

A nighttime photograph of a city street scene. In the foreground, a curved highway has long-exposure light trails from cars, with red trails from taillights and white/blue trails from headlights. Several tall palm trees stand on the right side of the road. In the background, several modern office buildings are lit up. One building in the center has 'WEDBUSH' on its top, and another on the right has 'LA Care' on its top. The sky is dark blue.

united

Annual Report 2021

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.

1 700.4

Revenue in CHF million

-1.6

Organic revenue change
in %

11 840

Number of employees

3.4

EBIT margin in %

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Hans-Peter Schwald (l)
Chairman of the Board

Matthias Holzammer
Chief Executive Officer

Autoneum grows profitability and earnings in a difficult environment

Dear shareholders

We saw a number of global challenges again in 2021. The worldwide shortage of semiconductors dampened market development in the automobile industry. Although production volumes were almost the same in 2021, the year was more challenging from an operational perspective than 2020 was; supply chain bottlenecks led to short-term and unplanned production downtime at automobile manufacturers throughout the year. This resulted in frequent interruptions in production at Autoneum as well because of closely connected manufacturing processes. Rising costs for raw materials, energy, and transport presented additional challenges.

Despite the challenging environment and weak global production volumes, Autoneum managed to return to profitability in 2021, generating a positive net result. Thanks to further operational improvements and optimization measures in all organizational areas, earnings were improved in all four Business Groups.

REVENUE DEVELOPMENT INFLUENCED BY SEMICONDUCTOR SHORTAGE

Automobile production in 2021 as a whole increased by 3.4% to 77.1 million vehicles and thus remained still well below the 2019 level (89.0 million vehicles). Autoneum's revenue in local currencies declined by 1.6% year-on-year. Although revenue in three of four regions developed better than the market, the Company was below global market development. On the one hand, this is due to the fact that some vehicle models of US manufacturers predominantly supplied by Autoneum were disproportionately affected by the semiconductor shortage. On the other hand, Business Group Asia, which outperformed the market, accounted for a smaller share of Autoneum's total revenue. The consolidated revenue in Swiss francs fell by 2.3% compared to the previous year to CHF 1 700.4 million (2020: CHF 1 740.6 million).

Financial Highlights

| CHF million | 2021 | | 2020 | | Change | Organic change ¹ |
|---|---------|--------|---------|--------|--------|-----------------------------|
| Autoneum Group | | | | | | |
| Revenue | 1 700.4 | 100.0% | 1 740.6 | 100.0% | -2.3% | -1.6% |
| EBITDA | 179.8 | 10.6% | 148.5 | 8.5% | 21.1% | |
| EBIT | 57.5 | 3.4% | 27.8 | 1.6% | 106.7% | |
| Net result | 30.1 | 1.8% | -10.7 | -0.6% | | |
| Return on net assets (RONA) ² | 4.5% | | 1.3% | | | |
| Free cash flow | 71.1 | | 112.5 | | | |
| Net debt at December 31 ³ | 251.4 | | 271.7 | | | |
| Number of employees at December 31 ⁴ | 11 840 | | 12 774 | | -7.3% | |
| BG Europe | | | | | | |
| Revenue | 636.9 | 100.0% | 641.8 | 100.0% | -0.8% | -1.6% |
| EBIT | 32.2 | 5.1% | 21.5 | 3.3% | | |
| BG North America | | | | | | |
| Revenue | 687.0 | 100.0% | 753.5 | 100.0% | -8.8% | -7.2% |
| EBIT | -37.5 | -5.5% | -43.6 | -5.8% | | |
| BG Asia | | | | | | |
| Revenue | 281.0 | 100.0% | 254.1 | 100.0% | 10.6% | 6.7% |
| EBIT | 39.3 | 14.0% | 22.2 | 8.7% | | |
| BG SAMEA ⁵ | | | | | | |
| Revenue | 94.7 | 100.0% | 88.4 | 100.0% | 7.1% | 24.8% |
| EBIT | 15.7 | 16.6% | 10.9 | 12.3% | | |
| Share AUTN | | | | | | |
| Share price at December 31 in CHF | 169.70 | | 161.60 | | 5.0% | |
| Market capitalization at December 31 | 788.5 | | 749.6 | | 5.2% | |
| Basic earnings per share in CHF | 4.91 | | -5.45 | | | |
| Dividend per share in CHF ⁶ | 1.50 | | - | | | |

¹ Change in revenue in local currencies, adjusted for hyperinflation.
² Net result before interest expenses in relation to average shareholders' equity plus borrowings.
³ Net debt excl. lease liabilities at December 31.
⁴ Full-time equivalents including temporary employees (excluding apprentices).
⁵ Including South America, Middle East and Africa.
⁶ As proposed by the Board of Directors and subject to the approval of the Annual General Meeting.

