



united

Annual Report 2020

Autoneum at a glance

Autoneum is the global market and technology leader in acoustic and thermal management for vehicles and partner to automobile manufacturers around the world. The Company develops and produces multifunctional, lightweight components for optimum noise and heat protection. The innovations of Autoneum make vehicles quieter, lighter and safer and help to reduce fuel consumption and emissions.

1 740.6

Revenue in CHF million

-18.7

Organic revenue change
in %

12 774

Number of employees

1.6

EBIT margin in %

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Hans-Peter Schwald (l)
Chairman of the Board

Matthias Holzammer
Chief Executive Officer

Operating profit thanks to profitable second half-year



Dear shareholders

2020 was marked by the coronavirus pandemic and its massive impact on the global economy. Worldwide lockdowns and production stoppages at vehicle manufacturers had drastic consequences for the entire automobile industry and Autoneum in the first half of the year. Although the market recovered in the second half-year, the number of vehicles produced for the year as a whole remained well below the level of the previous year. Thanks to prompt adjustment of the cost structure to the reduced market volume and improvements achieved during the turnaround in North America, Autoneum nevertheless managed to generate an operating profit in 2020 in an extremely difficult and volatile market environment.

REVENUE DEVELOPMENT IN LINE WITH MARKET

At 74.6 million, the number of vehicles produced globally was down –16.1% in 2020 compared to the prior year, when around 89 million vehicles were produced. In line with the negative market dynamics, Autoneum's revenue in local currencies decreased by –18.7% in 2020. The slightly higher decline in revenue compared to the market is due to the lower share of Asia in Autoneum's total revenue. Impacted by the appreciation of the Swiss franc against the most important currencies for Autoneum, consolidated revenue dropped by –24.2% from CHF 2 297.4 million in 2019 to CHF 1 740.6 million in 2020. While the coronavirus pandemic – due to temporary production stoppages – led to a market slump in the first half of 2020, the recovery and pent-up demand in the second half were also clearly reflected in Autoneum's revenue.

Financial Highlights

CHF million	2020		2019		Change	Organic change ¹
Autoneum Group						
Revenue	1 740.6	100.0%	2 297.4	100.0%	-24.2%	-18.7%
EBITDA	148.5	8.5%	164.0	7.1%	-9.5%	
EBIT	27.8	1.6%	-32.9	-1.4%		
EBIT before one-time effects ²	27.8	1.6%	35.0	1.5%		
Net result	-10.7	-0.6%	-77.7	-3.4%		
Return on net assets (RONA) ³	1.3%		-3.9%			
Free cash flow	112.5		-9.9			
Net debt at December 31 ⁴	271.7		335.0			
Number of employees at December 31 ⁵	12 774		13 128		-2.7%	
BG Europe						
Revenue	641.8	100.0%	900.9	100.0%	-28.8%	-25.6%
EBIT	21.5	3.3%	51.0	5.7%		
BG North America						
Revenue	753.5	100.0%	1 001.8	100.0%	-24.8%	-19.3%
EBIT	-43.6	-5.8%	-134.8	-13.5%		
EBIT before one-time effects ²	-43.6	-5.8%	-72.8	-7.3%		
BG Asia						
Revenue	254.1	100.0%	275.7	100.0%	-7.8%	-2.1%
EBIT	22.2	8.7%	11.9	4.3%		
EBIT before one-time effects ²	22.2	8.7%	17.9	6.5%		
BG SAMEA⁶						
Revenue	88.4	100.0%	125.8	100.0%	-29.7%	-7.5%
EBIT	10.9	12.3%	10.7	8.5%		
Share AUTN						
Share price at December 31 in CHF	161.60		116.20		39.1%	
Market capitalization at December 31	749.6		539.9		38.8%	
Basic earnings per share in CHF	-5.45		-20.82			
Dividend per share in CHF ⁷	-		-			

¹ Change in revenue in local currencies, adjusted for hyperinflation.² Without one-time effects from impairment of fixed assets in 2019.³ Net result before interest expenses in relation to average shareholders' equity plus borrowings.⁴ Net debt excl. lease liabilities at December 31.⁵ Full-time equivalents including temporary employees (excluding apprentices).⁶ Including South America, Middle East and Africa.⁷ As proposed by the Board of Directors and subject to the approval of the Annual General Meeting.

OPERATING PROFIT THANKS TO GLOBAL COST REDUCTION PROGRAM AND SUBSTANTIAL IMPROVEMENTS IN NORTH AMERICA

The sharp drop in production volumes worldwide and the resulting sudden underutilization of production capacities at Autoneum had a strong negative impact on the Company's profitability. Autoneum responded with a comprehensive range of immediate measures: For example, operating expenses were limited to the absolute minimum necessary and personnel costs were promptly adjusted in all areas to the lower production volumes. In addition, investments were reduced to a minimum thanks to significant investment activities in past years. The adjustment of costs to the new market reality, which is forecast to continue in the coming years as well, enabled Autoneum to benefit considerably from the global recovery in the second half of the year.

The on-site support provided by Group specialists, which is essential for the turnaround in North America, was hampered by the massive travel restrictions imposed by the pandemic and could therefore not be provided to the desired extent. The team in North America nevertheless managed to achieve significant, sustainable improvements. Thanks to the global cost reduction program and positive contributions from the turnaround program in North America, Autoneum generated a positive operating result in 2020 despite the slump in the market. Compared to the previous year, EBIT increased by CHF 60.8 million to CHF 27.8 million, thereby, despite the decline in revenue, almost achieving the prior-year EBIT of CHF 35.0 million excluding one-time charges from impairments. The EBIT margin improved to 1.6% (2019: -1.4%). After deduction of the financial and tax result, the net result for 2020 as a whole amounted to CHF -10.7 million (2019: CHF -77.7 million including one-time charges from impairments in the amount of CHF -68.0 million).

SIGNIFICANTLY IMPROVED FREE CASH FLOW ALLOWS FOR REDUCTION IN NET DEBT

Strict cost management and the controlling of investments in tangible assets to the necessary minimum resulted in a CHF 122.5 million improvement in free cash flow to CHF 112.5 million (2019: CHF -9.9 million). Reduced investments in tangible assets in the amount of CHF 41.9 million (2019: CHF 125.8 million) were the main driver behind the increase in free cash flow. Thanks to disciplined cost management, cash flow from operating activities improved substantially over the prior year to CHF 149.7 million (2019: CHF 119.2 million), despite a sharp fall in revenue. This positive cash flow development enabled a reduction in net debt (excluding lease liabilities) of CHF -63.3 million to CHF 271.7 million (December 31, 2019: CHF 335.0 million) in 2020 for the first time since 2016. As of December 31, 2020 the equity ratio fell to 22.9% (December 31, 2019: 27.1%). In addition to the negative net result, this decrease was particularly due to currency losses from translation of financial statements of foreign subsidiaries into the stronger Swiss franc recognized directly in equity.

Given the negative net result and so as not to burden the financial recovery of the Company, the Board of Directors will propose to the Annual General Meeting on March 25, 2021 waiving the dividend for the 2020 financial year.

PERSONNEL CHANGES ON THE BOARD OF DIRECTORS

The Board of Directors will propose Liane Hirner and Oliver Streuli for election to the Board of Directors. Both have extensive expertise in the areas of finance and corporate management. Peter Spuhler will not stand for reelection at the Annual General Meeting in order to focus on managing Stadler Rail. He was an important driving force in the founding of the Company, played a major role in shaping Autoneum thanks to his entrepreneurial expertise and showed great commitment to the Company. The Board of Directors thanks him sincerely and wishes him continued success.

INNOVATION LEADERSHIP IN THE SERVICE OF CUSTOMERS AND THE ENVIRONMENT

Two trends defined the automobile industry in 2020: ongoing electrification and sustainability. Autoneum anticipated them early on in research and development and so today offers a product portfolio that is not only geared to the individual needs of vehicle manufacturers, but also meets end consumers' expectations when it comes to sustainable mobility. In order to make it easier for customers to select particularly environmentally-friendly components for future models, the Company launched a sustainability label for acoustic and thermal management in the reporting year, making it the first automotive supplier to do so. "Autoneum Pure." stands for technologies with an excellent environmental performance in all four phases of the life cycle: material procurement, production, use and end of life. For example, components with a high content of recyclable materials or those that achieve significant weight savings compared to comparable standard components qualify for the label. Autoneum offers various multifunctional technologies that meet the high standards for "Autoneum Pure." products: Ultra-Silent for underbody systems or battery undercovers, Di-Light for carpet systems, Prime-Light and IFP-R2 for inner dashes and floor insulators as well as Hybrid-Acoustics PET for e-motor encapsulations and engine-mounted parts.

Another contender for the "Sustainability Champion" award is already in the starting blocks: In 2020, Autoneum launched a frunk – short for front trunk – made of Ultra-Silent that was specifically developed for electric vehicles. With demand for electric cars growing sharply, the need for lightweight components that enable a greater driving range for this category of vehicles is rising as well. The innovative component made of Ultra-Silent is particularly light thanks to its textile fibers, which contributes to reduced vehicle weight, less energy consumption and longer driving pleasure. At the same time, the Ultra-Silent-based frunk also improves vehicle acoustics. Thanks to their sound-absorbing material composition, the Ultra-Silent components reduce annoying noises in electric vehicles such as the ones resulting from heat pumps and tires at the source. The Ultra-Silent-based frunk is highly sustainable as well: It is made entirely of PET and contains up to 70% recycled material.

Sustainability, however, is not limited to e-cars: With Relive-1, Autoneum offers an innovative tufted carpet for all powertrain models that meets the highest requirements of sustainable mobility. The technology for the compact to premium class, which has been awarded the "Autoneum Pure." label for outstanding environmental friendliness, convinces with its particularly sustainable use of raw materials: For example, only recycled PET bottles are used to manufacture the carpet fibers. Autoneum reuses this raw material, thus conserving natural resources and reducing plastic waste. At the same time, Relive-1 stands for the above-

average product quality of Autoneum: Compared to standard carpets in compact to large class vehicles, Relive-1 carpets are more durable and have excellent cleanability, which is a benefit for recreational vehicles like SUVs.

BUSINESS GROUPS

At -25.6%, the decline in revenue in local currencies at Business Group Europe reflected the regional, pandemic-marred market development. Revenue in Swiss francs decreased to CHF 641.8 million (2019: CHF 900.9 million). Thanks to a consistent reduction of costs and the use of state programs such as short-time work, the Business Group adjusted its cost base quickly to the lower level of revenue. However, the massive decline in revenue in the first half-year had a strong negative impact on EBIT, reducing it for the year as a whole to CHF 21.5 million (2019: CHF 51.0 million). Nevertheless, a positive EBIT margin of 3.3% (2019: 5.7%) was achieved.

In North America, too, the Business Group's negative organic revenue growth of -19.3% reflected the adverse regional market dynamics. Impacted by the market development and negative currency effects, revenue in Swiss francs fell by CHF -248.3 million to CHF 753.5 million (2019: CHF 1 001.8 million). Significant operational and thus financial improvements were made in 2020 under the ongoing turnaround program. Additionally, a reduction in expenditure exceeding the one achieved in the turnaround program was realized and further costs were flexibilized where possible. As a result, the Business Group increased its EBIT remarkably by CHF 91.2 million to CHF -43.6 million (2019: CHF -134.8 million, including one-time charges from impairments in the amount of CHF -62.0 million). Before impairments, Business Group North America managed to improve the operating result by CHF 29.2 million despite the marked fall in revenue.

