

**Corporate Governance Statement
pursuant to Section 289 F and
Section 315 D HGB**

002 Principles of corporate governance

002 Declaration of conformity under
Section 161 AKTG

005 Management and control structure

014 Contact

QUALIFICATION MATRIX FOR THE MEMBERS OF THE SUPERVISORY BOARD OF PWO AG

		Shareholder representatives				Employee representatives	
		Karl M. Schmidhuber	Dr. Georg Hengstberger	Carsten Claus	Dr. Jochen Ruetz	Andreas Bohnert	Stefan Klemenz
Membership	Member of the Supervisory Board since	May 31, 2016	May 22, 2013	May 23, 2018	May 23, 2018	May 20, 2021	May 20, 2021
	Date of birth	June 14, 1948	November 3, 1963	April 30, 1953	January 14, 1968	January 16, 1990	July 6, 1970
Diversity	Gender ¹	Male	Male	Male	Male	Male	Male
	Nationality	AT	DE	DE	DE	DE	DE
Competence areas (experience and knowledge)	Managing a larger international company	✓			✓		
	Automotive supply business and value creation along different value chains	✓					
	Product and process development ²	✓				✓	✓
	Sales and procurement markets, production, quality, distribution and supply chain structures in the automotive industry	✓					
	Contract and capital market law		✓				
	Business management and controlling	✓		✓	✓		
	Accounting, financing, taxation, risk management		✓	✓	✓		
	Audit			✓	✓		
	Corporate governance, compliance, internal auditing		✓	✓	✓		
	Sustainability ³	✓	✓	✓			
	Digitalization				✓		
	HR management	✓		✓		✓	✓
	Other requirements	Independence ⁴	✓		✓	✓	
No overboarding ⁵		✓	✓	✓	✓		
International expertise ⁶		✓			✓		

✓ The criterion is considered to be met based on a self-assessment carried out by the Supervisory Board. This is based on the fact that, based on their qualifications, the knowledge and experience acquired as part of their work as a member of the Supervisory Board or the regular training completed by members of the Supervisory Board, the members of the Supervisory Board have a very good grasp of company-specific issues and can make informed decisions.

¹ Effective April 1, 2022, the Supervisory Board resolved a target of having 1 woman on the Supervisory Board by March 31, 2027. With 6 Supervisory Board members, this represents a target of 16.67 percent.

² Product and process development, especially regarding technology that is relevant to the Group and adjacent or related areas.

³ Expertise in key sustainability issues for the Company in accordance with its sustainability strategy.

⁴ Independence within the meaning of recommendation C.7 of the Code refers to independence from the Company and from the Executive Board. Supervisory Board members are to be considered independent from the Company and its Executive Board if they have no personal or business relationship with the Company or its Executive Board that may cause a substantial – and not merely temporary – conflict of interest (C.7 (1) sentence 2 of the Code). Independence within the meaning of recommendation C.9 of the Code refers to independence from the controlling shareholder. A Supervisory Board member is considered independent from the controlling shareholder if they or a close family member are neither a controlling shareholder nor a member of the executive governing body of the controlling shareholder, and does not have a personal or business relationship with the controlling shareholder that may cause a substantial – and not merely temporary – conflict of interest (C.9 (2) sentence 1 of the Code).

⁵ As per recommendation C.4 of the Code, a Supervisory Board member who is not a member of any Executive Board of a listed company shall not accept more than 5 Supervisory Board mandates at non-group listed companies or comparable functions, with an appointment as Chair of the Supervisory Board being counted twice. As per recommendation C.5 of the Code, a Supervisory Board member who sits on the Executive Board of [another] listed company shall not have, in aggregate, more than 2 Supervisory Board mandates in non-group listed companies or comparable functions, and shall not accept the Chairmanship of a Supervisory Board in a non-group listed company.

⁶ At least half of the shareholder representatives should have multiple years of international experience.