scope of consolidation	—	—	—	—
Reversals	–112	–7	–142	–28
Interest	–1	5	—	0
Exchange-rate changes	3	7	6	0
As at December 31, 2022	**292**	**187**	**415**	**106**

The additions to restructuring provisions resulted mainly from a program to simplify the research and development network and bundle development areas within all segments. The program is to be implemented gradually by the end of 2025.

Contrary to the original estimates of the effects from restructuring plans, agreements were reached over the course of the restructuring measures that resulted in reversals in all segments of Continental Automotive Technologies Group.

The utilization of restructuring provisions mainly related to the implementation of restructuring measures adopted in previous years as well as those incorporated for the first time in 2024.

The additions to and reversals of provisions for litigation and environmental risks relate to risks in connection with disputes over industrial property rights. Please see Note 35.

The changes in provisions for warranties include utilizations of €135 million (2023: €132 million; 2022: €137 million) and reversals of €84 million (2023: €126 million; 2022: €142 million), which are offset by additions of €240 million (2023: €154 million; 2022: €252 million). The changes result mainly from specified individual cases over all segments.

The other provisions also include provisions for risks from operations, such as those in connection with compensation from customer and supplier claims that are not warranties. They also include provisions for possible interest payments and penalties on income tax liabilities. The utilizations of the other provisions result in particular from the conclusion of the fine proceedings conducted by the public prosecutor's office in Hannover in connection with illegal defeat devices in diesel engines. Please see Note 35.

29. Income Tax Liabilities

Income tax liabilities developed as follows:

€ millions	2024	2023	2022
As at January 1	**107**	**95**	**66**
Additions	135	171	109
Utilizations and advance payments for the current fiscal year	–127	–113	–72
Reversals	–19	–40	–7
Changes in the scope of consolidation	–1	—	—
Exchange-rate changes	2	–6	–1
As at December 31	**98**	**107**	**95**

When reconciling the income tax liabilities with the income taxes paid in the consolidated statement of cash flows, the cash changes in income tax receivables must be included in addition to the utilizations and current advance payments shown here.

30. Indebtedness and Additional Notes to the Statement of Cash Flows

	Dec. 31, 2024			Dec. 31, 2023			Dec. 31, 2022			Jan. 1, 2022		
€ millions	**Total**	**Short-term**	**Long-term**	Total	Short-term	Long-term	Total	Short-term	Long-term	Total	Short-term	Long-term
Bonds	**—**	—	—	626	626	—	1,375	752	623	1,372	3	1,369
Bank loans and overdrafts	**29**	29	—	507	191	316	47	47	—	329	329	—
Derivative instruments	**2**	2	—	1	1	—	9	9	—	3	3	0
Lease liabilities	**373**	91	282	409	91	319	426	98	328	467	104	363
Liabilities from sale-of-receivables programs	**97**	97	—	184	184	—	144	144	—	121	121	—
Other indebtedness	**2,158**	2,158	—	9,337	9,293	44	9,345	9,294	51	8,555	8,195	361
Indebtedness	**2,659**	**2,377**	**282**	**11,065**	**10,386**	**679**	**11,346**	**10,344**	**1,002**	**10,846**	**8,754**	**2,092**

Continental Automotive Technologies Group bond issues

€ millions Issuer/type	**Amount of issue Dec. 31, 2024**	**Carrying amount Dec. 31, 2024**	**Stock market value Dec. 31, 2024**	Amount of issue Dec. 31, 2023	Carrying amount Dec. 31, 2023	Stock market value Dec. 31, 2023	Coupon p.a.	Issue/maturity and fixed interest until	Issue price
CGF[1] euro bond	—	—	—	—	—	—	—	—	—
CGF[1] euro bond	—	—	—	625	626	613	1.125%	2020/09.2024	99.589%
Total	**—**	**—**	**—**	**625**	**626**	**613**			

€ millions Issuer/type	Amount of issue Dec. 31, 2022	Carrying amount Dec. 31, 2022	Stock market value Dec. 31, 2022	Amount of issue Jan. 1, 2022	Carrying amount Jan. 1, 2022	Stock market value Jan. 1, 2022	Coupon p.a.	Issue/maturity and fixed interest until	Issue price
CGF[1] euro bond	750	750	742	750	748	780	2.125%	2020/11.2023	99.559%
CGF[1] euro bond	625	625	600	625	624	641	1.125%	2020/09.2024	99.589%
Total	**1,375**	**1,375**	**1,342**	**1,375**	**1,372**	**1,421**			

1 CGF, Conti-Gummi Finance B.V., Maastricht, Netherlands.

Financing from related parties

Continental Automotive Technologies Group is largely financed by Continental Group, through equity, loans and central financing, and invests excess liquidity with Continental AG or its subsidiaries. This includes integration into Continental Group's cash pooling and cash management system. The available financing from related parties was, as in the previous years, predominantly floating-rate short-term borrowings. Financing from related parties reported as other indebtedness amounted to €2,158 million as at December 31, 2024 (2023: €9,334 million; 2022: €9,341 million; 01.01.2022: €8,552 million). This reduction in 2024 related predominantly to the capital contribution as described in Note 25.

Bonds issued

Conti-Gummi Finance B.V., Maastricht, Netherlands, an indirect subsidiary of Continental Automotive Technologies GmbH, is entitled to issue bonds under Continental Group's Debt Issuance Program (DIP) that are guaranteed by Continental AG. The proceeds of the bonds are used for general corporate purposes of the Continental Group. Under the DIP two bonds were placed by Conti-Gummi Finance B.V., Maastricht, Netherlands, in May and June 2020: The €750-million bond with an interest rate of 2.125% p.a. had a term of three and a half years, the €625-million bond had an interest rate of 1.125% p.a. and a term of four years and three months. Both bonds were redeemed on their respective maturity dates on November 27, 2023, and September 25, 2024 at a rate of 100.00%. As a result, there were no more bonds outstanding in the Continental Automotive Technologies Group at the end of 2024. The carrying amount of the bonds was in the previous year €626 million (2022: €1,375 million; 01.01.2022: €1,372 million). As of December 16, 2024, the Conti-Gummi Finance B.V. has been deconsolidated by Continental Automotive Technologies Group.

Credit lines and available financing from banks

Continental Automotive Technologies Group is largely financed by Continental Group. In the years under review, Continental Automotive Technologies Group utilized also sale-of-receivables programs of the Continental Group and its available bank lines to meet short-term credit requirements.

Bank loans and overdrafts amounted to €29 million (2023: €507 million; 2022: €47 million; 01.01.2022: €329 million) as at December 31, 2024, and were therefore €478 million below the previous year's level. On December 31, 2024, there were credit lines and available financing from banks in the amount of €416 million (2023: €724 million; 2022: €555 million). A nominal amount of €386 million of this

had not been utilized as at the end of the reporting period (2023: €533 million; 2022: €508 million).

In addition, Continental Rubber of America, Corp., Wilmington, Delaware, USA, an indirect subsidiary of Continental Automotive Technologies GmbH, is entitled to use the syndicated loan of the Continental Group with a volume of €4,000 million, whereby the drawings are to be guaranteed by Continental AG. As of end of 2024 this syndicated loan was not utilized by Continental Rubber of America, Corp., Wilmington, Delaware, USA (2023: €316 million; 2022: €— million; 01.01.2022: €— million). The drawings under the syndicated loans are used for general corporate purposes of the Continental Group. As of December 27, 2024, the Continental Rubber of America, Corp. has been deconsolidated by Continental Automotive Technologies Group.

Please see Note 31 for the maturity structure of indebtedness.

Additional notes to the statement of cash flows

The following table showing the (net) change in short-term and long-term indebtedness provides additional information on the consolidated statement of cash flows:

		Cash	Non-cash					
€ millions	**Dec. 31, 2024**		**Exchange-rate changes**	**Reclassifications**	**Changes in fair value**	**Changes in the scope of consolidation**	**Other[1]**	Dec. 31, 2023
Change in short-term indebtedness	–2,377	2,944	–34	–119	–1	606	4,614	–10,386
thereof redemption of bonds	—	625	—	—	—	—	—	—
thereof repayment of lease liabilities	—	103	—	—	—	—	—	—
Change in long-term indebtedness	–282	324	0	119		3	–49	–679

1 Other includes interest expenses as well as interest paid (€388 million) shown in the cash flow arising from operating activities and effects from the recognition, derecognition and adjustment of lease liabilities. In addition, a non-cash capital increase was recognized in 2024 through transactions on the central financing accounts of the participating companies.

		Cash	Non-cash					
€ millions	**Dec. 31, 2023**		**Exchange-rate changes**	**Reclassifications**	**Changes in fair value**	**Changes in the scope of consolidation**	**Other[1]**	Dec. 31, 2022
Change in short-term indebtedness	–10,386	179	44	–701	9	18	410	–10,344
thereof redemption of bonds	—	750	—	—	—	—	—	—
thereof repayment of lease liabilities	—	103	—	—	—	—	—	—
Change in long-term indebtedness	–679	–323	9	701	—	—	–64	–1,002

1 Other includes interest expenses as well as interest paid (€484 million) shown in the cash flow arising from operating activities and effects from the recognition, derecognition and adjustment of lease liabilities.

		Cash	Non-cash					
€ millions	**Dec. 31, 2022**		**Exchange-rate changes**	**Reclassifications**	**Changes in fair value**	**Changes in the scope of consolidation**	**Other[1]**	Dec. 31, 2021
Change in short-term indebtedness	–10,344	–864	–31	–851	–6	—	162	–8,754
thereof repayment of lease liabilities	—	119	—	—	—	—	—	—
Change in long-term indebtedness	–1,002	333	–34	851	—	—	–60	–2,092

1 Other includes interest expenses as well as interest paid (€179 million) shown in the cash flow arising from operating activities and effects from the recognition, derecognition and adjustment of lease liabilities.

31. Financial Instruments

The tables below show the carrying amounts and fair values of financial assets and liabilities, whereby non-current and current items are presented together.

In addition, the relevant measurement categories are shown according to IFRS 9, *Financial Instruments*, and the levels of the fair value hierarchy relevant for calculating fair value according to IFRS 13, *Fair Value Measurement*.

€ millions	Measurement category in acc. with IFRS 9	**Carrying amount as at Dec. 31, 2024**	**Fair value as at Dec. 31, 2024**	thereof Level 1	thereof Level 2	thereof Level 3
Other investments[1]	FVOCIwoR	84	84	—	—	84
Derivative instruments and interest-bearing investments						
Derivative instruments not accounted for as effective hedging instruments	FVPL	3	3	—	3	—
Debt instruments	FVPL	3	3	3	—	—
Debt instruments	at cost	1,591	1,591	—	—	—
Trade accounts receivable without lease receivables						
Trade accounts receivable	at cost	3,511	3,511	—	—	—
Bank drafts	FVOCIwR	120	120	—	120	—
Trade accounts receivable	FVPL	7	7	—	7	—
Other financial assets without lease receivables						
Other financial assets	FVPL	115	115	1	114	—
Other financial assets	at cost	93	93	—	—	—
Cash and cash equivalents						
Cash and cash equivalents	at cost	1,362	1,362	—	—	—
Cash and cash equivalents	FVPL	32	32	32	—	—
Financial assets without lease receivables		**6,920**	**6,920**	**36**	**244**	**84**
Indebtedness without lease liabilities						
Derivative instruments not accounted for as effective hedging instruments	FVPL	2	2	—	2	—
Other indebtedness	at cost	2,286	2,286	—	—	—
Trade accounts payable	at cost	3,675	3,675	—	—	—
Other financial liabilities	at cost	516	516	—	—	—
Financial liabilities without lease liabilities		**6,479**	**6,479**	**—**	**2**	**—**

Aggregated according to categories as defined in IFRS 9:	
Financial assets (FVOCIwR)	120
Financial assets (FVOCIwoR)	84
Financial assets (FVPL)	160
Financial assets (at cost)	6,557
Financial liabilities (FVPL)	2
Financial liabilities (at cost)	6,477

1 Excluding investments in unconsolidated affiliated companies.

€ millions	Measurement category in acc. with IFRS 9	**Carrying amount as at Dec. 31, 2023**	**Fair value as at Dec. 31, 2023**	thereof Level 1	thereof Level 2	thereof Level 3
Other investments[1]	FVOCIwoR	92	92	0	—	91
Derivative instruments and interest-bearing investments						
Derivative instruments not accounted for as effective hedging instruments	FVPL	12	12	—	12	—
Debt instruments	FVPL	2	2	2	—	—
Debt instruments	at cost	4,509	4,512	—	70	—
Trade accounts receivable without lease receivables						
Trade accounts receivable	at cost	4,052	4,052	—	—	—
Bank drafts	FVOCIwR	87	87	—	87	—
Trade accounts receivable	FVPL	8	8	—	8	—
Other financial assets without lease receivables						
Other financial assets	FVPL	121	121	1	120	—
Other financial assets	at cost	123	123	—	—	—
Cash and cash equivalents						
Cash and cash equivalents	at cost	1,246	1,246	—	—	—
Cash and cash equivalents	FVPL	355	355	355	—	—
Financial assets without lease receivables		**10,605**	**10,609**	**357**	**297**	**91**
Indebtedness without lease liabilities						
Derivative instruments not accounted for as effective hedging instruments	FVPL	1	1	—	1	—
Other indebtedness	at cost	10,655	10,641	613	42	—
Trade accounts payable	at cost	4,157	4,157	—	—	—
Other financial liabilities	at cost	524	524	—	—	—
Financial liabilities without lease liabilities		**15,336**	**15,323**	**613**	**42**	**—**