OPERATING PROFIT AND POSITIVE GROUP NET RESULT THANKS TO IMPROVEMENTS IN ALL SEGMENTS

Although volumes were just about as high as in 2020, production output was considerably more challenging in 2021. Production at vehicle manufacturers was stop and go and characterized by frequent interruptions – which led to planning uncertainty and required a continuous readjustment of resources (staff, raw materials) in line with customer call-off behavior, which changed at short notice. Furthermore, increasing inflation around the world not only had a negative impact on raw material prices, but also increased energy and transport costs.

The impact of the semiconductor shortage on business worsened over the course of the year, although the low point was reached in September and October. While the semiconductor shortage has not yet been overcome, there was an improvement and a slight recovery in the market at year-end.

Autoneum performed well in this challenging market environment, generating a net profit in the financial year 2021. Despite the considerable challenges, all four Business Groups managed to improve profitability. Significant drivers in this regard were the consistently implemented efficiency optimizations at plants and the resulting increase in operating performance as well as further improvements from the turnaround in North America. The positive effects of the turnaround program, which is proceeding as scheduled, were muted by the low production volumes, but they were nonetheless clearly discernible in the 2021 financial year. On balance, Autoneum was able to more than double its EBIT in 2021 compared to the previous year by CHF 29.7 million to CHF 57.5 million. The EBIT margin improved to 3.4% (2020: 1.6%). After deduction of the financial and tax result, the net profit for 2021 as a whole was CHF 30.1 million (2020: net loss of CHF 10.7 million).

NET PROFIT AND POSITIVE FREE CASH FLOW ENABLE AN INCREASE IN EQUITY RATIO AND A FURTHER REDUCTION OF NET DEBT

The equity ratio increased to 30.0% as of December 31, 2021, an increase of 7.2 percentage points compared to the previous year (December 31, 2020: 22.9%) and was thus also above the ratio for 2019 (December 31, 2019: 27.1%). This was mainly due to the improvement in the net result by CHF 40.7 million to CHF 30.1 million as well as the reduction in the balance sheet total by CHF 306.1 million. This reduction resulted primarily from the repayment of credit lines, which had been drawn down in 2020 as a precaution. In addition, the Company was able to repay the two subordinated shareholder loans in the financial year 2021. On the basis of the improved net result, a positive free cash flow of CHF 71.1 million was generated (2020: CHF 112.5 million). The positive free cash flow helped to further reduce net debt (excluding lease liabilities) by CHF 20.3 million to CHF 251.4 million (December 31, 2020: CHF 271.7 million).

BOARD OF DIRECTORS PROPOSES A DIVIDEND OF CHF 1.50

On the basis of this progress and the positive net result, the Board of Directors of Autoneum Holding Ltd will propose a dividend of CHF 1.50 per share to the Annual General Meeting on March 23, 2022.

PERSONNEL CHANGE ON THE BOARD OF DIRECTORS

This E. Schneider has informed the Board of Directors that he will not stand for reelection as a member of the Board of Directors at the next Annual General Meeting on March 23, 2022. This E. Schneider has been a member of the Board of Directors and Chairman of the Compensation Committee since the Company was founded in 2011. With his entrepreneurial knowledge and his extensive industry experience, he has made a significant contribution to the development of Autoneum. The Board of Directors thanks him for his enormous dedication and excellent collaboration and wishes him much success for the future.

BUSINESS GROUPS

Business Group Europe posted a decline in revenue of 1.6% in local currencies and was thus significantly above the market development, which saw production fall by 3.9%. Revenue in Swiss francs decreased to CHF 636.9 million (2020: CHF 641.8 million). It is therefore all the more pleasing that Business Group Europe managed to increase EBIT by CHF 10.8 million to CHF 32.2 million year-on-year (2020: CHF 21.5 million) despite the declining market. As a result, the EBIT margin increased by 1.7 percentage points to 5.1% (2020: 3.3%). At the operational level, digitalization was furthered with Autoneum's Manufacturing Excellence System (MES). At several European plants, projects to automate logistics using driverless transport systems (DTS) were introduced and the automation of production was implemented systematically.