Asia was the first region worldwide where the coronavirus pandemic led to the closure of plants as early as in February. The main market, China, recovered to the prior year's level during the first half of the year and even exceeded it in the second half. At -11.3%, Asian automobile production thus recorded the smallest decline in comparison to other regions in 2020. With an organic revenue decline of just -2.1%, Business Group Asia significantly outperformed the market. The recovery of the Chinese market, which is crucial for Business Group Asia, was decisive for the significantly stronger growth of the Business Group compared to the Asian market as a whole. Revenue in Swiss francs decreased to CHF 254.1 million (2019: CHF 275.7 million). Expenditure discipline and positive effects from headcount adjustments that were already initiated the year before resulted in large cost reductions that enabled Business Group Asia to increase its EBIT in 2020 to CHF 22.2 million (2019: CHF 11.9 million including one-time charges from impairments in the amount of CHF -6.0 million) despite the drop in production. The EBIT margin doubled to 8.7% (2019: 4.3%) compared to the prior year.

Business Group SAMEA (South America, Middle East and Africa) also significantly outperformed the market, which contracted sharply as a result of the coronavirus crisis. Although around 20% fewer vehicles were produced in the region compared to the prior year, Business Group SAMEA's revenue shrank by just -7.5% on an inflation- and currency-adjusted basis. This was largely attributable to high-volume programs in Turkey and South Africa. Due to the strong depreciation of various currencies in this region, revenue consolidated in Swiss francs fell by -29.7% to CHF 88.4 million (2019: CHF 125.8 million). Through prompt adjustment of costs in

response to reduced volumes, Business Group SAMEA generated a slightly improved EBIT in the reporting year of CHF 10.9 million (2019: CHF 10.7 million); this corresponds to a considerable EBIT margin of 12.3% (2019: 8.5%).

OUTLOOK

Global automobile production is expected to increase in 2021 compared to 2020, even though the number of vehicles produced is still not forecast to reach the level of 2019. Autoneum's revenue development is expected to be in line with the market. In particular, business performance in the first half of 2021 will be strongly influenced by the further course of the pandemic and is likely to be volatile accordingly. Therefore, revenue may be slightly lower in the first half-year compared to the second half of 2020. Based on the forecast market development and further operational improvements in North America, the Company expects an EBIT margin of 4–5% and a free cash flow in the higher double-digit million range for 2021.

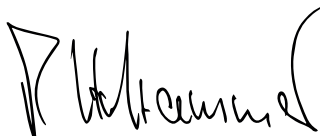
ACKNOWLEDGMENT

After an already challenging previous year, 2020 demanded a lot from all employees in their joint efforts to get Autoneum back on course. We would like to thank our employees sincerely for their outstanding, tireless commitment, for their acceptance of difficult cuts and for their loyalty to the Company, especially in challenging times. Our thanks also go to our customers, suppliers, business partners, most of whom have been with us for many years, and shareholders for their confidence in Autoneum.

Winterthur, March 2, 2021



Hans-Peter Schwald
Chairman of the Board

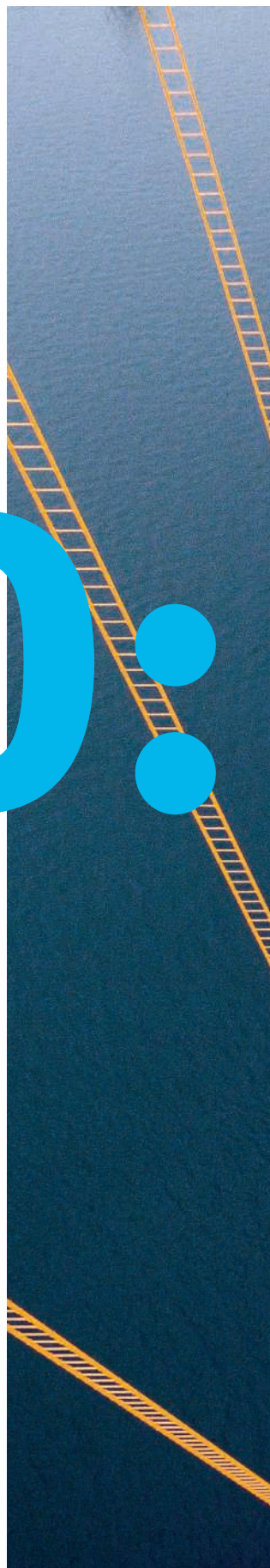


Matthias Holzammer
Chief Executive Officer

2020:

Year in Review

In a highly challenging year impacted by the coronavirus pandemic, Autoneum both invested in and further extended its innovation leadership: The Company not only launched “Autoneum Pure.”, a label determining particularly sustainable technologies, but also expanded its product portfolio by adding components dedicated for electric vehicles among other things. Furthermore, various customer awards once again acknowledged Autoneum’s operative excellence – a success factor for the Company from which numerous vehicle manufacturers around the world benefit.





“Autoneum Pure.” – particularly sustainable

Products with an excellent environmental performance throughout their entire life cycle – that is what “Autoneum Pure.” stands for. The label determines particularly sustainable technologies, thereby guiding car manufacturers in the selection of components for environmentally-friendly models. Autoneum already offers various multifunctional technologies and products that meet the high standards of “Autoneum Pure.” products: Ultra-Silent for underbodies and battery undercovers, Di-Light-based carpet systems, electric engine encapsulations made of Hybrid-Acoustics PET and Mono-Liner, an especially light wheelhouse outer liner that helps to achieve a lower vehicle weight and correspondingly reduces fuel consumption and emissions.







Turnaround on track

Thanks also to the progress in the implementation of the turnaround program for its North American sites, Autoneum has obtained important operational and financial improvements in 2020. Despite the significant impact of the coronavirus pandemic especially in the first half of the year, the turnaround has proceeded according to plan: Necessary efficiency improvements, especially in production, and cost savings in all areas have been achieved. Actions for further improvements in 2021 are currently being prepared and implemented.



Relive-1: PET in its most beautiful form

With Relive-1, Autoneum now offers a premium technology for vehicle carpets that not only impresses thanks to its aesthetic appearance, but also has an exceptional environmental performance. Among other things, carpets made of Relive-1 convince through their sustainable material composition: Only recycled PET bottles are used to produce the carpet fibers. At the same time, Relive-1 is robust, water-repellent and particularly easy to clean – and thus enhances any car interior.









Sales market China

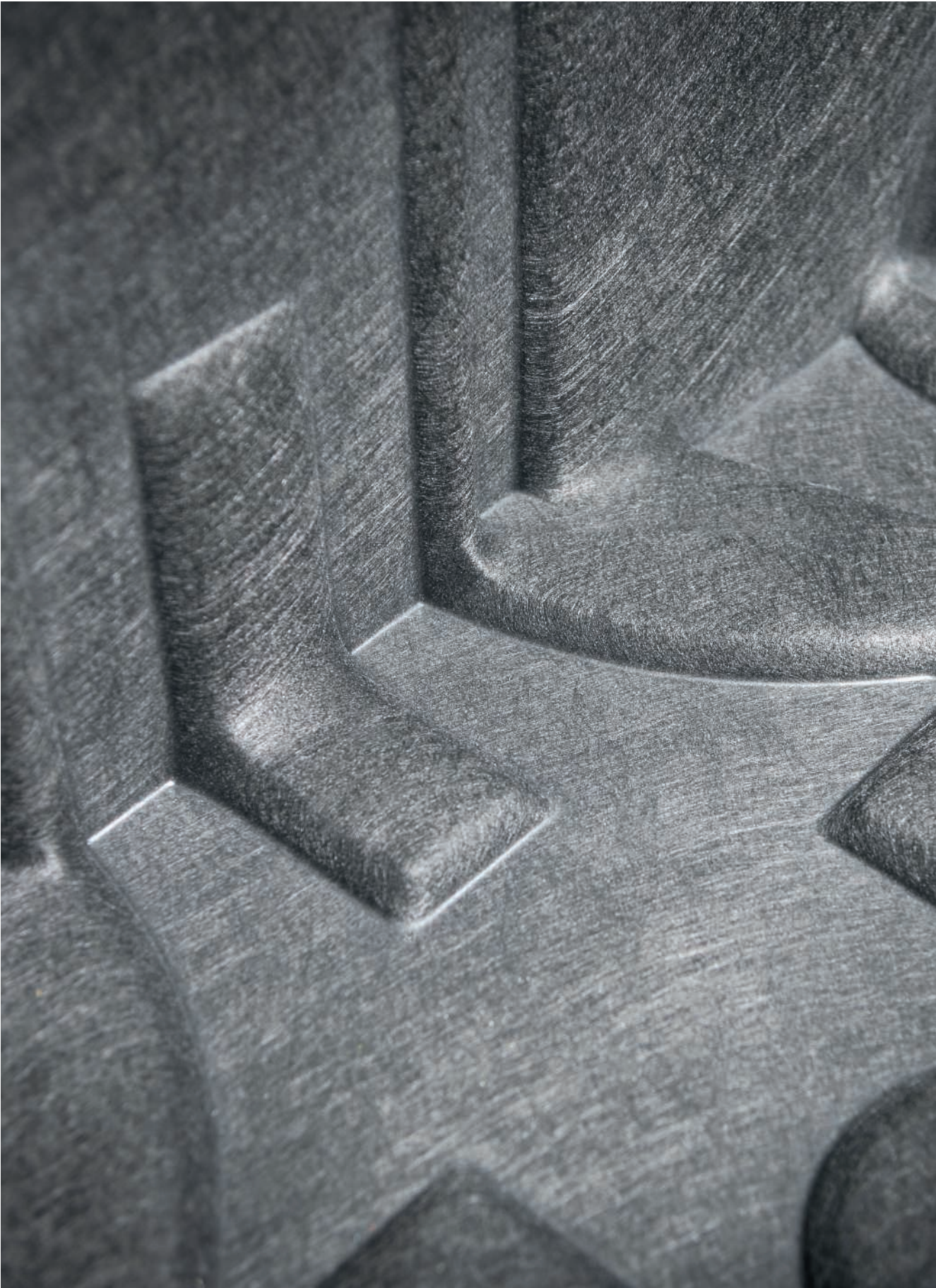
As the world's largest automotive market, China is not only an important sales region for vehicle manufacturers and suppliers alike, but also a pioneer in new forms of mobility. Thanks to the rapid recovery from the pandemic-related decline, over 23 million light vehicles were produced in China in 2020, with around one million of these being electric vehicles. With seven local plants, Autoneum supports both international and local vehicle manufacturers with multifunctional lightweight components for noise and heat protection in their efforts for sustainable mobility. And it has done so with success: 15 electric models produced in China are already equipped "by Autoneum".



Focus on operational excellence

In 2020, Autoneum has once again received various customer awards honoring its product quality and the way orders are executed in its manufacturing facilities. Among others, the plants in San Luis Potosí, Mexico, and in London and Tillsonburg, Canada, were proud recipients of the prestigious “Supplier Quality Excellence Award” for faultless production and smooth logistics from long-standing customer GM. With its outstanding delivery and quality standards, the London plant has also convinced Ford as a “Q1 supplier”. But there are no limits to quality: The joint venture plant in the South African city of Rosslyn stood out as well for its operational excellence and was honored as one of more than 100 contenders with the “Toyota Quality Management Award”.