Aggregated according to categories as defined in IFRS 9:	
Financial assets (FVOCIwR)	87
Financial assets (FVOCIwoR)	92
Financial assets (FVPL)	496
Financial assets (at cost)	9,930
Financial liabilities (FVPL)	1
Financial liabilities (at cost)	15,336

1 Excluding investments in unconsolidated affiliated companies.

€ millions	Measurement category in acc. with IFRS 9	**Carrying amount as at Dec. 31, 2022**	**Fair value as at Dec. 31, 2022**	thereof Level 1	thereof Level 2	thereof Level 3
Other investments[1]	FVOCIwoR	156	156	3	—	154
Derivative instruments and interest-bearing investments						
Derivative instruments not accounted for as effective hedging instruments	FVPL	3	3	—	3	—
Debt instruments	FVPL	—	—	—	—	—
Debt instruments	at cost	5,049	5,047	—	75	—
Trade accounts receivable without lease receivables						
Trade accounts receivable	at cost	4,007	4,007	—	—	—
Bank drafts	FVOCIwR	65	65	—	65	—
Trade accounts receivable	FVPL	12	12	—	12	—
Other financial assets without lease receivables						
Other financial assets	FVPL	122	122	1	121	—
Other financial assets	at cost	109	109	—	—	—
Cash and cash equivalents						
Cash and cash equivalents	at cost	1,503	1,503	—	—	—
Cash and cash equivalents	FVPL	213	213	213	—	—
Financial assets without lease receivables		**11,239**	**11,238**	**217**	**275**	**154**
Indebtedness without lease liabilities						
Derivative instruments not accounted for as effective hedging instruments	FVPL	9	9	—	9	—
Other indebtedness	at cost	10,910	10,876	1,342	45	—
Trade accounts payable	at cost	4,636	4,636	—	—	—
Other financial liabilities	at cost	601	601	—	—	—
Financial liabilities without lease liabilities		**16,156**	**16,122**	**1,342**	**54**	**—**

Aggregated according to categories as defined in IFRS 9:	
Financial assets (FVOCIwR)	65
Financial assets (FVOCIwoR)	156
Financial assets (FVPL)	350
Financial assets (at cost)	10,668
Financial liabilities (FVPL)	9
Financial liabilities (at cost)	16,147

1 Excluding investments in unconsolidated affiliated companies.

€ millions	Measurement category in acc. with IFRS 9	**Carrying amount as at Jan. 1, 2022**	**Fair value as at Jan. 1, 2022**	thereof Level 1	thereof Level 2	thereof Level 3
Other investments[1]	FVOCIwoR	155	155	13		142
Derivative instruments and interest-bearing investments						
Derivative instruments not accounted for as effective hedging instruments	FVPL	20	20	—	20	—
Debt instruments	FVPL	—	—	—	—	—
Debt instruments	at cost	5,363	5,375	—	54	—
Trade accounts receivable without lease receivables						
Trade accounts receivable	at cost	3,637	3,637	—	—	—
Bank drafts	FVOCIwR	178	178	—	178	—
Trade accounts receivable	FVPL	7	7	—	7	—
Other financial assets without lease receivables						
Other financial assets	FVPL	110	110	—	110	—
Other financial assets	at cost	115	115	—	—	—
Cash and cash equivalents						
Cash and cash equivalents	at cost	728	728	—	—	—
Cash and cash equivalents	FVPL	597	597	597	—	—
Financial assets without lease receivables		**10,911**	**10,922**	**610**	**370**	**142**
Indebtedness without lease liabilities						
Derivative instruments not accounted for as effective hedging instruments	FVPL	3	3	—	3	—
Other indebtedness	at cost	10,377	10,426	1,421	46	—
Trade accounts payable	at cost	3,460	3,460	—	—	—
Other financial liabilities	at cost	644	644	—	—	—
Financial liabilities without lease liabilities		**14,484**	**14,533**	**1,421**	**49**	**—**

Aggregated according to categories as defined in IFRS 9:	
Financial assets (FVOCIwR)	178
Financial assets (FVOCIwoR)	155
Financial assets (FVPL)	734
Financial assets (at cost)	9,844
Financial liabilities (FVPL)	3
Financial liabilities (at cost)	14,481

1 Excluding investments in unconsolidated affiliated companies.

Abbreviations

- at cost: measured at amortized cost
- FVOCIwR: fair value through other comprehensive income with reclassification
- FVOCIwoR: fair value through other comprehensive income without reclassification
- FVPL: fair value through profit and loss

Levels of the fair value hierarchy according to IFRS 13, *Fair Value Measurement*

- Level 1: quoted prices in active markets for identical instruments
- Level 2: quoted prices in active markets for similar instruments or measurement methods for which all major input factors are based on observable market data
- Level 3: measurement methods for which the major input factors are not based on observable market data

Financial instruments allocated to the FVOCIwoR measurement category are classified as such because they are held over a long term for strategic purposes.

For financial instruments accounted for at FVOCIwoR for which there are no quoted prices in active markets for identical instruments (Level 1) or for similar instruments, or for which there are no applicable measurement methods in which all major input factors are based on observable market data (Level 2), the fair value must be calculated using a measurement method for which the major input factors are based on non-observable market data (Level 3). If external valua-

tion reports or information from other financing rounds are available, these are used. If such information is not available, the measurement is performed according to the measurement method that is deemed appropriate and realizable in each case: for example, according to the discounted cash flow method or by valuation according to multiples using ratios based on purchase prices for comparable transactions. Measurement at amortized cost is only considered the best estimate of the fair value of financial assets if the most recent information available for fair value measurement is insufficient. Financial instruments accounted for at FVOCIwoR are centrally monitored with regard to any changes to the major non-observable input factors and continuously checked for changes in value.

Please see Note 18 for information on the changes in carrying amounts of other investments. For reasons of materiality, a sensitivity analysis is not required.

The accounting and measurement methods applied are described in Note 1 of the notes to the Consolidated Financial Statements.

The fair values of other indebtedness as well as debt instruments measured at amortized cost were derived from existing quotations on an active market (Level 1) or alternatively were determined by discounting all future cash flows at the applicable interest rates for the corresponding residual maturities, taking into account a company-specific credit spread (Level 2), provided their carrying amounts as at the reporting date are not approximately equivalent to their fair values. The other financial instruments measured at cost generally have short remaining terms. As a result, the carrying amounts as at the end of the reporting period are, as a rule, approximately their fair values and are not shown in the fair value hierarchy in the table.

The following table shows the changes to financial instruments at Level 3:

€ millions	Other investments
As at January 1, 2022	**142**
Valuation effects recognized in other comprehensive income	0
Transfers to Level 1	0
Additions	10
Convertible note conversion	1
Exchange-rate effects	1
As at December 31, 2022	**154**
As at January 1, 2023	**154**
Valuation effects recognized in other comprehensive income	–62
Additions	2
Exchange-rate effects	–2
As at December 31, 2023	**91**
As at January 1, 2024	**91**
Valuation effects recognized in other comprehensive income	–6
Additions	7
Reclassifications	–5
Disposals	–6
Debt-equity swap	1
Exchange-rate effects	2
As at December 31, 2024	**84**

The Continental Automotive Technologies Group recognizes possible reclassifications between the different levels of the fair value hierarchy as at the end of the reporting period in which a change occurred.

The valuation effects recognized in other comprehensive income (OCI) of –€6 million (2023: –€62 million; 2022: €0 million) relate to the overall negative revaluation of other financial assets due to a change in the business outlook. Thereof –€10 million (2023: –€62 million; 2022: €0 million) are attributable to investments held at the end of the reporting period and €4 million (2023: —; 2022: —) are attributable to investments derecognized during the reporting period.

In the previous year, two financial investments were measured on the basis of input factors that do not constitute observable market data (Level 3). As a reliable quoted market price became available for these instruments in the second half of the previous year, they were assigned to Level 1. For reasons of materiality, a sensitivity analysis is not required.

The following income and expenses from financial instruments were recognized in the consolidated statement of income:

	Net gains and losses from interest			Other net gains and losses			**Total net gains and losses**		
€ millions	**2024**	2023	2022	**2024**	2023	2022	**2024**	2023	2022
Financial assets (at cost)	207	237	153	–75	19	–24	132	256	129
Financial assets and liabilities (FVPL)	6	–1	0	–20	–6	33	–14	–7	33
Financial assets (FVOCI)	1	2	1	0	0	0	1	2	1
Financial liabilities (at cost)	–361	–494	–182	95	–58	56	–266	–552	–127

Interest income and expense from financial instruments is reported in the financial result (Note 11).

Dividend income from financial assets measured at fair value through other comprehensive income is explained under Income from Investments (Note 10).

The other net gains and losses on financial assets (at cost) and financial liabilities (at cost) mainly relate to currency effects on foreign-currency receivables and payables. There was an offsetting effect in exchange rate movements in the reporting year and the previous year.

Collateral
As at December 31, 2024, a total of €73 million (2023: €106 million; 2022: €100 million; 01.01.2022: €105 million) of financial assets had been pledged as collateral. In the year under review, as in the previous years, collateral mainly consisted of trade accounts receivable assigned as collateral for liabilities from sale-of-receivables programs. The remainder related to pledged other financial assets.

Risk management of financial instruments
Due to its international business activities and the resulting financing requirements, the Continental Automotive Technologies Group is exposed to default risks, risks from changes in exchange rates and variable interest rates, and liquidity risk. The management of these risks is described in the following sections.

Due to its integration in risk management and treasury activities of Continental AG, the policies, manuals and standards of Continental Group are also applicable for Continental Automotive Technologies Group.

In addition, hedging instruments are used in the Continental Automotive Technologies Group. Their use is covered by corporate-wide policies, adherence to which is regularly reviewed by internal auditors. Internal settlement risks are minimized through the clear segregation of functional areas.

1. Default risks
Default risks from trade accounts receivable, contract assets or other financial assets include the risk that receivables will be collected late or not at all if a customer or another contractual party does not fulfill its contractual obligations. The total of the positive carrying amounts is equivalent to the maximum default risk of the Continental Automotive Technologies Group from financial assets. Default risk is influenced mainly by characteristics of the customers and the sector and is therefore analyzed and monitored by central and local credit managers. The responsibilities of the credit management function also include pooled receivables risk management. Contractual partners' creditworthiness and payment history are analyzed on a regular basis.

Default risk for non-derivative financial receivables is also limited by ensuring that agreements are entered into with partners with proven creditworthiness only or that collateral is provided or, in individual cases, trade credit insurance is agreed. There are no trade accounts receivable or contract assets for which an impairment loss was not recognized due to collateral held.

However, default risk cannot be excluded with absolute certainty, and any remaining risk is addressed by recognizing expected credit losses for identified individual risks and on the basis of experience, taking account of any relevant future components. Financial assets that are neither past due nor impaired accordingly have a prime credit rating. Default risks are calculated on the basis of corporate-wide standards. The methods for calculating loss allowances are described in Note 1 of the notes to the Consolidated Financial Statements. The yearly review of the methods revealed no need for adjustments for the years 2024, 2023 and 2022.

Trade accounts receivable and contract assets
If the creditworthiness of receivables is impaired, corresponding expenses are recognized in an allowance account.

Lifetime expected credit losses are largely calculated using estimates and assessments based on the creditworthiness of the respective customer, current economic developments and the analysis of historical losses on receivables. The creditworthiness of a customer is assessed on the basis of its payment history and its ability to make payments. It is regularly reviewed whether there is a need to take account of any risks in connection with different customer groups, sectors or countries. No such allocation of default risk was required in the years 2024, 2023 and 2022.

Continental Automotive Technologies Group calculates the default rates for lifetime expected credit losses based on a three-year average, taking account of the historical defaults allocated to the different periods past due, and generally also taking account of a forward-looking component. Trade accounts receivable and

contract assets whose creditworthiness is already impaired are not taken into account when calculating lifetime expected credit losses. There were no significant effects on expected credit losses from the modification of cash flows.