By contrast, revenue for Business Group North America in local currencies dropped by 7.2% and was thus well below the market, which saw a small increase of 0.2%. The vehicle models of US customers predominantly supplied by Autoneum were disproportionately affected by the shortage of semiconductors, as a result of which Autoneum lagged behind the market development in this region. Inflation and the irregular utilization of production capacity therefore represented an especially major challenge. Because of the declining market trend and negative currency effects, the revenue of Business Group North America in Swiss francs fell by CHF 66.5 million to CHF 687.0 million (2020: CHF 753.5 million). Despite the decline in revenue and the resulting loss of contribution margin as well as increased costs for raw materials, Business Group North America managed to reduce its deficit at the EBIT level in 2021 by CHF 6.1 million to CHF -37.5 million (2020: CHF -43.6 million). The main drivers of these enhanced earnings were continuous improvements made under the turnaround program.

The Asian market was least affected by the global shortage of semiconductors in the financial year. Accordingly, Asian automobile production in 2021 performed the best compared to other regions, with growth of 6.4%. Business Group Asia once again exceeded the overall Asian market, with organic revenue growth of 6.7%. Revenue in Swiss francs increased to CHF 281.0 million (2020: CHF 254.1 million) and was thus even slightly better than the pre-crisis level of 2019 (CHF 275.7 million). Thanks to the increased utilization of its capacities, Business Group Asia was able to improve its EBIT in financial year 2021 by CHF 17.1 million to CHF 39.3 million (2020: CHF 22.2 million), with positive effects of CHF 4.8 million coming from the reversal of special impairments. Year-on-year, the EBIT margin improved by a considerable 5.3 percentage points to 14.0% (2020: 8.7%).

Business Group SAMEA (South America, Middle East and Africa) also significantly outperformed the market during the year. Although 10.4% more vehicles were produced in the region compared to the previous year, Business Group SAMEA's revenue rose by an impressive 24.8% on an inflation- and currency-adjusted basis. This growth was largely supported by high-volume programs in Turkey and South Africa. As a result of the sharp depreciation in various currencies in the SAMEA region, revenue consolidated in Swiss francs only rose by 7.1% to CHF 94.7 million (2020: CHF 88.4 million). In line with the improved capacity utilization, Business Group SAMEA was able to increase its EBIT to CHF 15.7 million during the reporting year (2020: CHF 10.9 million); this corresponds to an increase in the EBIT margin of 4.2 percentage points to 16.6% (2020: 12.3%).

INNOVATION LEADERSHIP FOR A SAFE JOURNEY TOWARDS A CLIMATE-FRIENDLY FUTURE

Advancing electrification and sustainability are the dominant trends in the automobile industry for Autoneum. The Company has launched additional projects to further reduce the consumption of fossil fuels, energy, and water in its own production processes and boost the share of recycled and recyclable materials in its products.

In addition, the use of artificial intelligence and simulation software in the development of acoustic driving comfort is becoming more important for the electric vehicle of the future. This and other topics were the focus of the Automotive Acoustics Conference 2021. For the first time in its history, the renowned international conference for vehicle acoustics was conducted digitally under the scientific leadership of Autoneum. In virtual exhibition and networking spaces, leading industry and acoustics experts provided insights into the increasing requirements for alternative, environmentally-friendly drives and discussed the latest methods for acoustic optimizations in vehicles with participants.

Autoneum launched further product innovations on the market in 2021 such as the felt-based Flexi-Loft technology, which combines noise protection and sustainability in an optimal manner. Flexi-Loft stands out not only for its first-class acoustic performance and geometric flexibility, but also for its excellent environmental performance. For example, Flexi-Loft is comprised of at least 50% recycled cotton fibers, and thanks to a unique combination of fibers it has a grammage that is up to three times lighter than traditional felt. This reduces the weight of the components for the vehicle interior and thus the total vehicle significantly, which contributes to lower CO₂ emissions and a higher driving range. In addition, Flexi-Loft enables a precise adjustment to complex shapes and thus improves the sound-absorbing characteristics of inner dashes and carpets. The sustainable technology is also extremely versatile and, together with existing acoustic concepts such as Hybrid-Acoustics and Prime-Light, offers a light, adaptable, and environmentally-friendly alternative to traditional felts and foams.

With ABC – “alternative backcoating” – Autoneum has brought another innovative process to market, in which a thermoplastic adhesive is used to coat carpets. The thermoplastic mono-material is not only easier to recycle than traditional latex backcoatings, applying the adhesive using the ABC process requires less energy than the production of latex-based materials and can be carried out entirely without water. This further improves the environmental performance of needlepunch carpets from Autoneum, which already contain a high share of recycled PET.