Green light for electric cars

For electric vehicles, driving range and energy efficiency are crucial. With an innovative frunk made of the lightweight mono-material Ultra-Silent, Autoneum helps customers to reduce the vehicle weight of e-models and thus ensures additional mileage. Compared to standard components made of plastic, Ultra-Silent frunks are more than 50% lighter. But the e-car innovation has even more up its sleeve: It absorbs both driving and vehicle noise and is particularly environmentally-friendly – because it is made entirely of recyclable PET.

Bor: investment in highest product quality

At the Czech plant in Bor, Autoneum produces needlepunch and tufted carpets for German, French and Korean vehicle manufacturers at its facility arranged over 35 000 square meters. Thanks to a newly installed non-woven carpet line and an associated innovative back coating machine added in 2020, daily production output has been increased to over 12 000 carpets. Drivers of a wide range of vehicle models – from small and sporty models to SUVs – benefit from the noise-absorbing, durable and aesthetic carpet systems offered by the market leader.







Happy Birthday, Guangzhou!

More than 200 million. That's how many components our plant in Guangzhou in southern China has produced since it opened 15 years ago. Today, more than 500 employees produce around 130 000 parts daily in Autoneum's first Chinese joint venture plant. Customers such as Honda, Nissan, Toyota, GAC and XiaoPeng benefit from Autoneum's lightweight carpets and inner dashes – for both gasoline engines and electric vehicles.







ATLAS: measurement system for perfect acoustics

With the progressing electrification of mobility and the trend towards autonomous driving, remote working and recreation in the vehicle are becoming a matter of course. The prerequisite for this is a passenger cabin that is as quiet as possible. To this end, Autoneum's new ATLAS measurement system identifies potential internal and external noise sources already in the pre-development of new models and sets new standards: In no time, customers can now assess and select acoustic components and materials tailored to their needs in a resource-saving manner.





Committed to the **environ- ment** and **society**

Being a responsible corporate citizen, Autoneum wants to make its contribution to a sustainable future. Launched in 2018, the Advance Sustainability Strategy 2025 and its defined set of environmental, social and ethical activities and targets is used as the main instrument to achieve this. Notwithstanding the massive impact of the coronavirus pandemic on all Autoneum locations, the Company once again implemented a large number of projects and measures worldwide in 2020 to protect natural resources and to promote social development.

40

Over 40 eco-efficient projects worldwide

84

In 2020, employees were engaged in 84 social projects.

29

29 plants were certified according to ISO 45001, the leading standard for occupational health and safety.

ECO-EFFICIENT PRODUCTION PROCESSES

As a manufacturing company, Autoneum works continuously to reduce its environmental footprint. In 2020, over 40 eco-efficiency projects at 22 locations helped to reduce the Company's energy and water consumption and decrease and recycle manufacturing waste. Besides energy efficiency measures such as switching to LED lighting and more efficient compressors, fans and cooling systems, the Company is endeavoring to create closed material loops by fully recycling raw and other materials used in production. To this end, Autoneum further expanded its recycling capacity in 2020 and new facilities for reclaiming scrap from the production of inner dashes and tufted carpets commenced operations in the USA. In Europe, thanks to comprehensive process optimization, heavy layer production waste from various European plants is now recycled into newly manufactured inner dashes at the sites in Gundershausen, Germany, and Valldoreix, Spain.

OCCUPATIONAL HEALTH AND SAFETY

Autoneum is committed to promoting the health of its employees and ensuring a safe working environment at all Company locations. In 2020, this undertaking was more important than ever: To protect employees from the coronavirus, all Autoneum plants around the world implemented additional strict health protocols and measures, which in some cases far exceeded local legal requirements. In order to raise awareness of safety-relevant aspects in manufacturing, "Manufacturing Safety Program" workshops were held, largely virtually, at all plants in 2020. At these two-day training sessions, management teams learned different methods to promptly detect and avoid unsafe practices and conditions. In addition, all plant and shift managers as well as EHS managers in Asia undertook specific training on "Safety Leadership", which focused on building a proactive safety culture. The Company further improved its ergonomics standards in the reporting year. Process engineers and EHS employees from all plants were trained in the application of the ergonomics manual and the applicable software. Finally, 23 plants were certified according to ISO 45001, the world's leading standard for occupational health and safety, in 2020. This brought the number of ISO 45001-compliant Autoneum plants to 29.

eco-efficient

EMPLOYEE DEVELOPMENT

Despite the challenges posed by the coronavirus pandemic, Autoneum continued to offer employees a wide range of opportunities for professional and personal development in 2020. For example, 160 managers from all Company regions took part in a virtual workshop series on the topic of “Accountability” in the fall. As part of this innovative event format, employees analyzed and defined the Company’s guiding value and reflected on how they as managers could best exemplify this value on a day-to-day basis. A special focus was placed on the aspect of strengthening team spirit during phases of remote working. The “Valuing the difference” workshop series, which was also developed for managers, addressed the topic of diversity and inclusive management practices, including identifying unconscious bias so as to prevent it from influencing personnel decisions. In addition, selected managers from all locations around the world took part in training sessions on crisis management and communication.

COMPLIANCE

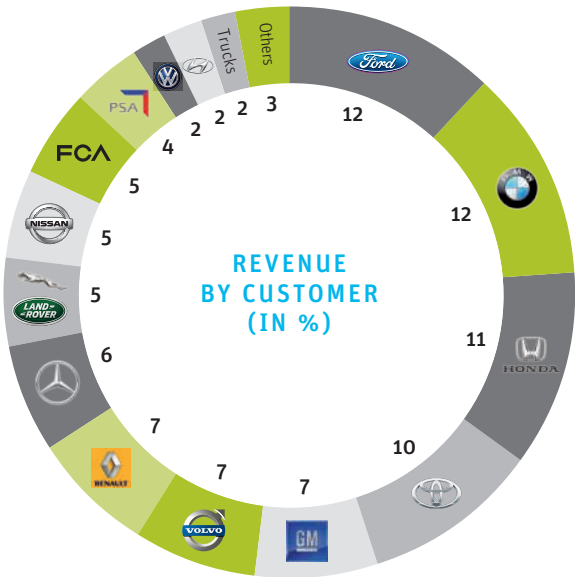
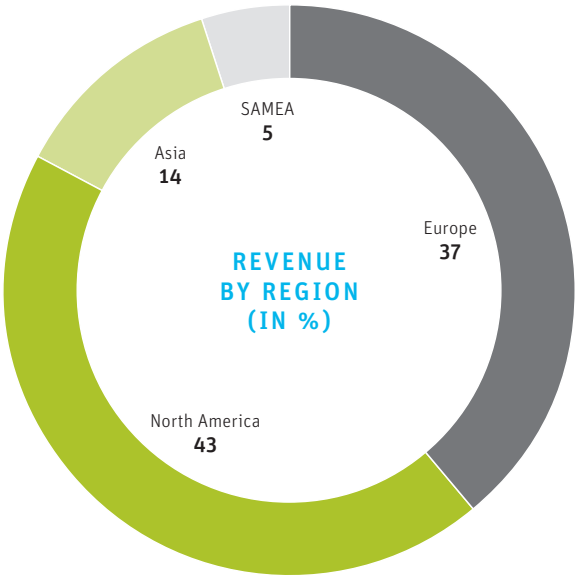
Autoneum strives to observe the highest ethical standards both within the Company as well as in all its business relations. The value basis for all actions is the Code of Conduct, which is binding for all employees. Its implementation is managed through a comprehensive Compliance Management System (CMS) and the guidelines, processes and objectives defined within it. The global compliance risk assessment, which evaluates the development status of the CMS and identifies potential for improvement, was completed as part of this framework in 2020. Other important measures to raise awareness about compliance such as the “Tone at the Top” program were continued in the reporting year as well. As part of this program, managers are made aware of

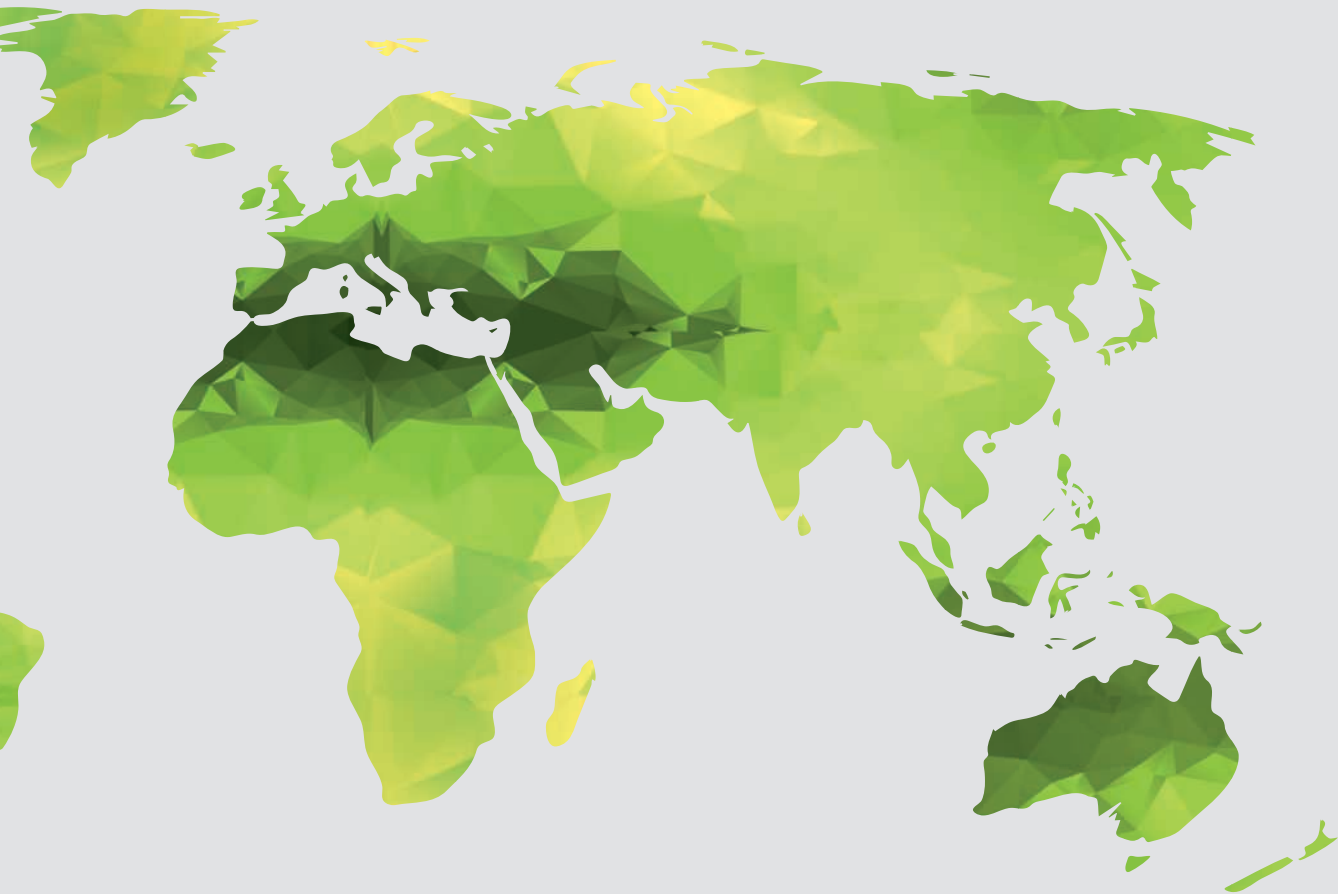
their role model function and appropriate behavior when interacting with employees. Irrespective of position, regular training sessions are held on the Code of Conduct and on topics such as anti-corruption, sexual harassment in the workplace, competition law, data protection and cybercrime. This is to ensure that Autoneum employees do not put themselves or the Company at risk as a result of inappropriate conduct.