The table below shows the gross carrying amounts for trade accounts receivable and contract assets whose creditworthiness was not impaired:

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
not overdue	3,406	3,825	3,694	3,567
0–29 days	131	172	207	108
30–59 days	50	64	78	63
60–89 days	23	25	45	31
90–119 days	11	25	22	23
120 days or more	94	106	118	72
Total	**3,715**	**4,217**	**4,164**	**3,865**

In the year under review, lifetime expected credit losses and loss allowances for trade accounts receivable and contract assets whose creditworthiness was impaired developed as follows:

€ millions	2024	2023	2022
As at January 1	**41**	**31**	**28**
Additions	30	39	26
Utilizations	–12	–5	–4
Reversals	–25	–23	–20
Amounts disposed of through disposal of subsidiaries	0	0	—
Exchange-rate changes	0	–1	0
As at December 31	**33**	**41**	**31**

As at December 31, 2024, loss allowances for trade accounts receivable whose creditworthiness was impaired amounted to €24 million (2023: €28 million; 2022: €23 million; 01.01.2022: €21 million).

Of the impaired receivables written down in the reporting period, €2 million (2023: €2 million; 2022: €0 million; 01.01.2022: €0 million) is still subject to enforcement measures.

Other financial assets

Loss allowances equivalent to the gross carrying amount totaling €2 million (2023: €2 million; 2022: €2 million; 01.01.2022: €2 million) were recognized for other financial assets whose creditworthiness was impaired. Other 12-month and lifetime expected credit losses on other financial assets are not of significance.

Cash and cash equivalents, derivative instruments and interest-bearing investments

Loans, other financial receivables, cash pooling agreements and derivative instruments exist between Continental Automotive Technologies Group and Continental AG or its subsidiaries not belonging to Continental Automotive Technologies Group. The default risk of those receivables is considered very low due to the investment-grade rating of Continental AG.

Apart from this, in order to minimize the default risk for cash and cash equivalents, derivative instruments and interest-bearing investments, the Continental Automotive Technologies Group generally uses banks that it has classified as core banks on the basis of defined criteria by Continental Group. As a general rule, these banks should have at least one investment-grade credit rating from one of the global rating agencies. The default risk can therefore be considered very low. The creditworthiness of the core banks – and of other banks and other business partners with which investments are made, loans are granted or derivative instruments are traded in derogation from the core bank principle for operational or regulatory reasons – is continuously monitored by tracking not only their credit ratings but also particularly the premiums for insuring against credit risks (credit default swap, CDS), provided such information is available. In addition, the Continental Group sets investment limits for each bank and trading limits for derivative instruments. The amount of these limits is based on the creditworthiness of the respective bank. Compliance with these limits is continuously monitored. As in the previous years, expected credit losses from cash and cash equivalents and other interest-bearing investments measured at amortized cost as well as assets measured at amortized cost with impaired creditworthiness are not significant.

2. Currency management

The international nature of the Continental Automotive Technologies Group's business activities results in deliveries and payments

in various currencies. Currency-exchange fluctuations involve the risk of losses because assets denominated in currencies with a falling exchange rate loss value, while liabilities denominated in currencies with a rising exchange rate become more expensive. For hedging, it is allowed to use only derivative instruments that have been defined in corporate-wide policies and can be reported and measured in the treasury management system. It is generally not permitted to use financial instruments that do not meet these criteria.

Operational foreign-currency risk

In operational currency management, actual and expected foreign-currency cash flows are combined as operational foreign-exchange exposures in the form of net cash flows for each transaction currency on a rolling 12-month basis. These cash flows arise mainly from receipts and payments from external and intra-corporate transactions by the Continental Automotive Technologies Group's subsidiaries worldwide. A natural hedge approach for reducing currency risks has been pursued for several years, meaning that the difference between receipts and payments in any currency is kept as low as possible. Exchange-rate developments are also monitored, analyzed and forecast. Based on the operational foreign-exchange exposure and constantly updated exchange-rate forecasts, the interest-rate and currency committee, which convenes weekly, agrees on the hedging measures to be implemented in individual cases by concluding derivative instruments, particularly currency forwards, currency swaps and currency options with a term of up to 12 months. Their amount must not exceed 30% of the 12-month exposure per currency without Continental AG Executive Board permission. In addition, further risk limits for open derivative positions are set, which considerably reduce the risks from hedging activities. In all periods under review, there were no hedges against operational foreign currency risks.

As at December 31, 2024, the net exposure from financial instruments that are denominated in a currency other than the functional currency of the respective subsidiary and are not allocated to net indebtedness existed in the major currencies of the euro in the amount of –€124 million (2023: –€222 million; 2022: –€313 million; 01.01.2022: –€140 million) and the US dollar in the amount of –€457 million (2023: –€526 million; 2022: –€584 million; 01.01.2022: –€514 million). The main local currencies accounting for the aforementioned euro-foreign currency transactions were the Serbian dinar at –€80 million, the Czech koruna at €78 million and the Chinese renminbi at –€57 million (2023: the Chinese renminbi at –€194 million, the Czech koruna at €104 million and the Mexican peso at –€81 million; 2022: the Chinese renminbi at –€222 million, the Mexican peso at –€177 million and the Czech koruna at €60 million; 01.01.2022: the Chinese renminbi at –€95, the Mexican peso at –€49 million, the Romanian leu at €31 million). The main local currencies accounting for the US dollar-foreign currency transactions were the euro at €335 million, the Chinese renminbi at –€212 million and the South Korean won at –€205 million (2023: the Chinese renminbi at –€151 million, the Romanian leu at –€125 million and the Czech koruna at –€116 million; 2022: the Chinese renminbi at –€192 million, the Romanian leu at –€139 million and the Czech koruna at –€125 million; 01.01.2022: the Chinese renminbi at –€162 million, the Czech koruna at –€102 million, the Romanian leu at –€85 million). Of these amounts, the positive values constitute net receivables and the negative values net liabilities.

Financial foreign-currency risks

In addition to operational foreign-currency risk, currency risks also result from the Continental Automotive Technologies Group's external and internal net indebtedness that is denominated in a currency other than the functional currency of the respective subsidiary. The quantity of these instruments is regularly summarized in the form of a financial foreign-currency exposure for each transaction currency. As at December 31, 2024, the net exposure in the major currencies amounted to –€1,698 million (2023: –€1,602 million; 2022: –€1,543 million; 01.01.2022: –€1,256 million) for the euro and €493 million (2023: €695 million; 2022: €1,045 million; 01.01.2022: €992 million) for the US dollar. The main local currencies accounting for the aforementioned euro-foreign currency transactions were the Romanian leu at –€779 million, the Czech koruna at –€468 million and the Serbian dinar at –€379 million (2023: the Romanian leu at –€700 million, the Czech koruna at –€446 million and the Hungarian forint at –€342 million; 2022: the Romanian leu at –€672 million, the Czech koruna at –€478 million and the Hungarian forint at –€314 million; 01.01.2022: the Romanian leu at –€387 million, the Czech koruna at –€277 million and the Hungarian forint at –€273 million). The main local currencies accounting for the US dollar-foreign currency transactions were the Philippine peso at €227 million, the Mexican peso at €172 million and the South Korean won at €37 million (2023: the euro at €392 million, the Philippine peso at €169 million and the Mexican peso at €76 million; 2022: the euro at €943 million, the Mexican peso at €72 million and the Japanese yen at €27 million; 01.01.2022: the euro at €840 million, the Mexican peso at €98 million and the Philippine peso at €32 million). These currency risks are generally hedged against through the use of derivative instruments, particularly currency forwards, currency swaps and cross-currency interest-rate swaps. Hedge accounting was not used in the reporting year or in the previous years for hedges concluded in this way.

Hedging against financial foreign-currency risks without using hedge accounting

As at December 31, 2024, there were derivative instruments to hedge against financial foreign-currency risks from intra-corporate receivables and liabilities as well as from receivables and liabilities with companies of the Continental Group not belonging to Continental Automotive Technologies Group. Hedge accounting is not used for these instruments, hence their assignment to the measurement category FVPL. Corresponding currency forwards and currency swaps were reported as at December 31, 2024, in the statement of financial position under short-term derivative instruments and interest-bearing investments in the amount of €3 million (2023: €12 million; 2022: €3 million; 01.01.2022: €1 million), under short-term indebtedness in the amount of €2 million (2023: €1 million; 2022: €1 million; 01.01.2022: €3 million) and under long-term indebtedness in the amount of €— million (2023: —; 2022: —; 01.01.2022: €0 million). Their nominal volume came to €373 million as at December 31, 2024 (2023: €414 million; 2022: €437 million, 01.01.2022: €455 million). In addition, cross-currency interest-rate swaps with a total nominal

volume of €500 million were reported in 2022 under short-term indebtedness in the amount of €8 million (01.01.2022: total nominal volume of €500 million under long-term derivative instruments and interest-bearing investments in the amount of €20 million).

Hedging against financial foreign-currency risks (net investment hedges)

Continental Automotive Technologies Group implemented effective hedges of its net investments in foreign operations in the years from 2013 to 2015. Based on the decision that currency effects from net investments in a foreign operation and from designated hedges that are accumulated in the currency translation reserve in equity are to be reclassified to the income statement only if the foreign operation is sold or liquidated, €15 million (2023: €15 million; 2022: €15 million; 01.01.2022: €15 million) from the hedged transactions remains in the currency translation reserve in equity.

Translation-related foreign-currency risks

A large number of the subsidiaries are located outside the euro currency zone. As Continental Automotive Technologies Group reporting currency in the Consolidated Financial Statements is the euro, the financial statements of these companies are translated into euros. With regard to managing the risks of translation-related currency effects, it is assumed that investments in foreign companies are entered into for the long term and that earnings are reinvested. Translation-related effects that arise when the value of net asset items translated into euros changes as a result of exchange-rate fluctuations are recognized directly in equity in the Consolidated Financial Statements and are generally not hedged.

Sensitivity analysis

IFRS 7, *Financial Instruments: Disclosures*, requires a presentation of the effects of hypothetical changes in exchange rates on income and equity using a sensitivity analysis. In the Continental Automotive Technologies Group, the changes in the exchange rates are related to all financial instruments outstanding as at the end of the reporting period, including the effects of hedges. Forecast transactions and translation-related foreign-currency risks are not included in the sensitivity analysis. For those financial instruments with transaction currencies that differ from the functional currencies, a 10% appreciation or depreciation of the respective functional currency of the subsidiaries in relation to the identified different transaction currencies is assumed to determine the sensitivities. Hedging transactions are valued on the basis of a 10% change in the underlying forward or spot rates from the perspective of the local currency of the hedging Continental Automotive Technologies Group company.

The following table shows, before income tax expense, the overall effect as measured using this approach, as well as the individual effects resulting from the euro and the US dollar, as the major transaction currencies, on net income. As in the previous years, there is no effect on equity according to this approach.

	Local currency +10%			Local currency –10%		
€ millions	**2024**	2023	2022	**2024**	2023	2022
Total	**252**	**176**	**222**	**–252**	**–176**	**–222**
thereof EUR	182	180	181	–182	–180	–181
thereof USD	–4	20	42	4	–20	–42

3. Interest-rate management

Variable interest agreements and, in principle, short-term financial instruments result in a risk of rising interest rates for interest-bearing financial liabilities and falling interest rates for interest-bearing financial investments. These interest-rate risks are valuated and assessed as part of our interest-rate management activities, partly on the basis of continuous monitoring of current and anticipated long-term and short-term interest-rate developments and are managed by means of derivative interest-rate hedging instruments as needed. The Continental Automotive Technologies Group's interest-bearing net indebtedness is the subject of these activities based on the reporting date. Interest-rate hedges serve exclusively to manage identified interest-rate risks. As in the previous years, there were no derivative instruments to hedge against interest-rate risks as at December 31, 2024. The Continental Automotive Technologies Group is not exposed to a risk of fluctuation in the fair value of long-term financial liabilities due to market changes in fixed interest rates, as the lenders do not have the right to demand early repayment in the event of changing rates and these liabilities are recognized at amortized cost.

Interest-rate risk

The profile of interest-bearing financial instruments allocated to net indebtedness, taking into account the effect of the Continental Automotive Technologies Group's derivative instruments, is as follows:

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Fixed-interest instruments				
Financial assets	31	81	90	96
Financial liabilities	379	1,102	1,865	2,206
Floating-rate instruments				
Financial assets	2,957	6,030	6,675	6,592
Financial liabilities	2,277	9,962	9,471	8,637

Fair value sensitivity analysis

In accordance with IFRS 7, effects of financial instruments on income and equity resulting from interest-rate changes must be presented using a sensitivity analysis. The main effects resulted from the changes in the US dollar and euro interest rates. As in the previous years, there were no changes in equity in 2024. The effects on the financial result are presented below; tax effects were not taken into account in the analysis:

- An increase in US dollar interest rates of 100 basis points in the years 2024 and 2023 would not have led to any change in the financial result (2022: a change of €4 million).
- A decrease in US dollar interest rates of 100 basis points in the years 2024 and 2023 would not have led to any change in the financial result (2022: a change of –€4 million).
- An increase in euro interest rates of 100 basis points in the years 2024 and 2023 would not have led to any change in the financial result (2022: a change of –€4 million).
- A decrease in euro interest rates of 100 basis points in the years 2024 and 2023 would not have led to any change in the financial result (2022: a change of €4 million).