10 YEARS OF AUTONEUM

In several respects, 2021 was a special year. Autoneum celebrated its tenth anniversary as an independent, stock-listed company and looked back with pride on a wide range of successes during its first decade. Over the course of these ten years, the Company not only expanded its global network, it also standardized its business and production processes around the world and improved its products and services. The entire Company was gradually focused on more sustainable processes and products. Since its initial public offering in 2011, Autoneum has developed a unique identity and a firm position as an established brand in the industry. Celebrations to mark the anniversary were held at all locations around the world.

OUTLOOK

According to market forecasts¹, global automotive production will increase by around 9% year-on-year in 2022. The semiconductor shortage is likely to continue for some time into 2023; however, we anticipate that the situation will increasingly stabilize over the course of the financial year 2022 with higher volatility in the first half of the year. Autoneum's revenue development is expected to be in line with the market. Based on market development, Autoneum is targeting an EBIT margin of 4–5% and free cash flow in the high double-digit million range. In addition to addressing the current semiconductor shortage situation, Autoneum will continue to pursue its consistent implementation of strategic priorities and initiatives. The potential impacts of the current Ukraine crisis on our business cannot be estimated at this point in time.

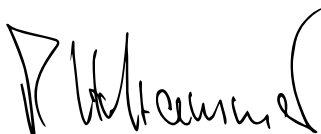
ACKNOWLEDGMENT

In view of the given circumstances and difficulties, we view the annual result as a success, one that was achieved together with all of our employees around the world and of which we can be proud. We will continue to pursue the path we have embarked on and also invest in the expansion of our portfolio and the development of further innovations for sustainable technologies and products. We would like to thank our employees sincerely for their outstanding, tireless commitment, their perseverance, and their loyalty to the Company, especially in these challenging times. Our thanks also go to our many longstanding customers, suppliers, business partners and shareholders for their confidence in Autoneum.

Winterthur, March 1, 2022



Hans-Peter Schwald
Chairman of the Board



Matthias Holzammer
Chief Executive Officer

¹ Source: IHS Light Vehicle Production Forecast of February 16, 2022.

2021

Year in Review

2021 was another challenging year for the entire automotive industry. For Autoneum, which celebrated its ten-year anniversary as an independent, stock-listed company, it was simultaneously an occasion to look back with pride on the successes over the past decade. Autoneum also continued to drive forward with topics such as sustainability, innovation, and performance at all locations during its anniversary year. With its alternative backcoating (ABC) process for even more environmentally-friendly needle-punch carpets and the felt-based sound-absorbing and sustainable Flexi-Loft technology, the Company brought further innovations for vehicles of all drive types to market. Numerous customer awards in 2021 once again confirmed Autoneum's operational excellence!