SOCIAL ENGAGEMENT

With more than 50 production facilities worldwide, Autoneum has a material economic impact on the communities where it is active. The Company maintains close, long-term ties with local stakeholders in order to make the best possible use of this influence in addressing social and environmental challenges. For instance, our colleagues at the US site in Aiken (South Carolina) worked with the Red Cross in 2020 to conduct a blood drive, thus supporting the health care system during the pandemic. In Shanghai, volunteers from Autoneum’s Asian headquarters organized a day full of activities for 60 disabled young people in the run-up to the Chinese Moon Festival. Employees from the headquarters of the Business Group SAMEA in São Paulo and the attached production plant conducted a winter collection campaign again in 2020 to provide homeless people with weatherproof clothing, food and blankets. Finally, Autoneum was involved in a good cause in Hungary as well: Employees from our site in Komárom planted young birch trees in a nearby forest in a step to improve air quality.

Markets and Customers





EUROPE

Belgium

- Genk

Czech Republic

- Bor
- Choceň
- Hnátnice

France

- Aubergenville
- Blainville
- Lachapelle-aux-Pots
- Moissac
- Ons-en-Bray

Germany

- Munich
- Rossdorf-Gundernhausen
- Sindelfingen

Hungary

- Komárom

Poland

- Katowice
- Nowogard

Portugal

- Setúbal

Russia

- Ryazan

Spain

- A Rúa
- Valldoreix

Sweden

- Gothenburg

Switzerland

- Sevelen
- Winterthur (HQ)

United Kingdom

- Halesowen
- Heckmondwike
- Stoke-on-Trent

NORTH AMERICA

Canada

- London, Ontario
- Tillsonburg, Ontario

Mexico

- Mexico City
- San Luis Potosí
- Silao

USA

- Aiken, South Carolina
- Bloomsburg, Pennsylvania
- Jeffersonville, Indiana
- Novi, Michigan
- Oregon, Ohio
- Jackson, Tennessee
- Monroe, Ohio
- Somerset, Kentucky
- Tinley Park, Illinois
- Valparaiso, Indiana

ASIA

China

- Chongqing
- Dadong
- Pinghu
- Shanghai
- Taicang
- Tiexi
- Yantai
- Guangzhou
- Tianjin
- Wuhan
- Fuzhou

India

- Behror
- Chennai

Indonesia

- Jakarta

Japan

- Oguchi
- Tokyo

Malaysia

- Shah Alam

South Korea

- Seoul

Thailand

- Laem Chabang
- Chonburi

SAMEA*

Argentina

- Córdoba

Brazil

- Gravataí
- São Paulo
- Taubaté

South Africa

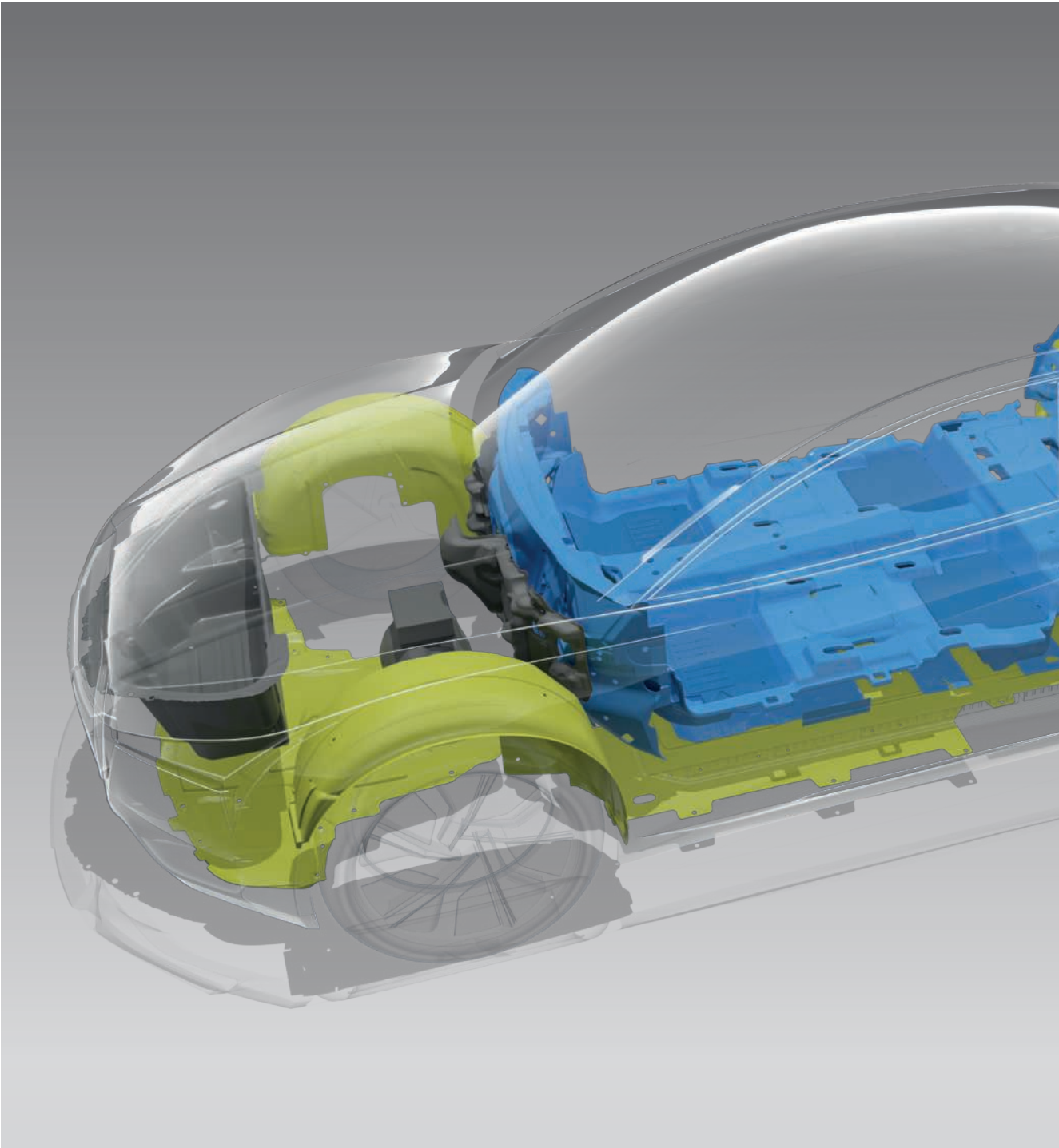
- Rosslyn
- Durban

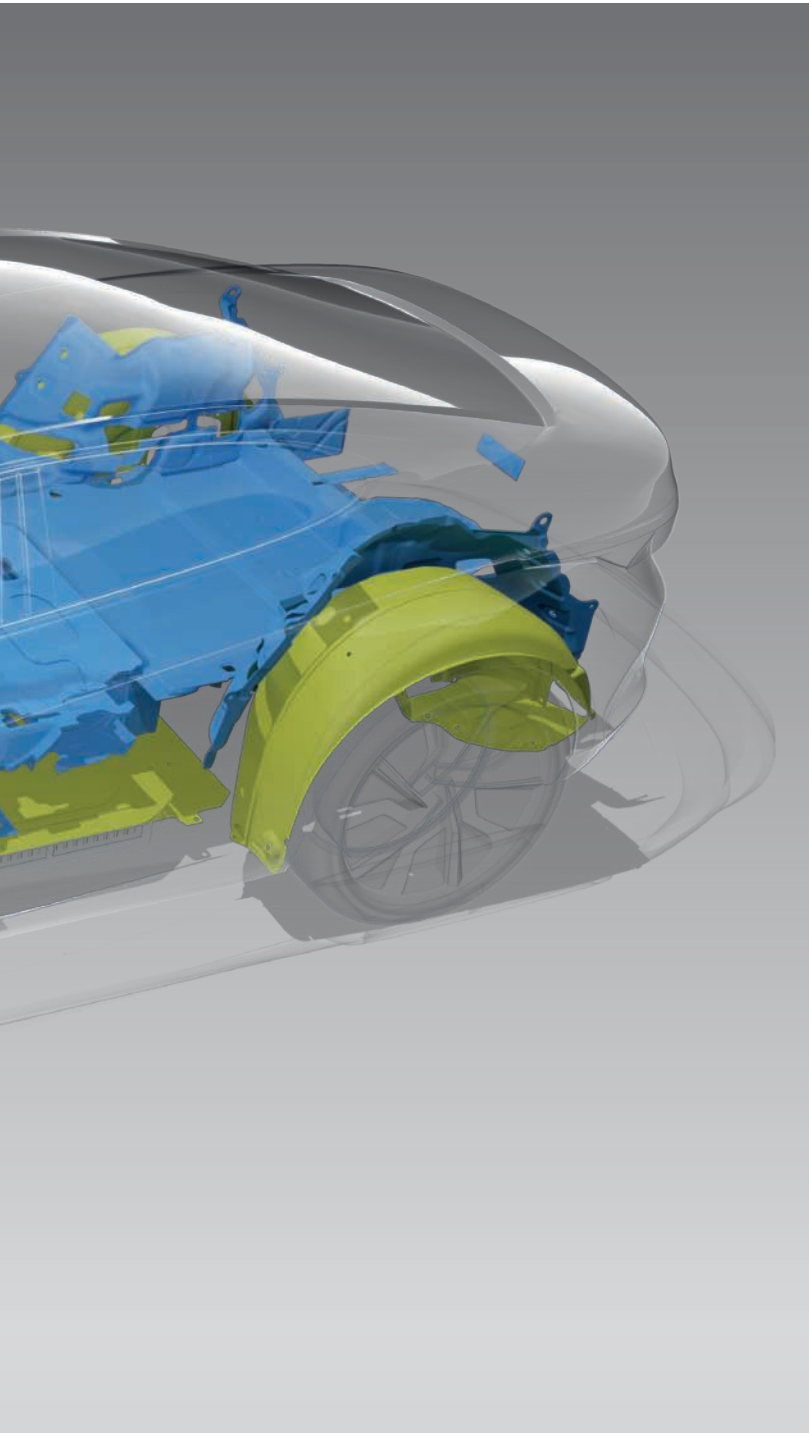
Turkey

- Bursa

* South America, Middle East and Africa.

Our Product Portfolio





Exterior

ENGINE BAY

- Frunk
- E-motor Encapsulations
- Outer Dashes
- Hoodliners*
- Engine Top Covers*
- Engine- and Body-Mounted Absorbers*
- Outer Trunk Floor Insulators

UNDERBODY

- Under Floor and Under Engine Shields
- Wheelhouse Outer Liners
- Tunnel Insulators
- Under Battery Shields
- Heatshields*

Interior

INTERIOR FLOOR

- Inner Dashes
- Needle-punch Carpets
- Tufted Carpets
- Floor Insulators
- Inner Wheelhouse Insulators
- Floor Mats
- Dampers
- Inner Trunk Floor Insulators

* Components specifically for vehicles with combustion drive.





Corporate Governance

The rules and regulations of Corporate Governance are laid out in numerous Autoneum documents, in particular the Articles of Association*, the Organizational Regulations* and the Board Committee Regulations. The content and structure of this report conform to the Directive Corporate Governance (DCG) and the related Guideline published by the SIX Swiss Exchange. Unless stated otherwise, the data pertains to December 31, 2020. Some information will be updated regularly on www.autoneum.com/investor-relations. For some information readers are referred to the financial section of this Annual Report. The Remuneration Report can be found from page 129 onwards.