Cash flow sensitivity analysis

The following table shows the effects of an increase or a decrease in interest rates of 100 basis points would have had on the financial result. The effects would essentially result from floating-rate financial instruments. The effects were calculated for individual groups of financial instruments taking account of their contractual arrangement and based on the expected changes in the applicable interest rates for these financial instruments depending on changes in market interest rates. As in the previous years, this analysis is based on the assumption that all other variables, and in particular exchange rates, remain unchanged.

	Interest-rate increase +100 basis points			Interest-rate decline –100 basis points		
€ millions	**2024**	2023	2022	**2024**	2023	2022
Total	**7**	**–39**	**–28**	**–7**	**39**	**28**
thereof EUR	–5	–60	–57	5	60	57
thereof USD	7	7	14	–7	–7	–14
thereof CNY	3	13	13	–3	–13	–13
thereof GBP	–1	–1	–1	1	1	1
thereof INR	1	1	1	–1	–1	–1
thereof JPY	1	3	3	–1	–3	–3
thereof ILS	–1	–1	–1	1	1	1

4. Liquidity risks

Cost-effective, adequate financing is necessary for the subsidiaries' operating business. Continental Automotive Technologies Group is largely financed by Continental Group, through equity, loans and central financing, and invests excess liquidity with Continental AG or its subsidiaries. This includes integration into Continental Group's cash pooling and cash management system. A liquidity forecast is therefore prepared by central cash management of Continental AG on a regular basis.

For information on existing liquidity, please refer to Note 24. In addition, Continental Automotive Technologies Group can draw upon fixed credit lines from banks. For detailed information on the existing utilized and unutilized committed credit lines, please refer to Note 30. In order to minimize risks with regard to the availability of existing liquidity, investment limits are in place, which are explained under "Default risks for cash and cash equivalents as well as derivative instruments and interest-bearing investments" in this note.

The financial liabilities without lease liabilities of €6,479 million (2023: €15,336 million; 2022: €16,156 million; 01.01.2022: €14,484 million) result in the following undiscounted cash outflows over the next five years and thereafter:

Dec. 31, 2024/€ millions	2025	2026	2027	2028	2029	thereafter	**Total**
Other indebtedness incl. interest payments	2,286	—	—	—	—	—	**2,286**
Derivative instruments with gross settlement – cash outflows	198	—	—	—	—	—	**198**
Derivative instruments with gross settlement – cash inflows	–195	—	—	—	—	—	**–195**
Derivative instruments with net settlement	—	—	—	—	—	—	**—**
Trade accounts payable	3,675	—	—	—	—	—	**3,675**
Other financial liabilities	516	—	—	—	—	—	**516**

Dec. 31, 2023/€ millions	2024	2025	2026	2027	2028	thereafter	**Total**
Other indebtedness incl. interest payments	10,669	44	—	—	—	—	**10,713**
Derivative instruments with gross settlement – cash outflows	—	—	—	—	—	—	**—**
Derivative instruments with gross settlement – cash inflows	—	—	—	—	—	—	**—**
Derivative instruments with net settlement	1	—	—	—	—	—	**1**
Trade accounts payable	4,157	—	—	—	—	—	**4,157**
Other financial liabilities	523	1	—	—	—	—	**524**

Dec. 31, 2022/€ millions	2023	2024	2025	2026	2027	thereafter	**Total**
Other indebtedness incl. interest payments	10,292	636	46	—	—	—	**10,974**
Derivative instruments with gross settlement – cash outflows	537	—	—	—	—	—	**537**
Derivative instruments with gross settlement – cash inflows	–518	—	—	—	—	—	**–518**
Derivative instruments with net settlement	1	—	—	—	—	—	**1**
Trade accounts payable	4,636	—	—	—	—	—	**4,636**
Other financial liabilities	598	1	1	—	—	—	**601**

Jan. 1, 2022/€ millions	2022	2023	2024	2025	2026	thereafter	**Total**
Other indebtedness incl. interest payments	8,986	778	641	43	—	—	**10,448**
Derivative instruments with gross settlement – cash outflows	27	501	—	—	—	—	**528**
Derivative instruments with gross settlement – cash inflows	–22	–513	—	—	—	—	**–535**
Derivative instruments with net settlement	5	—	—	—	—	—	**5**
Trade accounts payable	3,460	—	—	—	—	—	**3,460**
Other financial liabilities	641	1	1	1	—	—	**644**

In the analysis, foreign-currency amounts were translated into euros using the current closing rate as at the end of the reporting period. For floating-rate non-derivative financial instruments and floating-rate interest payments from derivative financial instruments, the future interest payment flows are generally forecast using the most recently contractually fixed interest rates. The analysis only includes cash outflows from financial liabilities. For derivative instruments that are liabilities at the end of the reporting period, the undiscounted net payments are shown given a contractually specified net settlement; if gross settlement is contractually specified, the undiscounted payment inflows and outflows are presented separately. Cash inflows from financial assets were not included.

Supplier Financing Programs

Continental Automotive Technologies Group has few supplier financing programs. See explanations under Note 33. Within the framework of these programs, suppliers are offered the opportunity to get liquid funds at a reduced interest rate through financial service providers before the expiry of due dates of existing payment terms. The payment terms remain customary in the industry for those trade liabilities, so that Continental Automotive Technologies Group does not face any significant liquidity risks in the event of a potential termination of these programs.

Global netting agreements and similar agreements

Continental Automotive Technologies Group companies conclude business in the form of derivative instruments with Continental AG that are not based on frame contracts or global netting agreements.

There was no other subsidiary of the Continental Automotive Technologies Group (2023: one Brazilian subsidiary; 2022: one Brazilian subsidiary; 01.01.2022: two Brazilian subsidiaries) which concluded derivative instruments on the basis of local framework agreements. These agreements did not meet the criteria for offsetting in the statement of financial position.

The following tables show the carrying amounts of the reported stand-alone derivative instruments, their offsetting in the statement of financial position, and any potential arising from the specified agreements subject to the occurrence of certain future events:

	Dec. 31, 2024		
€ millions	**Carrying amounts[1]**	**Respective financial instruments not netted**	**Net amount**
Financial assets	—	—	—
Financial liabilities	—	—	—

1 There were no amounts to be offset in accordance with IAS 32.42 as at the reporting date and as at the same date in the previous years.

	Dec. 31, 2023		
€ millions	Carrying amounts[1]	Respective financial instruments not netted	Net amount
Financial assets	0	—	0
Financial liabilities	1	—	1

1 There were no amounts to be offset in accordance with IAS 32.42 as at the reporting date and as at the same date in the previous years.

	Dec. 31, 2022		
€ millions	Carrying amounts[1]	Respective financial instruments not netted	Net amount
Financial assets	1	—	1
Financial liabilities	0	—	0

1 There were no amounts to be offset in accordance with IAS 32.42 as at the reporting date and as at the same date in the previous years.

	Jan. 1, 2022		
€ millions	Carrying amounts[1]	Respective financial instruments not netted	Net amount
Financial assets	0	0	0
Financial liabilities	2	0	2

1 There were no amounts to be offset in accordance with IAS 32.42 as at the reporting date and as at the same date in the previous years.

32. Other Financial Liabilities

	Dec. 31, 2024		Dec. 31, 2023		Dec. 31, 2022		Jan. 1, 2022	
€ millions	**Short-term**	**Long-term**	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term
Liabilities to related parties	0	—	0	—	—	—	0	—
Liabilities for selling expenses	511	—	523	—	597	—	636	—
Purchase prices payable on company acquisitions	—	—	—	—	2	—	3	—
Miscellaneous financial liabilities	5	—	0	1	0	2	2	3
Other financial liabilities	**516**	**—**	**523**	**1**	**598**	**2**	**641**	**3**

Liabilities for selling expenses relate in particular to obligations from bonus agreements with customers and deferred price reductions granted.

33. Trade Accounts Payable

Trade accounts payable as at December 31, 2024 amounted to €3,675 million (2023: €4,157 million; 2022: €4,636 million; 01.01.2022: €3,460 million) as at the end of the financial year. The liabilities are measured at amortized cost. The full amount is due within one year.

For information on liquidity risk, currency risk and the sensitivity analysis for trade accounts payable, please see Note 31.

The Continental Group has several supplier financing programs. However, trade accounts payable that fall under these programs remain under the item trade accounts payable even if they are prefinanced by a financial institution to suppliers, as the character and the function of such trade accounts payable is not materially altered by the programs (no material modification). For this reason, and due to the continued standard industry terms of payment for liabilities under these programs, there is also no impact on the consolidated statement of cash flows.

In all years under review, trade accounts payable recognized within the Continental Automotive Technologies Group, which are attributable to the aforementioned programs, were immaterial. Continental Automotive Technologies Group has no information on the actual amount of prefinancing. It is assumed that the entire volume of trade accounts payable to suppliers has been prefinanced. The terms of payment of the trade accounts payable under the aforementioned programs are essentially comparable to other trade accounts payable of relevant companies of the Continental Automotive Technologies Group.

34. Other Liabilities

	Dec. 31, 2024		Dec. 31, 2023		Dec. 31, 2022		Jan. 1, 2022	
€ millions	**Short-term**	**Long-term**	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term
Liabilities for VAT and other taxes	140	—	183	—	131	—	153	—
Deferred income	21	11	13	12	18	11	15	18
Miscellaneous liabilities[1]	171	3	207	3	184	1	195	0
Other liabilities	**332**	**14**	**403**	**15**	**334**	**12**	**363**	**18**

1 Miscellaneous liabilities mainly include overpayments from customers and other liabilities to related parties. Please see Note 39.

35. Litigation and Compensation Claims

Continental Automotive Technologies GmbH and its subsidiaries are involved in lawsuits, regulatory investigations and proceedings worldwide. Such lawsuits, investigations and proceedings could also be initiated, or claims asserted in other ways in the future.

Product liability

In particular, Continental Automotive Technologies Group is constantly subject to product liability and other claims in which the Continental Automotive Technologies Group is accused of the alleged infringement of its duty of care, violations against warranty obligations or defects of material or workmanship. Claims from alleged breaches of contract resulting from product recalls or government proceedings are also asserted. Among other cases, claimants in the USA file lawsuits for property damage, personal injury and death caused by alleged defects in our products. Claims for material and non-material damages, and in some cases punitive damages, are asserted. The outcome of individual proceedings, which are generally decided by a jury in a court of first instance, cannot be predicted with certainty. No assurance can be given that Continental Automotive Technologies Group will not incur substantial expenses as a result of the final judgments or settlements in some of these cases, or that these amounts will not exceed any provisions set up for these claims. Some subsidiaries in the USA are exposed to relatively limited claims for damages from purported health injuries allegedly caused by products containing asbestos. The total costs for dealing with all such claims and proceedings have amounted to less than €50 million per year since 2006.

Disputes over industrial property rights

Continental Automotive Technologies Group could be liable to pay compensation for infringements or could be forced to purchase licenses to continue using technology from third parties. Continental Automotive Technologies Group, for example, supplies telecommunication modules that transmit vehicle data, enable voice and internet functionality, and are compatible with cellular communication standards. In this respect, there is a risk that Continental Automotive Technologies Group may be dependent on licenses and the conditions under which they are granted to customers in order to use patents relating to these standards (standard essential patents), especially in the field of telecommunications standards such as 3G, 4G or 5G as Continental Automotive Technologies Group has been denied the acquisition of its own licenses in some cases during the reporting period. In addition, Continental Automotive Technologies Group is subject to efforts by its customers to change contract terms and conditions concerning the participation in disputes regarding alleged infringements of intellectual property rights. Continental Automotive Technologies Group has formed provisions to cover the risks of potential damages and claims in this regard. In accordance with IAS 37.92, no further disclosures will be made so as not to adversely affect the Continental Automotive Technologies Group's interests.