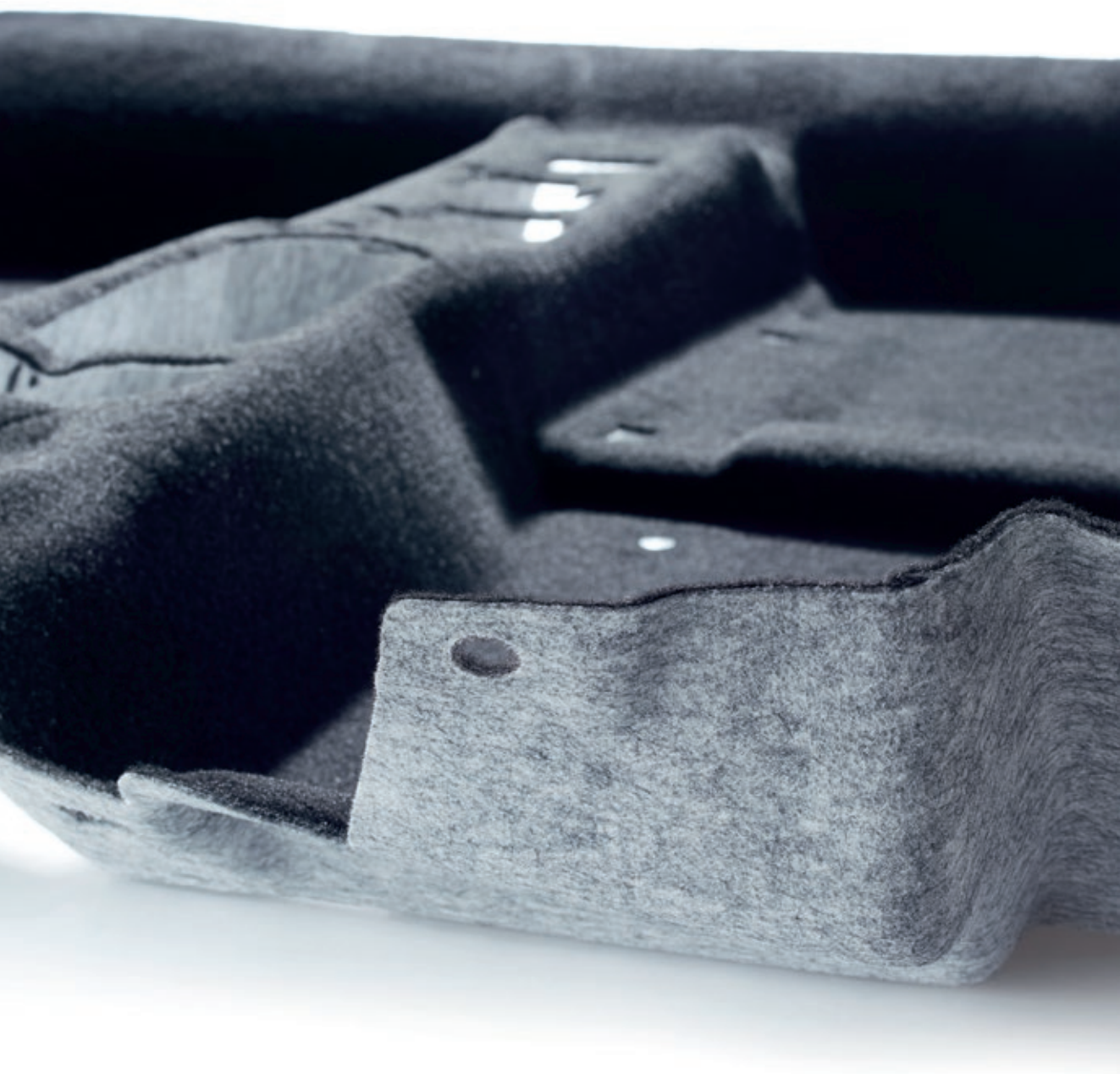




The ABC of sustainability and innovation

ABC – as simple as the name may sound, it’s crucial for our environment. At Autoneum, the three letters stand for “alternative backcoating”, an innovative process in which thermoplastic adhesive is used to coat carpets. The thermoplastic mono-material is easier to recycle than traditional latex backcoatings, and applying the adhesive using the ABC process also requires less energy and can be carried out entirely without water, unlike the treatment of latex-based materials. This further improves the environmental performance of Autoneum’s needlepunch carpets, which already contain a high share of recycled PET. ABC: Another way that Autoneum spells sustainability.







Automotive Acoustics Conference 2021 – Digital Edition

To what extent are alternative drives changing the requirements for the acoustic design of vehicles? And what role will artificial intelligence play in improving driving comfort in the vehicle of the future? These and other questions were the focus of the Automotive Acoustics Conference 2021. For the first time in its history, the renowned international conference for vehicle acoustics was conducted digitally under the scientific leadership of Autoneum – and the alternative format proved to be popular. More than 270 participants from 23 countries watched the livestreamed presentations and took advantage of the opportunity to have discussions with leading industry and acoustics experts in virtual exhibition and networking spaces.



China – on the way to a green future

With the rapidly increasing presence of vehicles in highly dense cities, the issues of sustainability and environmentally-friendly production in China are becoming more important. In 2021, Autoneum Guangzhou, China, received the Green Business Award from the South China Chapter of the Chamber of Commerce of the European Union in China. The award recognizes the excellent work and the contribution of the joint venture plant to sustainability and environmental protection. In addition, on Volvo Cars Asia Pacific Sustainable Development Technology Day in Shanghai, Autoneum presented its sustainable products: from Theta-FiberCell under engine shields to e-motor encapsulations made of Hybrid-Acoustics PET to Di-Light-based carpets. With new recyclable and environmentally-friendly products, such as the Ultra-Silent-based front trunk – or “frunk” – Autoneum won important customer awards in 2021 in the quickly growing electromobility market China.