* www.autoneum.com/investor-relations/corporate-governance

1 GROUP STRUCTURE AND SHAREHOLDERS

GROUP STRUCTURE

Autoneum Holding Ltd is a company incorporated under Swiss law, with its registered offices in Winterthur. Its shares are listed on the SIX Swiss Exchange (securities code 12748036, ISIN CH0127480363, symbol AUTN). Market capitalization as of December 31, 2020 was CHF 749.6 million.

Autoneum Group consists of the four Business Groups Europe, North America, Asia and SAMEA (South America, Middle East and Africa), the Group Finance department and those corporate functions that report directly to the CEO. It includes all companies controlled by Autoneum Holding Ltd. Within the framework of internal regulations, the Business Groups are responsible for the profitability of each individual company with the exception of those business activities and companies that report directly to the CEO. Each Business Group has been established for a clearly defined and demarcated specific market region. Each of these Business Groups conducts its business within the framework of the Organizational Regulations* and under the leadership of the Business Group Head, who reports directly to the CEO of the Autoneum Group. The segment reporting information can be found on pages 84–86.

The Group Finance department and those corporate functions that report directly to the CEO support the CEO, the Business Group Heads and the Board of Directors in their management and supervisory functions, and are responsible for the activities outside the Business Groups, such as management of holding companies and pension funds. Subsidiary companies are founded based on legal, business and financial considerations. One person (Head of Legal Unit) is appointed for each company and is responsible for local financial management as well as for compliance with national laws and regulations and internal guidelines. Companies with participation of further shareholders are principally managed as described above, however taking into consideration the respective agreements.

42 companies worldwide belonged to the Autoneum Group as of December 31, 2020. An overview on subsidiaries comprising the names, domiciles and share capital of the subsidiaries and the voting rights held by the Autoneum Group can be found on page 111. The management organization of the Autoneum Group is independent of the legal structure of the Group and the individual companies.

SIGNIFICANT SHAREHOLDERS

As of December 31, 2020 Autoneum was aware of the following shareholders with 3% or more of all voting rights in the Company:

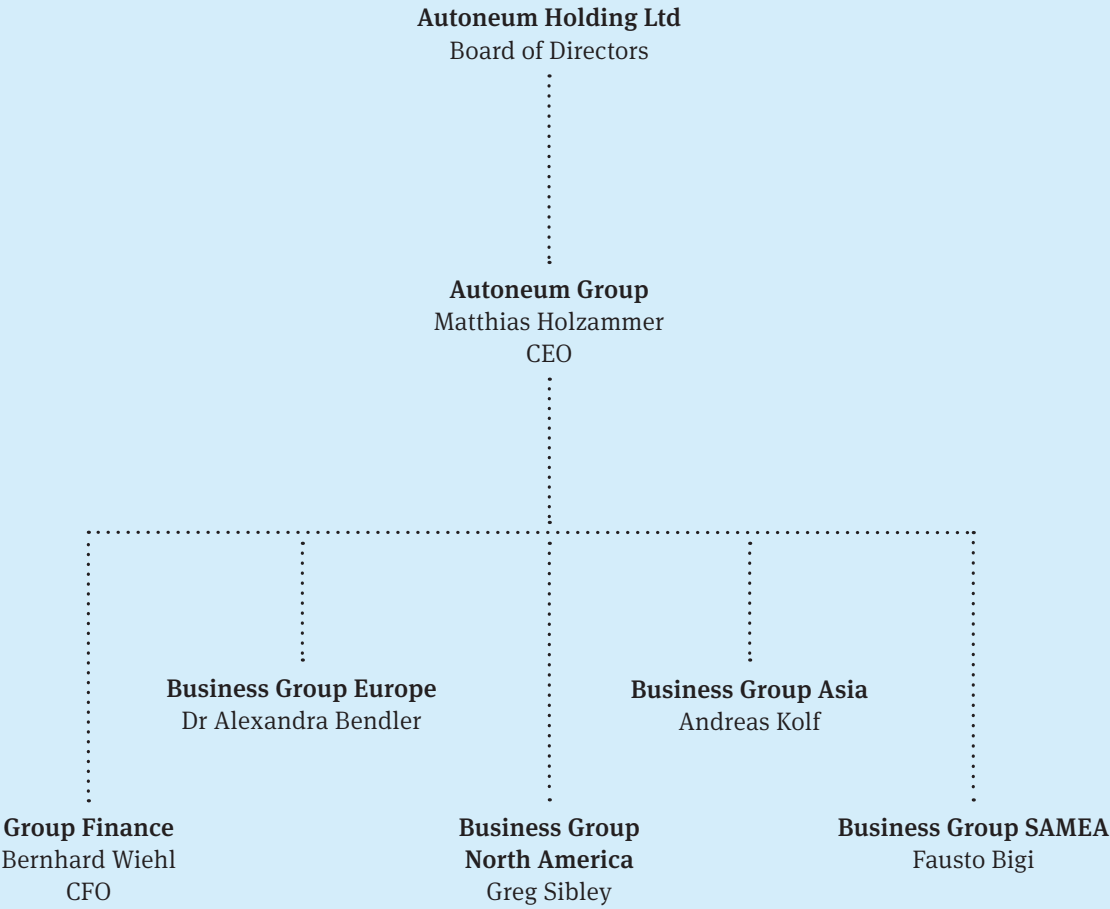
- Artemis Beteiligungen I Ltd, Hergiswil, Switzerland; Centinox Holding Ltd, Hergiswil, Switzerland; and Michael Pieper, Hergiswil, Switzerland; 21.3%
- PCS Holding Ltd, Frauenfeld, Switzerland; and Peter Spuhler, Warth-Weiningen, Switzerland; 16.17%
- Martin and Rosmarie Ebner via BZ Bank Limited, Wilen, Switzerland; 3.1%

All notifications of shareholders with 3% or more of all voting rights in the Company have been reported to the Disclosure Office of the SIX Swiss Exchange in accordance with Art. 120 of the Financial Market Infrastructure Act (FMIA) and published via its electronic publication platform on www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/, where further

* www.autoneum.com/investor-relations/corporate-governance

ORGANIZATION

As of December 31, 2020



details can also be found. As of December 31, 2020 Autoneum Holding Ltd held 0.72% of the share capital (33 803 shares).

CROSS-HOLDINGS

The Company has no information about cross-holdings of capital or voting shares exceeding the limit of 5% on both sides.

2 CAPITAL STRUCTURE

SHARE CAPITAL

On December 31, 2020 the share capital of Autoneum Holding Ltd totaled CHF 233 618.15. It was divided into 4 672 363 fully paid-up registered shares with a par value of CHF 0.05 each. The shares are listed on the SIX Swiss Exchange (securities code 12748036, ISIN CH0127480363, symbol AUTN).

AUTHORIZED SHARE CAPITAL

There is no authorized share capital available at Autoneum Holding Ltd.

CONTINGENT CAPITAL FOR ISSUING CONVERTIBLE AND/OR WARRANTY BONDS OR GRANTING SHAREHOLDER OPTIONS

The share capital may be increased by up to 700 000 fully paid-up registered shares with a nominal value of CHF 0.05 each in an amount not to exceed CHF 35 000 or 14.98% through the voluntary or mandatory exercise of conversion rights and/or warrants granted in connection with the issuance of bonds or similar financial instruments by the Company or one of its Group companies on national or international capital markets, and/or through the exercise of option rights granted to the shareholders. The preemptive rights of the shareholders on the issuance of bonds or other financial instruments with which conversion rights and/or warrants are connected shall be excluded. The then current owners of conversion rights and/or warrants shall be entitled to subscribe to the new shares. The conditions of the conversion rights and/or warrants shall be determined by the Board of Directors.

The acquisition of shares through the voluntary or mandatory exercise of conversion rights and/or warrants as well as each subsequent transfer of shares are subject to the restrictions in §4 of the Articles of Association*.

In connection with the issuance of bonds or similar financial instruments with which conversion rights and/or warrants are connected, the Board of Directors is empowered to restrict or exclude the advance subscription rights of shareholders if (1) such instrument is issued for the financing or refinancing of the acquisition of corporations, parts thereof, equity holdings or investments or if (2) such instrument is issued (i) on national or international capital markets or (ii) to one or more financial investors. If the advance subscription rights are restricted or excluded by the Board of Directors, the following shall apply: The issuance of such instruments shall be made at prevailing market conditions, and the new shares shall be issued pursuant to the relevant conditions of that financial instrument. Conversion rights may be exercised during a maximum ten-year period, and warrants may be exercised during a maximum seven-year period, in each case from the date of the respective issuance. The issuance of the new shares upon voluntary or mandatory exercise of conversion rights and/or warrants shall be made at conditions taking into account the market price of the shares and/or comparable instruments with a market price at the time of issuance of the relevant financial instrument.

* www.autoneum.com/investor-relations/corporate-governance

CONTINGENT CAPITAL FOR EMPLOYEE PARTICIPATION SHARES

The share capital may be increased by a maximum of CHF 12 500 or 5.35% through the issuance of up to 250 000 fully paid-up registered shares with a par value of CHF 0.05 each to employees of the Company or its Group companies. The preemptive rights of the shareholders shall be excluded in connection with the issuance of convertible or warrant-bearing bonds or similar financial instruments. The issuance of these shares to employees will be in accordance with one or more regulations issued by the Board of Directors and will take appropriate account of employee performance, position and degree of responsibility and economic viability criteria subject to §24 of the Articles of Association*. Shares or options may be issued to employees at a price lower than that quoted on the stock exchange.

The acquisition of shares within the framework of the employee participation plan, as well as every subsequent transfer of these shares, is subject to the limitations set forth in §4 of the Articles of Association*.

CHANGES IN SHARE CAPITAL

There have been no changes to the share capital of Autoneum Holding Ltd since the Company's founding on December 2, 2010. The General Meeting of March 22, 2011 adopted a contingent share capital of CHF 35 000 (see page 44) and a contingent share capital of CHF 12 500 (see above).

PARTICIPATION AND DIVIDEND-RIGHT CERTIFICATES

Autoneum Holding Ltd has issued neither participation certificates nor dividend-right certificates.

SHARES

Autoneum Holding Ltd has issued 4 672 363 fully paid-up registered shares with a nominal value of CHF 0.05 each. Each registered share is entitled to dividends and entitles the holder to one vote at General Meetings of Autoneum Holding Ltd shareholders. The Board of Directors maintains a share register in which the owners and usufructuaries are registered with name/company name and address with the following conditions. Only those persons listed in the share register will be recognized as company shareholders or usufructuaries. Any changes of name or address must be communicated to the Company. Those who acquire registered shares must make written application for entry in the share register. The Company can refuse such entry to parties who do not expressly declare that they have acquired and will hold these registered shares in their own names and for their own account. If persons fail to expressly declare in their registration applications that they hold the shares for their own account ("nominees"), the Board of Directors shall enter such persons in the share register with the right to vote, provided that the nominee has entered into an agreement with the Company concerning his or her status, and further provided that the nominee is subject to a recognized bank or financial market supervision. After hearing the registered shareholder or nominee, the Board of Directors may cancel any registration in the share register made based on incorrect information with retroactive effect as of the date of registration. The relevant shareholder or nominee must be informed immediately of the cancelation. The Board of Directors regulates the details and issues the instructions necessary for compliance with the provisions set forth above. In special cases, the Board of Directors may grant exemptions from the rule concerning nominees and may delegate its duties.