Regulatory proceedings

In May 2005, the Brazilian competition authorities opened investigations against Continental Automotive Technologies Group's Brazilian subsidiary Continental Brasil Industria Automotiva Ltda., Guarulhos, Brazil (CBIA), following a complaint of anticompetitive behavior in the area of commercialization of tachographs. On August 18, 2010, the Brazilian antitrust authorities determined an "invitation to cartel" and imposed a fine of BRL 12 million (around €2 million) on CBIA, which was then reduced to BRL 11 million (around €2 million). CBIA denies the accusation that it has infringed Brazilian antitrust law. Although the court of first instance appealed to by CBIA upheld the decision, on CBIA's further appeal the next higher court annulled this decision and remanded the matter. In February 2023, the court of first instance rendered a verdict against CBIA and lifted the ban on the enforcement of the financial penalty against CBIA (at that time an amount of around BRL 34 million around €5 million)). CBIA filed a motion for clarification requesting that the preliminary injunction against enforcement remain in full force up until a final and unappealable ruling is made. This motion was denied, and CBIA filed an appeal against this decision. In December 2024, CBIA participated in an initiative by the Brazilian antitrust authorities (Conselho Administrativo de Defesa Econômica, CADE) to settle the long-standing proceedings without admission of guilt by the company in exchange for a considerable reduction in the fine. Accordingly, CBIA concluded a settlement agreement with CADE under which CBIA must pay BRL 14 million (around €2 million) to CADE in 2025. CBIA has withdrawn its final appeal (on the condition that CADE's settlement measures are finalized). Once the payment has been made and the appeal withdrawn, the case will be closed. Third parties may, in addition, claim damages from CBIA.

As a result of investigations by the US Department of Justice (DOJ) and the Korea Fair Trade Commission (KFTC) in connection with the suspected involvement in violations of US and South Korean antitrust law in the instrument cluster business, which came to light in 2012, the KFTC imposed a fine on Continental Automotive Electronics LLC, Bugang-myeon, South Korea (CAE), at the end of 2013, the final amount of which was set in 2018 at KRW 32,101 million (around €21 million). In the USA, CAE and Continental Automotive Korea Ltd., Seongnam-si, South Korea, agreed in 2015 to pay a fine of US $4 million (approximately €4 million). In the proceedings relating to class action lawsuits filed in the USA and Canada for alleged damages resulting from the antitrust violations, settlements totaling US $5 million (around €5 million) were concluded in the USA in 2018 and settlements totaling around CAN $0.6 million (around €0.4 million) concluded in Canada in 2020. The risk of investigations by other antitrust authorities into this matter and claims for damages by further alleged victims remain unaffected by the fines imposed.

As a result of investigations that came to light in 2014, the European Commission imposed a fine of €44 million on Continental AG; Continental Teves AG & Co. oHG, Frankfurt am Main, Germany; and Continental Automotive GmbH, Hanover, Germany; on February 21, 2018, for the unlawful exchange of information. Continental Automotive Technologies GmbH is the legal successor of Continental Teves AG & Co. oHG and has assumed the business operations of Continental Automotive GmbH. The investigation involved specific brake components. Continental Group has paid this fine. Customers have since approached Continental Group to claim for damages, in some cases for specific amounts. Mercedes-Benz Group AG filed for declaratory judgment action with the Hanover District Court against

Continental AG and two other companies of the Continental Group in December 2022, which initially related only to claims from remuneration in 2008/09. This declaratory judgement action was converted to an action for performance in April 2024. In April 2023, several companies of the Stellantis Group as well as several companies of the Renault Group filed a civil lawsuit in each case against Continental AG and two other companies of the Continental Group as well as several ZF and Bosch companies before the High Court in London, United Kingdom. Both the Renault Group and the Stellantis Group have since withdrawn their lawsuits. In addition, two class action lawsuits have been filed in Canada against Continental AG and several of its subsidiaries. These proceedings were settled in November 2024. Final closure of these class action lawsuits is expected in the first half of 2025, subject to court approval. Continental Group believes that these claims and lawsuits by Mercedes-Benz are without merit. However, should the lawsuits lead to a judgment against Continental Group, the resulting expenses could be substantial and exceed the provision set aside for this purpose. In accordance with IAS 37.92, no further disclosures will be made with regard to the proceedings and the related measures so as not to adversely affect the Continental Automotive Group's interests.

On March 3, 2021, the Brazilian antitrust authorities (CADE), acting on the basis of the issues addressed by the European Commission and described above, formally initiated proceedings against Continental Teves AG & Co. oHG, Frankfurt am Main, Germany, and certain former employees for alleged unlawful exchange of competition-sensitive information concerning hydraulic brake systems. Continental Automotive Technologies Group considers it possible that these proceedings will end with a fine. Continental Automotive Technologies Group is therefore unable to predict in any reliable way what the outcome of these proceedings will be. If Continental Automotive Technologies Group is found responsible for any violation, CADE could impose a fine on the company of 0.1% to 20% of the revenue generated by the company or by the Continental Automotive Technologies Group in Brazil in the year prior to when the administrative proceedings were launched (2020). Non-pecuniary penalties may also be possible. Furthermore, customers purportedly affected by the alleged exchange of information could claim for damages if indeed a violation of Brazilian antitrust law is established.

Since 2020, the public prosecutor's office in Hanover has been conducting investigative proceedings against former employees as well as former board members of Continental AG suspected of committing criminal acts and breaches of supervisory duties in connection with the development and use of illegal defeat devices in diesel and gasoline engines of multiple automotive manufacturers. The fine proceedings conducted by the public prosecutor's office in Hanover against Continental AG and other group companies in this regard were legally concluded in the second quarter of 2024 by payment of a fine totaling €2 million by Continental Automotive Technologies GmbH and its subsidiaries. The companies had already made appropriate provisions.

Vitesco Technologies and Continental AG, acting on the basis of and in accordance with contractual provisions, particularly those set forth in the corporate separation agreement concluded as part of the spin-off of Vitesco Technologies, reached an agreement regarding the appropriate allocation of cost and liabilities incurred from the public prosecutor's office in Frankfurt am Main (until the end of 2022) and Hanover. Accordingly, Vitesco Technologies paid €6 million to Continental Automotive Technologies GmbH and its subsidiaries in the third quarter.

Since the first half of 2024, Continental Automotive Technologies Group companies have been investigated by Italian authorities for failure to submit tax returns for tax periods from 2016 onwards. In conjunction with this, in October 2024, the Italian authorities began a company audit of Continental AG as the parent company of Continental Automotive Technologies GmbH and its subsidiaries for the financial years 2016 to 2023. Continental Group is fully cooperating with the investigating authorities and is clarifying this matter internally. Continental Group has formed provisions to cover any risks in this regard. In accordance with IAS 37.92, no further disclosures will be made so as not to adversely affect Continental Automotive Technologies Group's interests.

36. Contingent Liabilities and Other Financial Obligations

€ millions	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Liabilities on guarantees	2	1	1	1
Liabilities on warranties	—	—	9	62
Risks from taxation and customs	29	30	3	5
Other contingent liabilities	—	2	0	3
Contingent liabilities and other financial obligations	**31**	**32**	**13**	**71**

As in previous years, contingent liabilities related to guarantees for the liabilities of affiliated companies and third parties not included in consolidation and to contractual warranties. To the best of our knowledge, the underlying obligations will be fulfilled in all cases. Utilization is not anticipated.

Risks from taxation and customs constitute potential future burdens arising from matters related to income tax, sales tax and customs law.

The Continental Automotive Technologies Group could be subject to obligations relating to environmental issues under governmental laws and regulations, or as a result of various claims and proceedings that are pending or that might be made or initiated against it. Estimates of future expenses in this area are naturally subject to many uncertainties, such as the enactment of new laws and regulations, the development and application of new technologies and the identification of contaminated land or buildings for which the Continental Automotive Technologies Group is legally liable.

In connection with the spin-off of Vitesco Technologies, individual customers of Vitesco Technologies Group were granted contract performance guarantees valid until December 31, 2024. To the best of our knowledge, the companies concerned will be able to fulfill the underlying obligations in all cases. No claims have been made.

Open purchase commitments for property, plant and equipment amounted to €274 million (2023: €385 million; 2022: €386 million; 01.01.2022: €— million).

37. Earnings per Share

Continental Automotive Technologies GmbH provides information on the profit or loss per share for its ordinary shares. Earnings per share (basic and diluted) are calculated on the basis of the profit or loss attributable to the holdings of the parent company divided by the weighted average number of shares outstanding during the reporting period.

Basic earnings per share increased in 2024 to –€549.28 (2023: –€632.61; 2022: –€1,923.73). For all periods presented, no dilutive effects were identified.

€ millions/ shares	2024	2023	2022
Net income (+) / loss (-) attributable to the shareholders of the parent	–289	–333	–1,013
Weighted average number of shares issued	526,565	526,565	526,565
Basic earnings per share in €	**–549.28**	**–632.61**	**–1,923.73**

38. Events After the End of the Reporting Period

Continental Automotive Technologies Group has announced restructuring measures in all segments except for the Contract Manufacturing segment after the reporting period. This is expected to result in provisions for personnel restructuring reserves amounting to a low three-digit million figure. The implementation of the approved measures is to be initiated starting in 2025 and will be carried out gradually until the end of 2026.

On January 1, 2025, the Continental Automotive Technologies Group acquired 100% of the shares in co-pace GmbH, Hanover, Germany from the Continental Group. The acquisition does not constitute a business combination according to IFRS 3.

Furthermore, there are no significant events after the balance sheet date of December 31, 2024.

39. Transactions with Related Parties

Remuneration of the Executive Board and the Supervisory Board
The remuneration of the Continental Automotive Technologies Group's key management personnel that must be disclosed in accordance with IAS 24, *Related Party Disclosures*, comprises the remuneration of the active members of the Continental AG Executive Board and the Continental AG Supervisory Board.

The remuneration of the active members of the Executive Board in the respective years was as follows:

€ thousands	2024	2023	2022
Short-term benefits	2,327	2,676	1,753
Service cost relating to post-employment benefits	1,084	868	659
Termination benefits	9	—	—
Share-based payment	1,327	2,003	159
Total	**4,746**	**5,547**	**2,570**

The total remuneration of the members of the Continental AG Executive Board comprises a number of remuneration components. These include a remuneration component that is unrelated to performance, including specific additional benefits and entitlement to a company pension, and a variable component that is based on performance, consisting of a short-term remuneration component and long-term remuneration components.

Additional benefits include (i) provision of a company car, which can also be for personal use, (ii) reimbursement of travel expenses, as well as relocation costs and expenses for running a second household, where this is required for work reasons, (iii) a regular health check, (iv) directors' and officers' (D&O) liability insurance with deductible in accordance with Section 93 (2) Sentence 3 *AktG*, (v) accident insurance, (vi) the employers' liability insurance association contribution including, where necessary, income tax incurred as a result, as well as (vii) health insurance and long-term care insurance contributions based on Section 257 of Book V of the German Social Code (SGB V) and Section 61 of Book XI of the German Social Code (SGB XI).

In accordance with the rights and regulations in force until December 31, 2023, each member of the Continental AG Executive Board appointed until this date was granted (as part of their future benefits rights) post-employment benefits paid starting at the age of 63, but not before leaving the service of Continental Group (hereinafter "insured event"). From January 1, 2014, the company pension for the members of the Continental AG Executive Board was changed to a defined contribution commitment. A capital component is credited to the Continental AG Executive Board member's pension account each year. To determine this, a fixed contribution, agreed by the Continental AG Supervisory Board in the Continental AG Executive Board member's service agreement, is multiplied by an age factor that represents an appropriate return. For members of the Continental AG Executive Board who were already in office prior to January 1, 2014, the future benefit rights accrued until December 31, 2013, have been converted into a starting component in the capital account. When the insured event occurs, the benefits are paid out as a lump sum, in installments or – as is normally the case due to the expected amount of the benefits – as a pension. Post-employment benefits must be adjusted after commencement of such benefit payments by 1% p.a. in accordance with Section 16 (3) No. 1 of the German Company Pensions Law *(Betriebsrentengesetz – BetrAVG)*.

The variable components that are based on performance comprise a short-term remuneration component (performance bonus without equity deferral) as well as long-term remuneration components (long-term incentive and equity deferral of the performance bonus). For the variable remuneration components, before the start of each fiscal year, target criteria are determined by the Continental AG Supervisory Board with a view to its strategic goals, the provisions of Sections 87 and 87a *AktG* and the German Corporate Governance Code in its respective valid version, whereby the degree to which these criteria are met will determine the actual amount paid out.

The Continental AG Supervisory Board may take the function and area of responsibility of the individual members of the Continental AG Executive Board into account with regard to the amount of the total target-based remuneration. As part of this, shares of the individual remuneration component for the total target-based remuneration are indicated below in percentage ranges. The precise proportions therefore vary depending on the functional differentiation as well as a possible change within the framework of the yearly remuneration review.

The fixed annual salary comprises 22% to 28% of the target remuneration, the performance bonus (excluding equity deferral) between 17% and 22%, and the equity deferral and long-term incentive between 33% and 38%. Future benefit rights make up between 17% and 23% of the target remuneration, and additional benefits make up approximately 1%.

Remuneration to members of the Continental AG Executive Board and Continental AG Supervisory Board were disbursed by Continental AG. Remuneration attributable to Continental Automotive Technologies Group was determined pro rata based on its proportionate share within Continental Group with Continental AG as the ultimate parent entity.