50 years of Sevelen – a golden anniversary

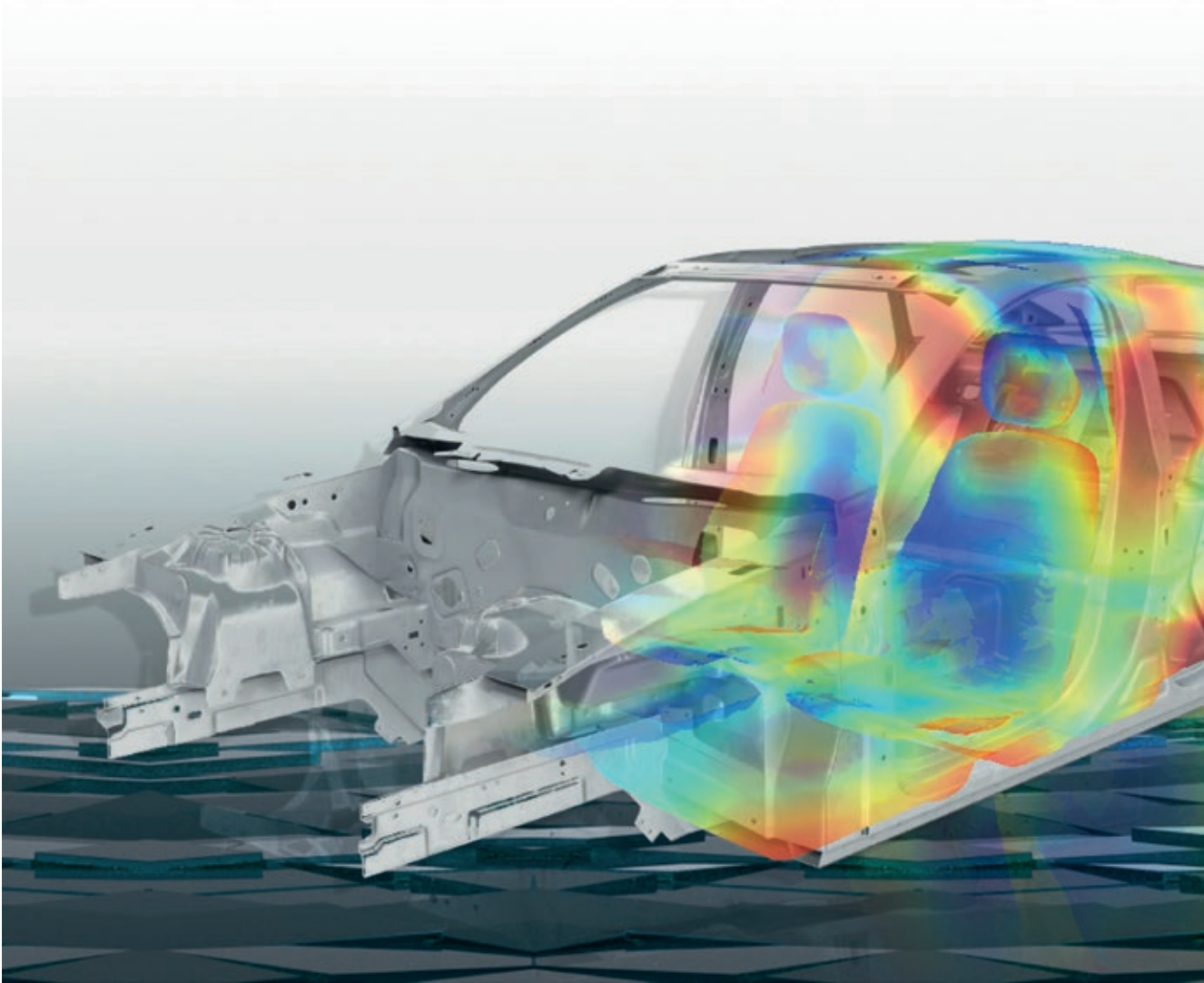
Autoneum's Swiss plant in Sevelen was founded in 1971. The plant has grown continuously since then and always delivered high-quality and profitable results, even during times of crisis. The history of Sevelen is impressive: In 1987, the plant was recognized as the largest producer of heatshields in Europe. In Sevelen, Autoneum was the first automotive supplier in the world to introduce a D-LFT production facility (direct long fiber thermoplastic) and it has been since considered a pioneer in aerodynamic underbody shield technology. In 2012, the name of the plant was changed from Rieter Automotive to Autoneum Switzerland Ltd. Sevelen has since been considered a globally leading competency center for underbody technology and development, which produces around 400 different series products and 600 spare parts, largely for premium vehicle manufacturers!