* www.autoneum.com/investor-relations/corporate-governance

The Company only recognizes one proxy per share. Voting rights and associated rights may only be exercised in relation to the Company by a shareholder, usufructuary or nominee entered in the share register as having the right to vote.

The registered shares of Autoneum Holding Ltd are issued in the form of securities and registered as book-entry securities (in the sense of the Book-Entry Securities Act) at SIX SIS Ltd. Book-entry securities with underlying shares of the Company may not be transferred by way of assignment. Security interests for these book-entry securities cannot be granted by means of assignment. The Company is entitled to convert at any time and without the approval of shareholders' shares issued in the form of uncertificated securities into individual share certificates or global share certificates. Shareholders are not entitled to have shares issued in one particular form transformed into another form. Any shareholder is, however, entitled to request at any time that the Company issue a certificate stating the number of shares registered in his or her name.

RESTRICTIONS ON SHARE TRANSFERS AND NOMINEE REGISTRATIONS

Those persons entered in the shareholders' register are recognized as voting shareholders. Autoneum shares can be bought and sold without any restrictions. In accordance with §4 of the Articles of Association*, entry in the register of shareholders can be denied in the absence of an explicit declaration that the shares are held in the applicant's own name and for the applicant's own account. There are no other registration restrictions.

Shares held in a fiduciary capacity are not principally entered in the shareholders' register. However, as an exception to this rule, a nominee is entered in the register if the nominee in question has concluded a nominee agreement with Autoneum and is subject to a recognized bank or financial supervisory authority. The nominee exercises voting rights at the Annual General Meeting of shareholders. At the request of Autoneum Holding Ltd, the nominee is obliged to disclose the name of the person on whose behalf it holds shares.

A resolution of the General Meeting approved by the absolute majority of the voting shares represented is required in order to cancel the restrictions on share transfers.

CONVERTIBLE BONDS AND OPTIONS

Autoneum Holding Ltd has no convertible bonds or options outstanding.

BOARD OF DIRECTORS PROPOSES WAIVER OF DIVIDEND PAYMENT

In view of the net loss, the Board of Directors will propose to the Annual General Meeting on March 25, 2021 no dividend to be distributed for the 2020 financial year.

* www.autoneum.com/investor-relations/corporate-governance

3 BOARD OF DIRECTORS

The composition, general rights, duties and responsibilities of the Board of Directors of Autoneum Holding Ltd are pursuant to the Swiss Code of Obligations and the Autoneum Holding Ltd Articles of Association* and Organizational Regulations*.

BOARD MEMBERSHIP

Pursuant to the Articles of Association*, the Board of Directors of Autoneum Holding Ltd consists of no fewer than three and no more than nine members. As of December 31, 2020 the Board of Directors comprised seven members, none of whom performed executive duties. The functions of Chairman of the Board and CEO are separated in order to ensure a good balance between the Company management and supervisory bodies.

INDEPENDENCE OF NON-EXECUTIVE MEMBERS

The Board of Directors consists of non-executive members, and none of the members has exercised any operational activities for Autoneum in the three financial years preceding the reporting period. The members of the Board of Directors and the companies represented by them do not have any significant business relationships with companies of the Autoneum Group (but see page 109).

PERMISSIBLE ACTIVITIES OUTSIDE THE AUTONEUM GROUP

According to §20 of the Articles of Association*, no member of the Board of Directors may assume more than 15 additional mandates and no more than five of these may be held with listed companies. This restriction does not apply to (a) mandates held with companies that control or are controlled by Autoneum Holding Ltd; (b) mandates assumed by a member of the Board of Directors by order of Autoneum Holding Ltd or companies under its control; (c) mandates held with companies that do not qualify as companies within the meaning of Art. 727, para. 1, clause 2 of the Swiss Code of Obligations; (d) mandates held with nonprofit organizations and foundations as well as pension funds. The number of mandates pursuant to (c) and (d) is limited to a total of 20.

Mandates held with various legal entities that are under joint control or controlled by the same beneficial owner count as one mandate. Mandates held with the supreme management or administrative body of a legal entity that is required to be registered in the commercial register or an equivalent register abroad count as mandates.

ELECTION AND TERM OF OFFICE AND PRINCIPLES OF THE ELECTION PROCEDURE

The Chairman and the other members of the Board are elected individually by the General Meeting and for a one-year term of office, running from one Annual General Meeting to the next.

Board members can be reelected. They retire at the Annual General Meeting following their 70th birthday, unless the Board of Directors has lifted the age limit in individual cases. For Michael Pieper, the Board of Directors has made this limit void and proposed him to the shareholders for reelection in view of his outstanding personal commitment and significant shareholding in the Company, which is obviously supporting the further development of Autoneum.

* www.autoneum.com/investor-relations/corporate-governance

Nominations for election to the Board of Directors are made with due regard for the balanced composition of this body, taking industrial and international management experience and specialist knowledge into account.

INTERNAL ORGANIZATION

The Board of Directors is responsible for the business strategy and the overall management of the Autoneum Group and Group companies. It exercises a supervisory function over the persons who have been entrusted with the business management.

The Board of Directors is responsible for all transactions that are not explicitly reserved for the General Meeting or other bodies according to the law, the Articles of Association* and the Organizational Regulations*. It prepares the Annual General Meeting and makes the necessary arrangements for implementing resolutions adopted by the Annual General Meeting. The Board of Directors has the following decision-making authority:

- composition of the business portfolio and strategic direction of the Group;
- definition of the Group structure;
- appointment and dismissal of the members of the Group Executive Board;
- definition of the authority and duties of the Chairman and the committees of the Board of Directors as well as the CEO and CFO of the Autoneum Group and the Business Group Heads;
- organization of accounting, financial control and financial planning;
- approval of strategic and financial planning, the budget and the Annual Report with business review, financial statements, consolidated financial statements and Remuneration Report;
- principles of financial and investment policy, personnel and social policy, management and communications;
- signature regulations and allocation of authority of Autoneum Holding Ltd;
- principles of internal audit;
- principles of compliance management systems;
- decisions on investment projects involving expenditure in excess of CHF 10 million;
- issuance of bonds and other significant financial market transactions;
- incorporation, purchase, sale and liquidation of subsidiaries.

The Board of Directors comprises the Chairman, the Vice Chairman and the other members. The Chairman of the Board of Directors and the members of the Compensation Committee are elected for a one-year term of office by the Annual General Meeting. Apart from this, the Board of Directors is self-constituting. The Board of Directors appoints a secretary who does not need to be a member of the Board of Directors. The Vice Chairman deputizes for the Chairman in his absence. The Board of Directors has a quorum if the majority of members are present or if the Board members are able to communicate with each other by telephone, videoconference, internet or other electronic means. Motions of the Board of Directors are approved by a simple majority of the votes of the members present. In the case of a tie, the Chairman has the casting vote.

In 2020, five regular meetings of the Board of Directors have taken place which each lasted around one half day. Considering the specific circumstances of the coronavirus pandemic, most of the meetings were held via internet and telephone. One of these five meetings was held in the Swiss plant in Sevelen, combined with a plant visit. The attendance rate was 91.4%. In addition, there were six telephone conferences held with a duration of up to two and a half hours.

The agendas for the Board meetings are drawn up by the Chairman. Any member of the Board can also propose items for inclusion on the agenda. Board meetings are generally also attended by the CEO and the CFO, while the other members of the Group Executive Board attend as necessary regarding business matters concerning them. They give an overview of the results, outlook and budget of their operating units, and present those projects requiring the approval of the Board of Directors. Over the course of 2020, no external consultants were present at meetings of the Board of Directors.

Once a year, the Board of Directors reviews its performance, internal working methods and cooperation with the Group Executive Board. This takes the form of a self-assessment and includes an assessment of the state of information of Board members with regard to the Group and its business development.

Should there be a conflict of interest in the course of making decisions on business matters and items on the agenda, the respective Board member must stand aside prior to discussion of the matter in question and abstain from voting when passing a resolution.

COMMITTEES

Besides the Compensation Committee, the Board of Directors appoints an Audit, a Nomination and a Strategy Committee from among its members in order to assist it in its duties. The committees are fundamentally advisory and preparatory bodies and have no decision-making powers; resolutions are passed by the Board as a whole. Each committee has written terms of reference specifying its tasks and responsibilities. The members of the Compensation Committee are elected by the Annual General Meeting. The Chairmen and members of the other committees are elected by the Board of Directors. The committees meet regularly to develop recommendations for the Board of Directors and to prepare minutes of their meetings.

The **Audit Committee** currently consists of three members of the Board. Its Chairman is Rainer Schmückle; the other members are Hans-Peter Schwald and Ferdinand Stutz. In the 2020 financial year, none of the members of the Audit Committee performed executive duties. The Chairman is elected for one year. The Audit Committee meets at least twice each financial year. The meetings are usually also attended by the Head of Internal Audit, representatives of the statutory and Group auditors, the CEO and the CFO, and other members of the Group Executive Board and management as appropriate.

Board of Directors



Hans-Peter Schwald
Chairman



Michael Pieper
Board member



This E. Schneider
Board member



Rainer Schmückle
Vice Chairman



Norbert Indlekofer
Board member



Peter Spuhler
Board member



Ferdinand Stutz
Board member

HANS-PETER SCHWALD

Chairman
Swiss national
(1959)

First elected to the Board Board member and Chairman since 2011
Educational and professional background lic. iur. HSG, lawyer; until 2016 Chairman of the Board of Directors of the law firm Staiger, Schwald & Partner Ltd; since 2017 Senior Partner of BianchiSchwald LLC . **Other activities and vested interests** Vice Chairman of the Board of Directors of Stadler Rail Ltd; Board member of Rieter Holding Ltd; Chairman of the Board of Directors of VAMED Management and Service Switzerland Ltd and VAMED Health Project Switzerland Ltd as well as Chairman of Swiss VAMED rehab hospitals; Chairman, AVIA Association of Independent Swiss Importers and Suppliers of Energy Products, Cooperative; Board member of other Swiss joint stock companies . **Committees** Chairman of the Strategy Committee; Member of the Audit, the Compensation and the Nomination Committee
Non-executive

RAINER SCHMÜCKLE

Vice Chairman
German national
(1959)

First elected to the Board Board member and Vice Chairman since 2011
Educational and professional background Dipl. Wirtsch.-Ing. University of Karlsruhe; from 1984 to 1997 various positions at Daimler Group, including CFO and Senior Vice President IT at Freightliner LLC, USA; from 1998 to 2000 first CFO and then CEO at Adtranz LLC; from 2001 to 2005 President and CEO at Freightliner LLC, USA; from 2005 to 2010 COO at Mercedes Car Group, Germany; from 2010 to 2011 Operating Partner of Advent International, USA; from 2011 to 2014 Chief Operating Officer and President Seating Components, Johnson Controls Inc., USA; from 2014 to 2015 CEO of MAG Group, Germany . **Other activities and vested interests** Member of the Board of Directors of Dometic AB Sweden; Chairman of the Board of Directors of STIGA (C), Luxemburg; Member of the Board of Directors STIGA SpA, Italy; Member of the Board of Directors of Canoo Inc., USA; Member of the Board of Directors of ACPs Automotive, Germany; Member of the Board of Directors of a privately held company . **Committees** Chairman of the Audit Committee; Member of the Strategy Committee . **Non-executive**

NORBERT INDLEKOFER

Board member
German national
(1958)