For a more detailed description of the remuneration system's variable components based on performance as well as the obligations due, please see Note 27.

Remuneration paid to the members of Continental AG Supervisory Board on behalf of Continental Automotive Technologies Group, including meeting fees, totaled €1 million in the past fiscal year (2023: €1 million; 2022: €1 million).

Provisions for defined benefit obligations of current members of the Continental AG Executive Board on behalf of Continental Automotive Technologies Group amount to €5 million (2023: €5 million; 2022: €3 million).

As in the reported comparative periods, no advances or loans were granted to members of Continental AG Group Executive Board or Continental AG Supervisory Board in 2024.

The table below shows the transactions with related parties other than subsidiaries.

	Income			Expenses			Accounts receivable				Accounts payable			
€ millions	**2024**	2023	2022	**2024**	2023	2022	**Dec. 31, 2024**	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022	**Dec. 31, 2024**	Dec. 31, 2023	Dec. 31, 2022	Jan. 1, 2022
Associates														
Ordinary business activities	8	7	6	97	90	55	1	6	—	2	19	16	16	14
Financing	0	0	0	0	—	—	11	14	15	13	130	—	—	—
Other	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Joint ventures														
Ordinary business activities	29	35	43	0	0	0	18	20	23	32	84	87	76	89
Financing	1	1	1	—	—	—	20	25	34	40	—	—	—	—
Other	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Schaeffler Group[1]														
Ordinary business activities	**322**	661	861	406	605	704	42	504	631	779	35	60	111	130
Other	7	4	5	—	0	0	7	8	11	12	—	—	—	1
Continental Group														
Ordinary business activities	199	195	575	731	696	1,114	155	155	133	77	75	85	66	62
Thereof with Continental Automotive GmbH	—	1	422	3	4	563	7	24	32	—	7	11	10	—
Financing	192	238	146	363	474	199	1,565	4,497	5,012	5,361	2,030	9,334	9,350	8,552
Thereof with Continental Automotive GmbH	—	—	—	—	—	3	—	—	—	—	—	—	—	—
Other	52	8	7	45	21	21	—	0	1	1	1	1	1	1
Thereof with Continental Automotive GmbH	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Total	**810**	**1,149**	**1,645**	**1,642**	**1,886**	**2,093**	**1,818**	**5,231**	**5,859**	**6,319**	**2,372**	**9,582**	**9,620**	**8,848**

1 All figures represent transactions with the Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024). The comparative period is shown accordingly.

Transactions with related parties other than subsidiaries were conducted on an arm's-length basis. Ordinary business activities comprise the purchase or sale of goods and other assets as well as rendered or received services.

Ordinary business activities Continental Group

The ordinary business activities with companies of the Continental Group are mainly attributable to the sale of goods and services between Continental Group and Continental Automotive Technologies Group and were conducted on an arm's length basis.

Certain services provided by Continental Group were not invoiced to Continental Automotive Technologies Group. The services mainly comprise governance services such as compliance, human resources, IT, and legal support as well as the use of the Continental Brand. Therefore, the related costs are not recognized in the consolidated statement of income.

Ordinary business activities Schaeffler Group

The ultimate parent company of Schaeffler Group is INA-Holding Schaeffler GmbH & Co. KG, Herzogenaurach, Germany. In the reporting periods, Continental Automotive Technologies GmbH was a dependent company of INA-Holding Schaeffler GmbH & Co. KG as defined under Section 312 AktG.

The expenses and income from ordinary business activities with Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024) companies is attributable solely to sale of products and services. The transactions were conducted on an arm's length basis. Accounts receivable and payable from ordinary business

transactions with Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024) companies are solely related to the sale and purchase of products and services.

In accordance with IFRS 16, Leases, income and expenses from ordinary activities with Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024) primarily result mainly from payments of Contract Manufacturing. For further details, please refer to Note 15.

Other income from the Schaeffler Group respectively Vitesco Technologies (until the merger on October 1, 2024) mainly includes the payment of €6 million arising from the agreement regarding the appropriate allocation of costs and liabilities from the investigations conducted by the public prosecutor's office in Frankfurt am Main (until the end of 2022) and Hanover.

Financing

Continental Automotive Technologies Group is largely financed by Continental Group, through equity, loans and central financing, and invests excess liquidity with Continental AG or its subsidiaries. This includes integration into Continental Group's cash pooling and cash management system. The available financing from related parties was, as in the previous years, predominantly floating-rate short-term borrowings that also resulted in material effects in interest expense. Financial receivables resulted mainly from short-term loans and cash-pool credit balances that also resulted in material effects in interest income. In addition, the Continental Group has issued guarantees in the amount of €358 million (2023: €2,122 million; 2022: €2,453 million; 01.01.2022: €3,799 million) to companies of the Continental Automotive Technologies Group. The Continental Group charged fees for the provision of such guarantees.

In conjunction with the cash pooling and central financing system financial receivables against related parties arose in the position of derivative instruments and interest-bearing investments amounting to €1,563 million (2023: €4,477 million; 2022: €5,002 million; 01.01.2022: €5,330 million). The significant reduction in interest-bearing investments in 2024 relates to the impact of the deconsolidation of the two financing entities Conti-Gummi Finance B.V. and Continental Rubber of America, Corp. For more information, please refer to Note 25.

For a more detailed description of the payables from financing from related parties please refer to Note 30.

Profit and loss transfer agreement

For the reporting periods, a profit or loss transfer agreement is in place between Continental Automotive Technologies GmbH and Continental Automotive GmbH. The impact of the profit or loss transfer agreement are shown as contributions or withdrawals in Retained Earnings in the Consolidated Statement of Changes in Equity as "Profit and loss transfer agreement". In the Consolidated Statement of Cash Flows the respective annual impact is presented as "Cash flow arising from profit and loss transfer agreement" within financing activities one period in arrears. The payable or receivable from the profit or loss transfer agreement is included in either short-term derivative instruments and interest-bearing investments or short-term indebtedness from or to Continental Automotive GmbH, respectively, in the amount of —€273 million (2023: €719 million; 2022: €174 million).

Taxes

The tax group with Continental AG as well as foreign tax groups with members of both Continental Automotive Technologies Group and Continental Group continue to exist legally in the reporting periods. With regard to how this is reflected in the Consolidated Financial Statements, please refer to Note 1.

40. List of Shareholdings of the Continental Automotive Technologies Group

The list of fully consolidated companies within the Consolidated Financial Statements of the Continental Automotive Technologies Group are as follows for the years under review.

List of Shareholdings as at December 31, 2024, 2023 and 2022

Fully consolidated

			Shares in %		
Company	**Registered office**	**Country**	**2024**	2023	2022
ADC Automotive Distance Control Systems GmbH	Lindau	Germany	100.00	100.00	100.00
Application Solutions (Electronics and Vision) Ltd.	Lewes	United Kingdom	100.00	100.00	100.00
CAC Philippines, Inc.	Calamba	Philippines	100.00	100.00	100.00
CAH Holding B.V.	Maastricht	Netherlands	100.00	100.00	100.00
CAS München GmbH[1]	Hanover	Germany	—	—	100.00
CAS UK Holding Ltd.	Ebbw Vale	United Kingdom	100.00	100.00	100.00
CAT-One GmbH[2]	Ingolstadt	Germany	100.00	100.00	100.00
Conti Automotive Systems Philippines[3]	Taguig	Philippines	100.00	100.00	100.00
Conti Temic microelectronic GmbH	Nuremberg	Germany	100.00	100.00	100.00
Conti-Gummi Finance B.V.[4]	Maastricht	Netherlands	—	100.00	100.00
Continental Advanced Antenna Automotiva LTDA	Sao Paulo	Brazil	100.00	100.00	100.00
Continental Advanced Antenna GmbH	Hildesheim	Germany	100.00	100.00	100.00
Continental Advanced Antenna Sociedade Unipessoal Lda.	Vila Real	Portugal	100.00	100.00	100.00
Continental Aftermarket & Services GmbH	Schwalbach am Taunus	Germany	100.00	100.00	100.00
Continental Automotive AB	Göteborg	Sweden	100.00	100.00	100.00
Continental Automotive Austria GmbH	Vienna	Austria	100.00	100.00	100.00
Continental Automotive Bangkok Co., Ltd.	Bangkok	Thailand	100.00	100.00	100.00
Continental Automotive Benelux	Mechelen	Belgium	99.99	99.99	99.99
Continental Automotive Brake Systems (I) Private Limited[5]	Manesar	India	—	—	100.00
Continental Automotive Changchun Co., Ltd.	Changchun	China	100.00	100.00	100.00
Continental Automotive Components (India) Private Ltd.	Bangalore	India	100.00	100.00	100.00
Continental Automotive Components Malaysia Sdn. Bhd.	Prai	Malaysia	100.00	100.00	100.00
Continental Automotive Corporation	Yokohama	Japan	65.00	65.00	65.00
Continental Automotive Corporation (Lianyungang) Co., Ltd.	Lianyungang	China	65.00	65.00	65.00
Continental Automotive Czech Republic s.r.o.	Jičín	Czech Republic	100.00	100.00	100.00
Continental Automotive d.o.o. Novi Sad	Novi Sad	Serbia	100.00	100.00	100.00
Continental Automotive do Brasil Ltda.	Várzea Paulista	Brazil	100.00	100.00	100.00
Continental Automotive Electronic Systems Changshu Co.,Ltd.	Changshu	China	100.00	100.00	100.00
Continental Automotive Electronics LLC	Sejong-si	Korea	100.00	100.00	100.00
Continental Automotive Engineering (Chongqing) Co., Ltd.	Chongqing	China	100.00	100.00	100.00
Continental Automotive France SAS	Toulouse	France	100.00	100.00	100.00
Continental Automotive Grundstücksges. mbH	Frankfurt am Main	Germany	100.00	100.00	100.00
Continental Automotive Guadalajara México, S. de R.L. de C.V.	Tlajomulco de Zuñiga	Mexico	100.00	100.00	100.00
Continental Automotive Holding Netherlands B.V.	Maastricht	Netherlands	100.00	100.00	100.00
Continental Automotive Holding Spain S.L.	Rubí	Spain	100.00	100.00	100.00
Continental Automotive Holdings UK Ltd.	Birmingham	United Kingdom	100.00	100.00	100.00
Continental Automotive Hungary Kft.	Veszprém	Hungary	100.00	100.00	100.00
Continental Automotive Interior Wuhu Co., Ltd.	Wuhu	China	100.00	100.00	100.00
Continental Automotive Italy S.p.A.	Pisa	Italy	100.00	100.00	100.00
Continental Automotive Japan K.K.	Yokohama	Japan	100.00	100.00	100.00
Continental Automotive Jinan Co., Ltd.	Jinan	China	100.00	100.00	100.00