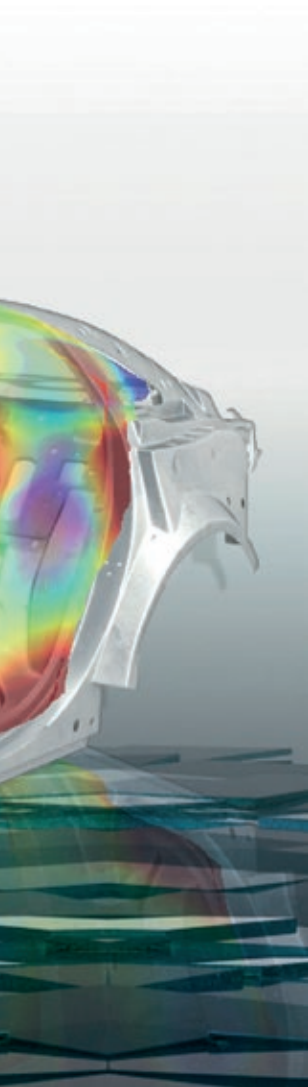
Important steps toward automation

Autoneum received a number of customer awards once again in 2021 for its excellent product quality and its efficient and seamless supply chain management. In order to further improve efficiency at its plants, Autoneum drove forward the digitalization on the operating level as part of the Manufacturing Execution System (MES). MES was introduced successfully in the previous year and is an important milestone that makes it possible to measure the efficiency of all plants online and immediately identify and correct process deviations. This is an important prerequisite for the continuous improvement of operating efficiency. Based on the clear advantages that were measured in the various pilot plants over the past two years, the MES project gained momentum and the rollout was accelerated in 2021. In addition, projects to automate logistics using driverless transport systems (DTS) were implemented at several plants. Furthermore, several pilot initiatives to introduce automated controls using radio frequency identification (RFID) have been implemented. With the new systems, Autoneum is systematically driving forward the automation of production and taking important steps toward Industry 4.0.









Global standard in acoustics design

In 2021, Autoneum continued to invest in the further expansion of its innovation leadership in acoustic and thermal management for vehicles. Thanks to a partnership with software company Free Field Technologies (FFT), Autoneum's validated methodology for the prediction and insulation of structure-borne noise has been incorporated into the market-leading simulation software for acoustics and vibroacoustics since 2021. This will thus be more easily available for vehicle manufacturers and become the global standard for improving NVH (noise, vibration, harshness) characteristics. The precise prediction of the acoustic performance of vehicles early in the development process not only allows to significantly reduce design and lead times, but also to optimally balance weight, performance and cost of noise-insulating components.

Sustainable noise protection thanks to Flexi-Loft

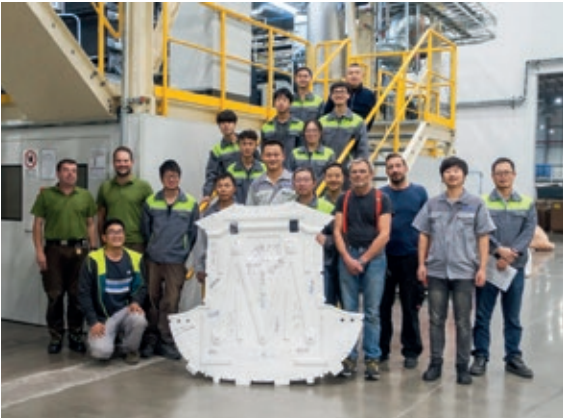
First-class acoustic performance, geometric flexibility, and excellent environmental performance. The numerous advantages of Flexi-Loft are thanks to its unique combination of at least 50% recycled cotton and polyester fibers. The felt-based technology reduces the weight of components for the vehicle interior considerably and simultaneously enables a precise adjustment to even complex shapes. Thus, Flexi-Loft improves the sound-absorbing characteristics of inner dashes and carpets – but that's not all. The technology is also extremely versatile and, together with existing acoustic concepts, such as Hybrid-Acoustics and Prime-Light, it offers a light, adaptable, and sustainable alternative to traditional felts and foams.





10 years autoneum

Autoneum became an independent, stock-listed company on May 13, 2011. But its roots extend further back, to the year 1901 – when Martin Keller founded a trading company for paints and coatings, before entering the automotive market as a pioneer in vehicle acoustics nearly 50 years later. The acquisition of Unikeller AG – which was then renamed Rieter Automotive Systems – by engineering company Rieter in 1984 laid the foundation stone for Autoneum.