First elected to the Board Board member since 2017 . **Educational and professional background** Dipl. Ing. University of Stuttgart; from 2004 to 2006 Chairman of the Management Board, Transmission and Chassis Systems of INA-Schaeffler KG, Germany; from 2006 to 2009 Chairman of the Management Board, Transmission and Chassis Systems of INA-Schaeffler KG as well as Chairman of the Management Board of LuK Group, Germany; from 2011 to 2014 Member of the Executive Board Automotive responsible for the Transmission Systems Business Division and Chairman of Schaeffler Ltd, Germany; from 2014 to 2016 President and CEO Automotive Schaeffler Ltd, Germany . **Other activities and vested interests** Member of the Board of Directors of Feintool Ltd; Member of the Advisory Council of ATESTEO GmbH & Co. KG . **Committees** Member of the Strategy Committee
Non-executive

MICHAEL PIEPER

Board member
Swiss national
(1946)

First elected to the Board Board member since 2011 . **Educational and professional background** lic. oec. HSG; owner and CEO of Artemis Holding Ltd . **Other activities and vested interests** Member of the Board of Directors of various Artemis and Franke subsidiaries worldwide; Board member of Bergos Berenberg Ltd, Forbo Holding Ltd, Rieter Holding Ltd, Arbonia Ltd and Reppisch-Werke Ltd . **Non-executive**

THIS E. SCHNEIDER

Board member
Swiss national
(1952)

First elected to the Board Board member since 2011 . **Educational and professional background** lic. oec. HSG; from 1991 to 1993 Chairman and CEO of listed company SAFAA, France; from 1994 to 1997 member of the Executive Board, Valora Group, as Managing Director of the Canteen and Catering Division; from 1997 to 2002 Executive Chairman and CEO of the Selecta Group; from 2004 until March 2014 Executive Chairman and CEO, Forbo Group; since April 2014 Executive Chairman of the Board of Directors of Forbo Group . **Other activities and vested interests** Board member of Rieter Holding Ltd . **Committees** Chairman of the Compensation and the Nomination Committee . **Non-executive**

PETER SPUHLER

Board member
Swiss national
(1959)

First elected to the Board Board member since 2011 . **Educational and professional background** Chairman of the Board and since May 2020 Group CEO a.i. of Stadler Rail Ltd. Owner of Stadler Rail Ltd until its IPO in April 2019 and since then biggest shareholder . **Other activities and vested interests** Chairman of the Board of Directors of Stadler Rail Ltd as well as of several other companies of Stadler Rail Group, PCS Holding Ltd and of Aebi Schmidt Holding Ltd; Vice Chairman of ZSC Lions AG and DSH Holding Ltd; Member of the Board Allreal Holding Ltd, Rieter Holding Ltd, European Loc Pool Ltd; Board member of Evonik Industries Ltd, Robert Bosch GmbH; Member of the Executive Committee at Swissmem; Member of the Executive Committee at LITRA; Member of the Foundation Board of Tele D; Member of the National Council of the Swiss Parliament from 1999 to 2012
Non-executive

FERDINAND STUTZ

Board member
Swiss national
(1957)

First elected to the Board Board member since 2011 . **Educational and professional background** Dipl. Giesserei-Ing. University of Duisburg; from 1982 to 1989 Operations Manager and Deputy Manager Foundry for Rieter Ltd; from 1989 to 1995 Department Manager, Co-Partner and Executive Director of Schubert & Salzer, Germany; from 1995 to 1997 Executive Director of Georg Fischer Eisenguss GmbH, Germany; from 1998 to 2009 Member of the Management Board of Georg Fischer Ltd and CEO of GF Automotive; since 2009 owner and founder of Stutz Improvement Ltd
Other activities and vested interests Member of the Advisory Board of Halder Beteiligungsgesellschaft GmbH, Germany; Member of the Board of Directors or Advisory Board of other joint stock companies . **Committees** Member of the Audit, the Strategy, the Compensation and the Nomination Committee . **Non-executive**

The main duties of the Audit Committee are:

- elaborating principles for external and internal audits for submission to the Board of Directors, and providing information on their implementation;
- assessing the work of the external and internal auditors as well as their mutual cooperation and reporting to the Board of Directors;
- assessing the reports submitted by the statutory auditors as well as the invoiced costs;
- overall supervision of risk management and acceptance of the Risk Report to the Board of Directors and the Group Executive Board;
- assisting the Board of Directors in nominating the statutory auditors and the Group auditors for submission to the Annual General Meeting;
- examining the results of internal audits, approving the audit schedule for the following year and nominating the Head of Internal Audit.

The Audit Committee met for two regular meetings in 2020 of four and four and a half hours. All committee members attended both meetings and also received the written reports from the internal auditors. Except for the representatives of the statutory and Group auditors, in 2020 no consultants have participated in the meetings of the Audit Committee.

The **Compensation Committee** consists of three members. The Chairman of this committee is This E. Schneider. The other members are Hans-Peter Schwald and Ferdinand Stutz. The committee meets whenever the need arises, but at least twice a year. It draws up the principles for the remuneration of members of the Board of Directors, the Group Executive Board and senior management within the Autoneum Group, in particular bonus programs and share allocation plans (LTI), as well as the Remuneration Report and the proposals concerning the total maximum remuneration amount for the Board of Directors and Group Executive Board to be submitted annually by the Board of Directors for approval by the shareholders at the Annual General Meeting.

The **Nomination Committee** consists of three members. The Chairman is This E. Schneider; the other members are Hans-Peter Schwald and Ferdinand Stutz. The committee meets whenever necessary, but at least twice a year. This committee stipulates the profile of requirements and the principles for selecting members of the Board of Directors and prepares the election of new members of the Group Executive Board and their terms of employment. It is also briefed on succession plans for the Board of Directors, Group Executive Board and senior management and the relevant development plans.

The members of the Compensation and the Nomination Committee held five regular meetings of between one and three hours. Considering the specific circumstances of the coronavirus pandemic, most of the meetings were held via internet and telephone. All committee members attended all meetings. In 2020, no external consultants were present at the committee meetings.

The **Strategy Committee** consists of four members: Hans-Peter Schwald is Chairman; Rainer Schmückle, Norbert Indlekofer and Ferdinand Stutz are the other members. The Strategy Committee usually meets at least twice a year. The meetings are also attended by the CEO and the CFO, and other members of the Group Executive Board and management as appropriate.

The main duties of the Strategy Committee are:

- supporting and assisting the Board of Directors in strategic planning, especially in assessing market changes and developments affecting the Group;
- assessing Autoneum's short- and long-term strategic orientation, in particular with regard to markets, customers, competitors, products and technologies, as well as
- support of strategically important projects.

The Strategy Committee met in 2020 for six meetings of between one and a half and four hours, and held a workshop of two days. Considering the specific circumstances of the coronavirus pandemic, most of the meetings were held via internet and telephone. All committee members attended the meetings. In 2020, no external consultants were present at the committee meetings.

ALLOCATION OF AUTHORITY

The Board of Directors delegates operational business management to the CEO. The members of the Group Executive Board report to the CEO. The allocation of authority between the Board of Directors and the CEO is stipulated in the Organizational Regulations*, while details of the tasks reserved for the Board of Directors can be found on pages 48–49 (“Internal Organization”). The cooperation between the Board of Directors, the CEO and the Business Groups is stipulated in the Group's Organizational Regulations*, which include the following: The CEO draws up the strategic and financial planning and the budget with the Group Executive Board and submits it to the Board of Directors for approval. He reports regularly on the course of business as well as on risks and changes in personnel at the management level. In addition to periodic reporting, he is obliged to inform the Board of Directors immediately about any business transactions of fundamental importance.

INFORMATION AND CONTROL INSTRUMENTS REGARDING THE GROUP EXECUTIVE BOARD

The Board of Directors receives a written monthly report on the key figures of the Group and the Business Groups from the Group Executive Board. This provides information on the income statement, the balance sheet, the cash flow statement as well as on capital expenditure. The figures are compared with the budget and with the previous year. The Board of Directors is also informed at each regular meeting about the course of business, important projects and risks, as well as ongoing earnings and liquidity development. Furthermore, the Chairman of the Board of Directors has a regular monthly meeting with the CEO and the CFO with respect to all major issues of corporate policy.

Should the Board of Directors have to rule on major projects according to the Organizational Regulations*, a written request is submitted prior to the meeting.

The projects approved by the Board of Directors are monitored within the context of a special project controlling submitted to the Board of Directors every quarter.

Once a year, the Board of Directors discusses and decides on the strategic plans drawn up by the Group Executive Board and the financial plan. Financial statements for publication are drawn up twice a year.

* www.autoneum.com/investor-relations/corporate-governance

The Board of Directors has initiated and implemented a comprehensive internal control system for risk monitoring in connection with business activities, which covers risk identification, analysis and control as well as risk reporting. Refer to pages 80–84 for details on this risk management process and on financial risk management.

The members of the Audit Committee, the CEO, the CFO and appointed members of the management receive the internal audit reports. Internal audit conducted six regular audits in 2020. The results were discussed in detail with the Business Groups and the companies concerned, and appropriate measures have been initiated and monitored accordingly.

COMPLIANCE PROGRAM AND CODE OF CONDUCT

The Compliance Program of Autoneum is aimed at steering compliance with laws and regulations in order to ensure proper management of the Group and initiate measures for avoidance and early detection of infringements. Further information on compliance and the Code of Conduct can be found at www.autoneum.com/company/compliance.

4 GROUP EXECUTIVE BOARD

The Group Executive Board had six members on December 31, 2020: the CEO, the CFO and the four Business Group Heads. For additional information about the Group Executive Board members please refer to page 58.

PERMISSIBLE ACTIVITIES OUTSIDE THE AUTONEUM GROUP

According to §20 of the Articles of Association*, no member of the Group Executive Board may assume more than four additional mandates. No more than two of these may be held with listed companies; they have to be approved by the Board of Directors prior to acceptance. This restriction does not apply to (a) mandates held with companies that control or are controlled by Autoneum Holding Ltd; (b) mandates assumed by a member of the Group Executive Board by order of Autoneum Holding Ltd or companies under its control; (c) mandates held with companies that do not qualify as companies within the meaning of Art. 727, para. 1, clause 2 of the Swiss Code of Obligations; (d) mandates held with nonprofit organizations and foundations as well as pension funds. The number of mandates pursuant to (c) and (d) is limited to a total of 20. Mandates held with various legal entities that are under joint control or controlled by the same beneficial owner count as one mandate. Mandates held with the supreme management or administrative body of a legal entity that is required to be registered in the commercial register or an equivalent register abroad count as mandates.

MANAGEMENT CONTRACTS

There are no management contracts between Autoneum Holding Ltd and third parties.

* www.autoneum.com/investor-relations/corporate-governance

Group Executive Board



Matthias Holzammer
Chief Executive Officer (CEO)



Fausto Bigi
Head Business Group SAMEA



Andreas Kolf
Head Business Group Asia



Bernhard Wiehl
Chief Financial Officer (CFO)



Dr. Alexandra Bendler
Head Business Group Europe



Greg Sibley
Head Business Group North America

MATTHIAS HOLZAMMER

Chief Executive Officer (CEO)
German national
(1965)

Member of the Group Executive Board since 2012* . **Educational and professional background** Degree in business engineering; from 1993 to 2009 leading functions in operations, plant management and general management at Brose Fahrzeugteile GmbH & Co. KG, Germany, Faurecia Sitztechnik GmbH & Co. KG, Germany, and at Beru Ltd, Germany; from 2009 to 2011 Managing Director Production for Keiper GmbH & Co. KG (later Johnson Controls), Germany, last assignment as General Manager of the Product Business Unit "Metal Region Europe"; from 2012 to January 31, 2019 Head Business Group Europe, Autoneum, Switzerland; in the current function since October 8, 2019 . **Other activities and vested interests** none

* Excluding period from February 1 to October 7, 2019.