Continental Automotive Korea Ltd.	Seongnam-si	Korea	100.00	100.00	100.00
Continental Automotive Lithuania UAB	Vilnius	Lithuania	100.00	100.00	100.00
Continental Automotive Malaysia Sdn. Bhd.	Prai	Malaysia	100.00	100.00	100.00
Continental Automotive Maquila Mexico, S. de R.L. de C.V.	Silao	Mexico	100.00	100.00	100.00
Continental Automotive Mexicana, S. de R.L. de C.V.	Morelos	Mexico	100.00	100.00	100.00
Continental Automotive Parts (Suzhou) Co., Ltd	Suzhou	China	100.00	100.00	100.00
Continental Automotive Romania SRL	Timişoara	Romania	100.00	100.00	100.00
Continental Automotive RUS[6]	Moskau	Russia	—	—	76.00
Continental Automotive Singapore Pte. Ltd.	Singapore	Singapore	100.00	100.00	100.00
Continental Automotive Spain S.A.	Rubí	Spain	100.00	100.00	100.00
Continental Automotive System Changchun Co., Ltd	Changchun	China	64.68	64.68	64.68
Continental Automotive Systems (Shanghai) Co., Ltd.	Shanghai	China	100.00	100.00	100.00
Continental Automotive Systems Changsha Co., Ltd.	Changsha	China	100.00	100.00	100.00
Continental Automotive Systems Changshu Co., Ltd.	Changshu	China	100.00	100.00	100.00
Continental Automotive Systems Slovakia s.r.o.	Zvolen	Slowakei	100.00	100.00	100.00
Continental Automotive Systems SRL	Sibiu	Romania	100.00	100.00	100.00
Continental Automotive Systems, Inc.	Wilmington/Delaware	USA	100.00	100.00	100.00
Continental Automotive Trading France SAS	Rambouillet	France	100.00	100.00	100.00
Continental Automotive Trading Italia S.r.l.	Mailand	Italy	100.00	100.00	100.00
Continental Automotive Trading Nederland B.V.	Eindhoven	Netherlands	100.00	100.00	100.00
Continental Automotive Trading Österreich GmbH	Vienna	Austria	100.00	100.00	100.00
Continental Automotive Trading UK Ltd.	Birmingham	United Kingdom	100.00	100.00	100.00
Continental Automotive UK Ltd.	Birmingham	United Kingdom	100.00	100.00	100.00
Continental Automotive, Inc.	Wilmington/Delaware	USA	100.00	100.00	100.00
Continental Autonomous Mobility (Shanghai) Co., Ltd.[7]	Shanghai	China	100.00	100.00	—
Continental Autonomous Mobility (Thailand) Co., Ltd.	Bangkok	Thailand	100.00	100.00	100.00
Continental Autonomous Mobility Germany GmbH	Ingolstadt	Germany	100.00	100.00	100.00
Continental Autonomous Mobility Holding Netherlands B.V.	Maastricht	Netherlands	100.00	100.00	100.00
Continental Autonomous Mobility Holding US LLC	Wilmington/Delaware	USA	100.00	100.00	100.00
Continental Autonomous Mobility Hungary Korlátolt Felelősségű Társaság	Budapest	Hungary	100.00	100.00	100.00
Continental Autonomous Mobility India Private Limited	Bangalore	India	100.00	100.00	100.00
Continental Autonomous Mobility Japan K.K.	Yokohama	Japan	65.00	65.00	65.00
Continental Autonomous Mobility Lithuania UAB	Kaunas	Lithuania	100.00	100.00	100.00
Continental Autonomous Mobility Mexico S de RL de CV	Mexico-City	Mexico	100.00	100.00	100.00
Continental Autonomous Mobility Philippines, Inc.[8]	Calamba	Philippines	100.00	100.00	100.00
Continental Autonomous Mobility Romania SRL	Timişoara	Romania	100.00	100.00	100.00
Continental Autonomous Mobility US, LLC	Wilmington/Delaware	USA	100.00	100.00	100.00
Continental Brake Systems (Shanghai) Co., Ltd.	Shanghai	China	51.00	51.00	51.00
Continental Brakes Italy S.p.A.	Cairo Montenotte	Italy	100.00	100.00	100.00
Continental Brasil Indústria Automotiva Ltda.	Guarulhos	Brazil	100.00	100.00	100.00
Continental China Software & System Development Center Co., Ltd	Chongqing	China	100.00	100.00	100.00
Continental Digital Services France SAS	Toulouse	France	100.00	100.00	100.00
Continental Electronic Technologies Philippines, Inc.	Calamba	Philippines	100.00	100.00	100.00
Continental Engineering Services & Products GmbH	Ingolstadt	Germany	100.00	100.00	100.00
Continental Engineering Services GmbH	Frankfurt am Main	Germany	100.00	100.00	100.00
Continental Engineering Services Ltd.	Lichfield	United Kingdom	100.00	100.00	100.00
CONTINENTAL ENGINEERING SERVICES PORTUGAL, UNIPESSOAL, LDA	Porto	Portugal	100.00	100.00	100.00
Continental Holding China Co., Ltd.	Shanghai	China	100.00	100.00	100.00
Continental Indústria e Comércio Automotivos Ltda.[9]	Manaus	Brazil	—	—	100.00

Continental Indústria e Comércio de Pecas de Reposicao Automotivas Ltda.	Barueri	Brazil	100.00	100.00	100.00
Continental Intelligent Transportation Systems, LLC[10]	Wilmington/Delaware	USA	—	—	100.00
Continental Lighting India Private Limited[11]	Bangalore	India	—	—	100.00
Continental Lighting SRL[12]	Iasi	Romania	—	—	100.00
Continental Pty Ltd	Bundoora	Australia	100.00	100.00	100.00
Continental Rubber of America, Corp.[13]	Wilmington/Delaware	USA	—	100.00	100.00
Continental Safety Engineering International GmbH	Alzenau	Germany	100.00	100.00	100.00
Continental Secure Data Germany GmbH[14]	Regensburg	Germany	—	100.00	100.00
Continental Smart Core Technology (Shanghai) Co., Ltd.[15]	Shanghai	China	—	66.00	66.00
CONTINENTAL SYSTEME AUTOMOTIVE MAROC SARL	Tanger	Morocco	100.00	100.00	100.00
Continental Teves UK, Ltd.	Ebbw Vale	United Kingdom	100.00	100.00	100.00
Continental Trebbin GmbH[16]	Ingolstadt	Germany	100.00	100.00	100.00
Continental Zhisheng (Shanghai) Lighting Co., Ltd.	Shanghai	China	100.00	100.00	100.00
CPT GUADALAJARA, S. de. R. L. de C.V.	Mexico-City	Mexico	100.00	100.00	100.00
CPT MANUFACTURING MEXICO, S. de R. L. de C.V.	Mexico-City	Mexico	100.00	100.00	100.00
Elektrobit Austria GmbH	Vienna	Austria	100.00	100.00	100.00
Elektrobit Automotive Americas Inc.	Wilmington/Delaware	USA	100.00	100.00	100.00
Elektrobit Automotive Finland Oy	Oulu	Finland	100.00	100.00	100.00
Elektrobit Automotive GmbH	Erlangen	Germany	100.00	100.00	100.00
Elektrobit Automotive Korea Limited	Seongnam-si	Korea	100.00	100.00	100.00
Elektrobit Automotive Romania SRL	Brașov	Romania	100.00	100.00	100.00
Elektrobit Automotive Software (Shanghai) Co., Ltd.	Shanghai	China	100.00	100.00	100.00
Elektrobit France SAS	Carrières-sur-Seine	France	100.00	100.00	100.00
Elektrobit India Private Ltd.	Bangalore	India	100.00	100.00	100.00
Elektrobit Nippon K.K.	Tokyo	Japan	100.00	100.00	100.00
PlaxidityX Ltd.[17]	Tel Aviv	Israel	100.00	100.00	100.00
PT CONTINENTAL AUTOMOTIVE INDONESIA	Jakarta-Selatan	Indonesia	100.00	100.00	100.00
PT Quantum Inventions Indonesia	Jakarta	Indonesia	100.00	100.00	100.00
QI Mobility (India) Private Limited	Kolkata	India	100.00	100.00	100.00
Quantum Inventions Private Limited	Singapore	Singapore	100.00	100.00	100.00
QUANTUM INVENTIONS SDN. BHD.	Kuala Lumpur	Malaysia	100.00	100.00	100.00
Road-Broad Automotive Electronics (Qufu) Co. Ltd.	Qufu	China	60.00	60.00	60.00
Zonar Systems, Inc.[18]	Tumwater/ Washington	USA	—	100.00	100.00
Zytek Automotive Ltd.	Lichfield	United Kingdom	100.00	100.00	100.00
Zytek Group Ltd.	Lichfield	United Kingdom	100.00	100.00	100.00

1 Merged into Continental Automotive Technologies GmbH in 2023.
2 Before "Continental Trebbin Verwaltungs- und Beteiligungs-GmbH", renamed in 2023.
3 Before "Temic Automotive (Phils.), Inc.", renamed in 2024.
4 Sold in 2024.
5 Merged into Continental Automotive Components (India) Private Ltd. in 2023.
6 Sold in 2023.
7 Founded in 2023.
8 Before "Continental Temic Electronics (Phils.), Inc.", renamed in 2024.
9 Merged into Continental Brasil Indústria Automotiva Ltda. in 2023.
10 Merged into Continental Automotive Systems, Inc. in 2023.
11 Merged into Continental Automotive Components (India) Private Ltd. in 2023.
12 Merged into Continental Automotive Romania SRL in 2023.
13 Sold in 2024.
14 Merged into Continental Automotive Technologies GmbH in 2024.
15 Change of consolidation method to investments in equity-accounted investees in 2024.
16 Before "Continental Trebbin GmbH & Co. KG Sondermaschinenbau", renamed in November 2023.
17 Before "Argus Cyber Security Ltd.", renamed in 2024.
18 Sold in 2024.

Investments in equity-accounted investees

			Shares in %		
Company	**Registered office**	**Country**	**2024**	2023	2022
CNX Motion, LLC[1]	Grand Blanc/Michigan	USA	—	—	50.00
Continental Huayu Brake Systems (Chongqing) Co., Ltd.	Chongqing	China	50.00	50.00	50.00
Continental Smart Core Technology (Shanghai) Co., Ltd.	Shanghai	China	50.00	—	—
e.solutions GmbH	Ingolstadt	Germany	51.00	51.00	51.00
EasyMile S.A.S.	Toulouse	France	12.92	12.92	12.92
IAV GmbH Ingenieurgesellschaft Auto und Verkehr	Berlin	Germany	10.00	—	—
Kienzle - Rheinapp Rheinische Apparate Gesellschaft mit beschränkter Haftung	Dusseldorf	Germany	22.88	22.88	22.88
Napino Continental Vehicle Electronics Private Limited	Gurgaon	India	50.00	50.00	50.00
Nisshinbo Comprehensive Precision Machining (Gurgaon) Private Limited[2]	Gurgaon	India	40.00	40.00	40.00
Nisshinbo-Continental Precision Machining (Yangzhou) Co., Ltd.	Yangzhou	China	30.00	30.00	30.00
Shanghai Automotive Brake Systems Co., Ltd.	Shanghai	China	49.00	49.00	49.00
SIXAN PTE LTD.	Singapur	Singapore	20.00	20.00	20.00
SupplyOn AG	Hallbergmoos	Germany	24.60	24.60	24.60
Unicom Continental Intelligent Transportation Technology (Shanghai) Co., Ltd.	Shanghai	China	40.00	40.00	40.00
VDO-METTEM[3]	Moskau	Russia	—	—	25.00
Vogtronics GmbH	Obernzell	Germany	26.00	26.00	26.00

1 Liquidated in 2023.
2 Founded in 2022.
3 Sold in 2023.

Hanover, February 26, 2025

Continental AG
Executive Board

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Continental Automotive Technologies GmbH, Hanover

Opinion

We have audited the consolidated financial statements of Continental Automotive Technologies GmbH, Hanover, and its subsidiaries (the Group), which comprise the Consolidated Statement of Income, Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position as at December 31, 2024, December 31, 2023, December 31, 2022, and January 1, 2022, and the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity for the years ended December 31, 2024, December 31, 2023, and December 31, 2022, and Notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2024, December 31, 2023, December 31, 2022, and January 1, 2022, and of its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2024, December 31, 2023, and December 31, 2022, in accordance with International Financial Reporting Standards (IFRSs), as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those 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 ethical requirements that are relevant to our audit of the consolidated financial statements in Germany, 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.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards, as adopted by the European Union, and for such internal control as management 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, management 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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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 ISAs 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 ISAs, 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 by management.
- Conclude on the appropriateness of management's 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 those charged with governance 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.

Hanover, March 5, 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Harald Wimmer
German Public Auditor
(Wirtschaftsprüfer)

Dr. Arne Jacobi
German Public Auditor
(Wirtschaftsprüfer)

Audited Unconsolidated Financial Statements of AUMOVIO SE (formerly named: Continental Automotive Holding SE, before: Blitz 24-891 SE) for the short fiscal year from August 6, 2024 to December 31, 2024

Continental Automotive Holding SE (previously: Blitz SE 24-891 SE), Munich

Balance Sheet as at 12/31/2024

A S S E T S

			12/31/2024 EUR	8/6/2024 EUR
A.		Current assets		
	I.	Receivables and other assets	0.00	30,000.00
	II.	Cash and cash equivalents	119,897.10	0.00
			119,897.10	**30,000.00**
		Total assets	**119,897.10**	**30,000.00**

		EQUITY AND LIABILITIES	
		12/31/2024 EUR	8/6/2024 EUR
A.	Total equity		
I.	Subscribed share capital	120,000.00	120,000.00
	uncalled outstanding contributions	0.00	-90,000.00
II.	Net loss for the year	-5,449.56	0.00
		114,550.44	**30,000.00**
B.	Provisions		
	Other provisions	5,000.00	0.00
		5,000.00	**0.00**
C.	Liabilities	346.66	0.00
		346.66	**0.00**
	Total equity and liablities	**119,897.10**	**30,000.00**

Continental Automotive Holding SE (previously: Blitz SE 24-891 SE), Munich

Income Statement for the Short Fiscal Year from 8/6 to 12/31/2024

		EUR
1.	Other operating expenses	-5,449.56
2.	**Net loss for the year**	**-5,449.56**

Continental Automotive Holding SE (previously: Blitz SE 24-891 SE), Munich

Notes for the Short Fiscal Year from August 6 to December 31, 2024

I. General Information

The company is a small corporation (*kleine Kapitalgesellschaft*) in the form of a European public limited-liability company with its registered office in Munich. It is entered in the commercial register of the Munich Local Court (*Amtsgericht*) under HRB 295655. Its sole shareholder is Continental AG, Hanover. The company was incorporated as Blitz 24-891 SE. By way of an amendment to the Articles of Incorporation on February 6, 2025 among other things the corporate name was changed to Continental Automotive Holding SE.

The annual financial statement as at 12/31/2024, was prepared in accordance with the applicable provisions of the German Commercial Code (*Handelsgesetzbuch – HGB*) for small corporations, the EU SE Regulation, the provisions of the SE Implementation Act (SEAG), as well as other regulations specific to the legal form (Sections 150 to 160) of the German Stock Corporation Act (*Aktiengesetz*). The income statement was prepared in accordance with Section 275 (2) of the HGB using the nature of expense method. The fiscal year is the calendar year. Due to incorporation during the course of the year, 2024 is a short fiscal year.

II. Accounting and valuation policies

Receivables and other assets are recognized at nominal values in the balance sheet.

Cash balances (*Kassenbestände*) and bank balances are recognized at nominal value.

The provisions are recognized at the settlement amount deemed necessary according to sound business judgment and take into account all identifiable risks and contingent liabilities.

The liabilities are recognized at their settlement amount.

III. Notes on the balance sheet

EQUITY AND LIABILITIES

Equity

The subscribed share capital amounts to EUR 120,000.00, of which EUR 30,000.00 was paid in upon incorporation. On 10/22/2024, the outstanding contribution of EUR 90,000.00 was made. The full amount of the subscribed capital has therefore been paid in.

Provisions

The expenses for the annual audit are reported as provisions.

Liabilities

The liabilities are exclusively liabilities to affiliated companies (*verbundene Unternehmen*) and have a remaining term of less than one year.

IV. Other Information

Consolidated financial statements

The shareholder of Continental Automotive Holding SE is Continental AG, Hanover, which prepares the consolidated financial statements for the smallest group of companies

Employees

The company did not employ any staff in the short fiscal year 2024

Events after the balance sheet date

No events of particular significance for the financial position, net assets, and results of operations occurred after the end of the short fiscal year.

Hanover, 2/21/2025
The Executive Board of Continental Automotive Holding SE (previously: Blitz 24-891 SE)

Dr. Ulrike Schramm	Andrea Czarnecki

The following independent auditor's report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) has been issued in accordance with § (Article) 322 HGB (Handelsgesetzbuch: German Commercial Code) on the annual financial statements of Continental Automotive Holding SE (formerly: Blitz 24-891 SE), Munich, for the short financial year from 6 August 2024 to 31 December 2024. The aforementioned independent auditor's report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) and the financial statements are both translations of the respective German-language documents.

INDEPENDENT AUDITOR'S REPORT

To Continental Automotive Holding SE (formerly: Blitz 24-891 SE), Munich

Audit Opinion

We have audited the annual financial statements of Continental Automotive Holding SE (formerly: Blitz 24-891 SE), Munich, which comprise the balance sheet as at 31 December 2024, and the statement of profit and loss for the short financial year from 6 August 2024 to 31 December 2024 and notes to the financial statements, including the presentation of the recognition and measurement policies.

In our opinion, on the basis of the knowledge obtained in the audit, the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2024 and of its financial performance for the short financial year from 6 August 2024 to 31 December 2024 in compliance with German Legally Required Accounting Principles.

Pursuant to § (Article) 322 Abs. (paragraph) 3 Satz (sentence) 1 HGB (Handelsgesetzbuch: German Commercial Code), we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements.

Basis for the Audit Opinion

We conducted our audit of the annual financial statements in accordance with § 317 HGB in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements" section of our auditor's report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional 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 audit opinion on the annual financial statements.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements.

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

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, as well as to issue an auditor's report that includes our audit opinion on the annual financial statements.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. 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 annual financial statements.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual 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 audit 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 controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements in order to design audit procedures that are appropriate in the circumstances,

but not for the purpose of expressing an audit opinion on the effectiveness of the internal control of the Company.

- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.

- Conclude on the appropriateness of the executive 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 the auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our audit 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 be able to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.

We communicate with those charged with governance 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.

Hanover, 21 February 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Dr. Arne Jacobi	ppa. Thomas Godt
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

21. RECENT DEVELOPMENTS AND OUTLOOK

21.1 Recent Developments

On June 26, 2025, the lower house of the German Parliament (*Deutscher Bundestag*) passed the law for a tax investment immediate program. A key component of this is the gradual reduction of the corporate tax rate, starting from January 1, 2028, from the current 15% to 10% as at January 1, 2032. The German Bundesrat approved this on July 11, 2025, thus substantially enacting the law. The described changes had not yet come into effect at the time of reporting and therefore have no impact on the assessment of active and passive deferred taxes as at June 30, 2025. Based on the current amount of deferred taxes in Germany, AUMOVIO expects a tax benefit from the revaluation up to a low-double-digit million range.

According to the Spin-off and Transfer Agreement a capital increase in the amount of €1,144 million by way of contribution of cash to the free capital reserves of CAT GmbH was made by CAG with effect from August 14, 2025. Through this capital increase the related party financing of €1,329 million with other entities of Continental was repaid as agreed in the Spin-off and Transfer Agreement.

On August 28, 2025, the Supervisory Board appointed Dr. Jutta A. Dönges as AUMOVIO's future chief financial officer (CFO). Dr. Jutta A. Dönges will join the Executive Board as chief financial officer latest with effect from March 1, 2026.

Other than the changes described above between June 30, 2025 and the date of the Prospectus, there have been no significant changes in the Group's financial and trading position and the Group's financial performance.

21.2 Outlook

For Fiscal Year 2025, AUMOVIO expects the Adjusted EBIT Margin to be in a range of 2.5% to 4.0%. This forecast is based on assumed Adjusted Sales for Fiscal Year 2025 in the range of approximately €18.0 billion to €20.0 billion. For additional information regarding the Profit Forecast 2025, in particular the assumptions underlying this forecast, see Section "8 *Profit Forecast*".

In the mid-term, AUMOVIO is targeting an Adjusted EBIT Margin of approximately 4.0% to 6.0% and sales between €20.0 billion to €22.0 billion on a yearly basis. The Group expects to benefit from a moderate recovery of the vehicle market and the ramp-up of several delayed projects which are predicted to turn into actual sales, which is expected to be partially offset by the termination of less profitable projects. AUMOVIO expects its product and solution portfolio to profit from the predicted CPV growth ratio in the automotive industry. AUMOVIO believes that all business areas will be able to participate from this development. AUMOVIO expects to increase its sales and Adjusted EBIT Margin through innovative products and solutions, e.g., its HPC offerings, ramp-up of one box systems and ADAS and AD solutions, the conversion of high margin order intakes into sales and a significant increase of plant utilization. AUMOVIO expects that the growth for its sales and the Adjusted EBIT Margin is also supported by value-based pricing with its suppliers and customers, as well as footprint optimization measures, including a further shift to best-cost countries. In addition, a continued fixed cost discipline, further operational and SG&A efficiency measures, material cost reductions, streamlined reengineering processes to achieve higher cost efficiency without limiting quality or performance and a targeted reduction of the R&D expenses (net) to sales ratio below 10% are expected to contribute to AUMOVIO's mid-term targets.

AUMOVIO is targeting a ROCE between 12.0% and 15.0% in the mid-term supported by the expected completion of its megafactories, operating performance improvements, constant investment discipline and an optimized Working Capital.

With innovative product launches, in particular in the AM and ANS business areas, it is AUMOVIO's ambition to achieve an Adjusted EBIT Margin between 6.0% and 8.0% and sales above €24.0 billion in the long-term. AUMOVIO expects multiple factors to drive its long-term ambitions, in particular footprint optimization, a targeted reduction of the R&D expenses (net) to sales ratio below 9% as well as the factors expected to support AUMOVIO's mid-term targets. In addition, more cost-competitive offerings to gain new customers and additional market share are expected to contribute to AUMOVIO's long-term ambitions.

In the long-term, AUMOVIO aims at a ROCE exceeding 16.0% based on further operating performance improvements, a higher profitability due to a streamlined product portfolio and additional efficiency measures, in particular with regard to its R&D activities, ramp-up of new businesses (e.g., AUMOVIO's HPCs or "as-a-service" offerings) and a site footprint consolidation which is expected to lead to a more efficient Capital Expenditure.

For its AM business area, it is AUMOVIO's long-term ambition that sales will exceed €6 billion and Adjusted EBIT Margin will be in a high single digit range. AUMOVIO aims at gaining substantial new business with its systems offerings as well as its "as-a-service" business model in partnership with Aurora. In addition, AUMOVIO expects that AM's sales will increase due to the CPV upside potential for its light vehicle and CSV component product portfolios. AM's Adjusted EBIT Margin is expected to increase through further site footprint and manufacturing optimizations as well as streamlined R&D activities. AUMOVIO expects that AM will profit in the long-term from strong operating leverages with its "as-a-service" offering and systems business in general. Repricing and streamlined reengineering processes to achieve higher cost efficiency without limiting quality or performance as well as an optimized claims management are also expected to lead to an increase in AM's Adjusted EBIT Margin in the long-term.

For its ANS business area, it is AUMOVIO's long-term ambition to have sales exceeding €6 billion and an Adjusted EBIT Margin in a mid-to-high single digit range. AUMOVIO believes that the development of its sales in the long-term will be driven by ANS's comprehensive portfolio serving classic as well as software defined vehicles and its ability to address the predicted ongoing separation between hardware and software. By meeting the increasing regulation, e.g., for its connectivity products and services, AUMOVIO believes ANS to profit from the rising hardware and software value. In particular, ANS's HPC offering shall allow to participate in this trend. With respect to its Adjusted EBIT Margin, AUMOVIO's long-term ambition is to profit from its efforts to reduce material costs and a further increase in operational and R&D efficiency, including footprint and project optimization measures.

For its SAM business area, it is AUMOVIO's long-term ambition to have sales exceeding €8.5 billion and an Adjusted EBIT Margin in a mid-to-high single digit range. AUMOVIO believes SAM's sales to profit from a rebalancing of its customer mix, in particular a higher share of Asian OEM customers, higher installation rates for air spring systems in general and launch of next generation brake systems, while CPV growth for SAM's safety offerings is expected to be moderate to low. AUMOVIO aims to increase SAM's Adjusted EBIT Margin by further optimizing its site footprint and manufacturing processes, with a particular focus to reduce material costs and enhancing reengineering processes to achieve higher cost efficiency without limiting quality or performance, as well as improving R&D efficiency.

For its UX business area, it is AUMOVIO's long-term ambition to have sales exceeding €4 billion and an Adjusted EBIT Margin in a mid-single digit range. AUMOVIO believes UX's sales to increase due to already awarded business for advanced high-tech displays (e.g., curved multi displays with OLED technology) and its order intakes. An increasing share in the Asian market and volume business as well as the predicted CPV growth are also believed to lead to further sales. With respect to Adjusted EBIT Margin, AUMOVIO believes to profit from reduced ramp-up costs and a focus on operational efficiency as well as measures to further streamline its product portfolio. In addition, AUMOVIO believes that a site footprint optimization, improved operational efficiency, in particular with regard to UX's R&D activities, and scale benefits in procurement lead to an increased Adjusted EBIT Margin.

AUMOVIO does not target any ambitions for its CM business area. Contract manufacturing is expected to be terminated in full in the first half of 2026 in accordance with existing contractual agreements.

In the mid-term, AUMOVIO targets to distribute between 10% and 30% of the IFRS consolidated net income after taxes attributable to the shareholders per fiscal year as its dividend policy. When determining the relevant percentage of consolidated net income, certain exceptional non-cash effects may be taken into account. The Company's ability to pay dividends in the future will depend on the amount of distributable profits. The Company cannot provide assurance regarding the amounts of future distributable profits, if any, and consequently, it cannot provide assurance that it will pay dividends in the future. It is currently not foreseen that a dividend may be paid for Fiscal

Year 2025 and it is uncertain from what point in time a dividend payment will be proposed. For further information, please see Section "5.2 *Dividend Policy*".

Certain statements in this section, including, in particular the expectations, forecasts, and targets described above, constitute forward-looking statements. These forward-looking statements are based on assumptions and are not guarantees of future financial performance, and AUMOVIO's actual results could differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including but not limited to those described in the Sections "2.4 *Forward-Looking Statements*" and "1 *Risk Factors*", in particular "1.3.1 *AUMOVIO's actual profits and business prospects could differ materially from its current profit forecast and outlook.*". The development of AUMOVIO and its business operations will depend, i.a., on the demand for its products and services closely linked to vehicle demand and global vehicle production and being influenced by macroeconomic factors, e.g. tariffs. For a detailed description of the business outlook of AUMOVIO regarding industry-related developments, please see Section "9 *Markets and Competition*". All foregoing financial expectations and targets are, in particular, based on the assumption of constant foreign exchange rates, no changes to the consolidation of the Group, due to an acquisition, sale or liquidation of businesses or otherwise, and no significant unforeseen events.