BERNHARD WIEHL

Chief Financial Officer (CFO)
German national
(1967)

Member of the Group Executive Board since 2019 . **Education and professional background** Degree in Mechanical Engineering, University of Applied Sciences, Esslingen, Germany; degree in Industrial Engineering (FH), University of Applied Sciences, Esslingen, Germany; from 1994 to 2000 various functions at TRW Automotive, Germany; from 2000 to 2004 Head of Finance & Controlling, Hella Lighting Systems, Germany; from 2004 to 2006 Director Program Management and from 2006 to 2007 Vice President Program Management and Controlling Europe, at Hydraulik-Ring, Germany; from 2007 to 2011 Head Finance & Controlling and Member of Executive Board, Electronics Division and from 2011 to 2013 Head Finance & Controlling and Member of Executive Board, Lighting Division, Hella, Germany; from 2013 to October 2019 Head Finance & Controlling Business Group Europe, Autoneum, Switzerland; in the current function since October 28, 2019 . **Other activities and vested interests** none

DR ALEXANDRA BENDLER

Head Business Group Europe
German national
(1973)

Member of the Group Executive Board since 2019 . **Education and professional background** PhD in Engineering, Technical University of Darmstadt, Germany; from 1998 to 2002 Research Assistant and Team Leader "Corporate Strategy" in cooperation projects with McKinsey & Company, Technical University of Darmstadt, Germany; from 2002 to 2004 Consultant, Droege & Comp., Germany; from 2004 to 2008 Senior Consultant and Project Leader, Technology Management Group (TMG), Germany; from 2008 to 2010 Head Global Cost Reduction Program, Rieter, Switzerland; from 2010 to 2014 Head Strategy & Marketing, Rieter/Autoneum, Switzerland; from 2014 to 2019 Head Sales & Program Management Business Group Europe, Autoneum, Switzerland; in the current function since February 1, 2019
Other activities and vested interests none

FAUSTO BIGI

Head Business Group SAMEA
Brazilian national
(1959)

Member of the Group Executive Board since 2016 . **Educational and professional background** Masters in Business Administration, INSEAD, France, and Graduation in Mechanical Engineering, Brazil; from 1986 to 1993 Senior Manager at Itaotec Informatica, Brazil; from 1993 to 2006 various management functions at Valeo Automotive Systems, last assignment as Branch Marketing Director Lighting Division, France; from 2006 to 2008 Purchasing Director South America, Faurecia, Brazil; from 2008 to 2011 Head South America, Rieter, Brazil; from 2011 to 2012 Deputy Head Business Group SAMEA, Autoneum, Brazil; from 2012 to 2016 CEO Correias Mercúrio S.A., Brazil; in the current function since 2016 . **Other activities and vested interests** none

ANDREAS KOLF

Head Business Group Asia
German national
(1962)

Member of the Group Executive Board since 2016 . **Educational and professional background** Lawyer; from 1995 to 2001 various management functions at Tiger Wheels Holding, South Africa; from 2002 to 2004 CEO Federal-Mogul Gorzyce S.A., Poland; from 2004 to 2005 Managing Director, Borbet Thüringen GmbH, Germany; from 2005 to 2006 Global Sales Director, Federal-Mogul GmbH, Germany; from 2006 to 2011 Executive Director Operations, Federal-Mogul India; from 2011 to 2013 Director Operations Federal-Mogul Asia Pacific, China; from 2013 to 2016 Vice President and Managing Director Federal-Mogul India; in the current function since 2016 . **Other activities and vested interests** none

GREG SIBLEY

Head Business Group North America
US national
(1964)

Member of the Group Executive Board since 2019 . **Education and professional background** Bachelor of Science in Mechanical Engineering, Northwestern University, Chicago (IL), USA; Masters in Business Administration in Operations Management and Finance, University of Michigan, Ann Arbor (MI), USA; from 1986 to 1997 various management functions with US automotive companies; from 1997 to 2004 various management functions at Emission Control Division with Tenneco, USA; from 2004 to 2007 Vice President Product Development and Strategic Sourcing with Trico Products, USA; from 2008 to 2010 Executive Director Engineering and from 2011 to 2013 Vice President Engineering and Manufacturing; 2014 Vice President Operations Europe and 2015 Vice President and General Manager North America, Clean Air Division at Tenneco, USA; from 2016 to 2018 President Business Unit Americas at Eberspaecher, USA; in the current function since July 1, 2019 . **Other activities and vested interests** none

5 REMUNERATION, SHAREHOLDINGS AND LOANS

The content and process for determining remuneration and equity participation programs as well as information on the remuneration, shareholdings and loans of the Board of Directors and the Group Executive Board can be found in the Remuneration Report from page 129 onwards.

6 SHAREHOLDERS' PARTICIPATORY RIGHTS

VOTING RESTRICTIONS

Autoneum Holding Ltd imposes no voting restrictions.

STATUTORY QUORUM

General Meetings of shareholders adopt resolutions with the absolute majority of represented voting shares unless the law or Articles of Association* stipulate otherwise. Remuneration is approved with the majority of votes cast regardless of potential abstentions.

CONVOCATION OF GENERAL MEETING, AGENDA PUBLICATION, VOTING PROXIES

General Meetings of shareholders are called through publication in the Swiss Commercial Gazette by the Board of Directors at least 20 days prior to the event, with details of the agenda, pursuant to §8 of the Articles of Association*. Pursuant to §9 of the Articles of Association*, shareholders representing shares with a par value of at least CHF 20 000 can request the inclusion on the agenda of an item for discussion, with details of the relevant motions, by a closing date published by the Company. Shareholders who do not attend General Meetings personally can arrange to be represented by another shareholder by written power of attorney or by the independent voting proxy by issuing written power of attorney and instructions pursuant to the signed registration form or electronically via the platform at <https://autoneum.shapp.ch>. The independent voting proxy is elected annually by the Annual General Meeting. Lic. iur. Ulrich B. Mayer, Attorney-at-Law, shall hold office as independent voting proxy until the closure of the 2021 Annual General Meeting.

ENTRIES IN THE SHAREHOLDERS' REGISTER

In order to ensure an orderly procedure, the Board of Directors fixes the reference date shortly before the shareholders' meeting, by which time shareholders need to be entered in the share register in order to exercise their participation rights at the meeting. This reference date is published in the Swiss Commercial Gazette together with the invitation to the General Meeting.

7 CHANGE-OF-CONTROL AND DEFENSIVE MEASURES

CHANGE-OF-CONTROL CLAUSES

There are no change-of-control clauses in Autoneum contracts of employment and office. In the event of a change of control, all shares blocked within the framework of the Executive Bonus Plan are vested.

OBLIGATION TO SUBMIT AN OFFER

The legal provisions according to Art. 135 of the Financial Market Infrastructure Act (FMIA) are applicable. This states that a shareholder or a group of shareholders acting in concert who hold more than 33% of all shares must submit a takeover offer to the other shareholders.

8 STATUTORY AUDITORS

DURATION OF MANDATE AND TERM OF OFFICE OF THE LEAD AUDITOR

KPMG AG, Zurich, has been the statutory and Group auditor of Autoneum Holding Ltd and the Autoneum Group since the financial year 2011. Reto Benz, licensed audit expert, has been lead auditor for the Autoneum mandate at KPMG since the financial year 2018. The term of office of the lead auditor is limited to seven years.

AUDIT FEES AND ADDITIONAL FEES

KPMG charged Autoneum approximately CHF 1.1 million for the 2020 financial year for services in connection with auditing the annual financial statements of Group companies, the consolidated Autoneum Group accounts and the Remuneration Report. KPMG also charged Autoneum approximately CHF 0.1 million for additional services, mainly for tax advisory services. Additional auditors received from Autoneum approximately CHF 0.3 million for the 2020 financial year for services in connection with auditing the annual financial statements of Group companies. They also received approximately CHF 0.3 million for additional services, mainly for tax advisory services.

INFORMATION INSTRUMENTS OF THE EXTERNAL AUDITORS

The external auditor informs the Audit Committee in writing and verbally at every meeting about relevant auditing activities and other important facts and figures related to the Company. Representatives of the external and internal auditors attend Audit Committee meetings to explain their activities and answer questions. Please also refer to the section on the Audit Committee on page 49–53. The statutory auditors have access to the minutes of the meetings of the Board of Directors and its Committees.

The Audit Committee of the Board of Directors makes an annual assessment of the performance, fees and independence of the statutory and Group auditors. It submits a proposal to the Board of Directors regarding who should be proposed for election as statutory auditors at the General Meeting. In addition, the Audit Committee reviews the scope of external auditing, the auditing plans and relevant procedures annually, and discusses auditing results with the external auditors in each case.

9 INFORMATION POLICY

Autoneum maintains regular, open communication with all stakeholders and relevant parties, in particular with investors, financial analysts and representatives of banks and the media. Communication takes place through the Annual Report and Semi-Annual Report, the Annual General Meeting and one media conference each year.

Shareholders and the capital market are informed by media releases of significant changes and developments in the Company. Share-price-relevant events are published in accordance with the ad hoc publicity requirements of SIX Swiss Exchange. In addition, Autoneum maintains communication with investors, financial analysts and representatives of the media at corresponding events. Should shareholders and other interested parties wish to automatically receive the media releases, they may register at www.autoneum.com/media/subscription-media.

Reporting on the 2020 financial year includes the Annual Report, a media release and a presentation. A hardcopy of the Annual Report can be ordered by shareholders using the form enclosed with the invitation to the Annual General Meeting. It is also available for perusal at the Company's headquarters no later than 20 days prior to the Annual General Meeting. At the Annual General Meeting, the Board of Directors and the Group Executive Board provide information on the annual accounts and the course of business and answer shareholders' questions.*

SOURCES OF INFORMATION

Autoneum provides extensive information to all interested parties. This is available online via the following links:

- Articles of Association Autoneum Holding Ltd:
www.autoneum.com/investor-relations/corporate-governance
- Organizational Regulations:
www.autoneum.com/investor-relations/corporate-governance
- Download of Annual Reports incl. Financial Reports:
www.autoneum.com/investor-relations/financial-reports
- Remuneration Report:
www.autoneum.com/investor-relations/corporate-governance
- Order of hardcopy of Annual Reports incl. Financial Reports
www.autoneum.com/order-publication-2
- Corporate Governance:
www.autoneum.com/investor-relations/corporate-governance
- Corporate Responsibility:
www.autoneum.com/corporate-responsibility
- Share price:
www.autoneum.com/investor-relations/share
- Presentations:
www.autoneum.com/investor-relations/financial-reports/#presentation
- Media releases:
www.autoneum.com/media/media-releases
- Subscription to media releases:
www.autoneum.com/media/subscription-media
- Contact:
www.autoneum.com/contact

* Due to the situation in connection to the coronavirus, the Annual General Meeting of March 25, 2020 was held under exclusion of physical participation of shareholders according to Art. 6a para. 1 lit. b of the Ordinance 2 on Measures to Combat the Coronavirus (Covid-19). The Annual General Meeting of March 25, 2021 will be held in the identical setting based on Art. 27 of the Ordinance 3 on Measures to Combat the Coronavirus (Covid-19) for the same reason, i.e., again excluding the physical participation of shareholders.