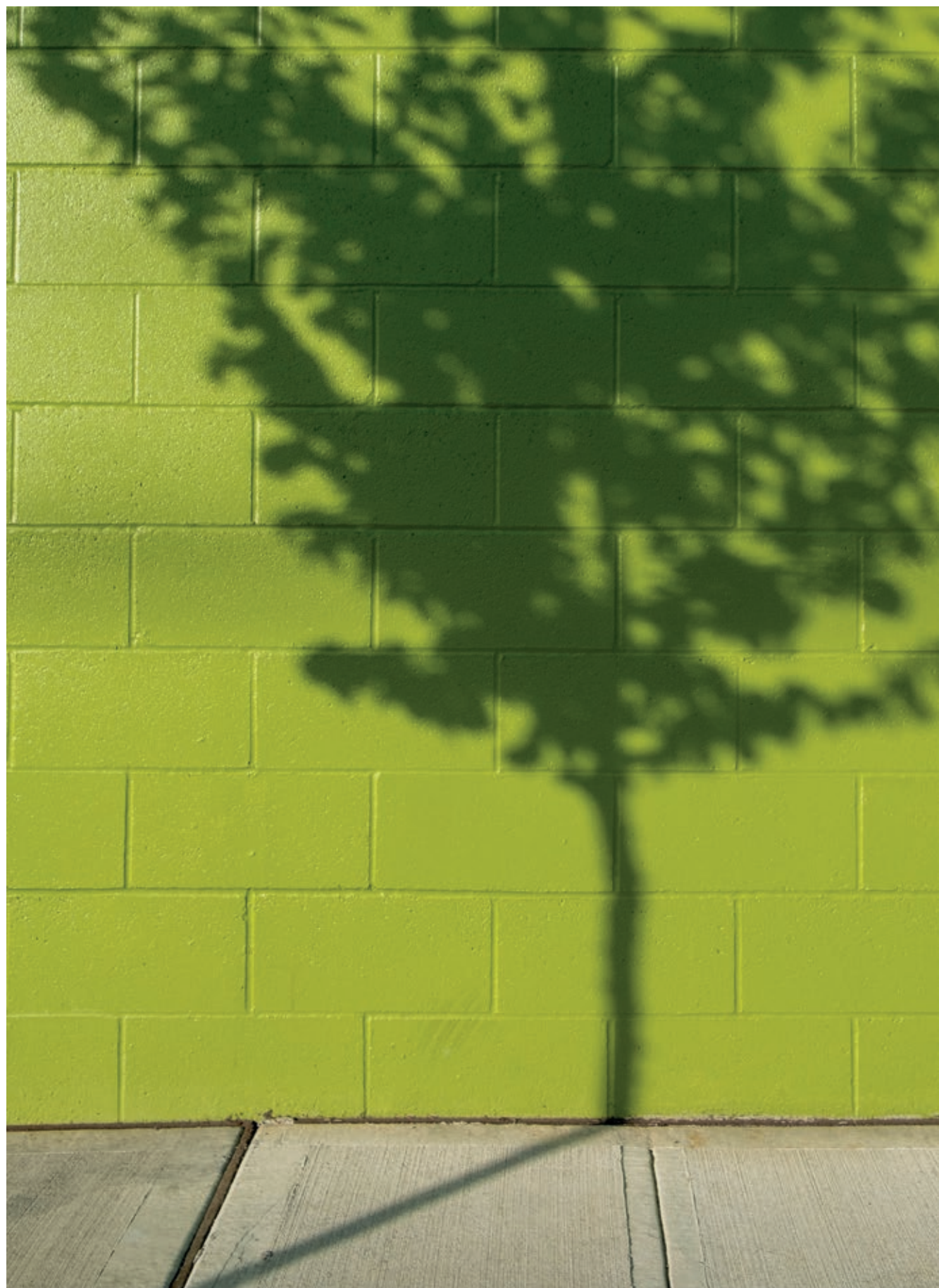
The move toward independence ten years ago enabled Autoneum to be more agile on the market and to focus more on the automotive industry. Thanks to the high quality, delivery, and performance level, the Company has succeeded in expanding its innovation and market leadership in acoustic and thermal management for vehicles during this decade. In addition, Autoneum has grown in Eastern Europe, Asia, and America and standardized its business and production processes globally. All of its plants are in geographically favorable areas, close to automobile manufacturers' plants, enabling short transport routes and customer proximity. Autoneum is now a young and dynamic company with a unique identity as an established brand in the industry.





Genk: Showcase project for lean management

Customer awards are a special recognition of the employees of Autoneum and tangible proof that the quality standards implemented internally also have the desired effect externally. The award as Toyota's overall European champion for "Best Material & Information Project 2020/21" was a special honor for the plant in Genk this year. The award honors the special performance of suppliers for the continuous improvement of efficiency on specific projects and processes. The Belgian location was able to significantly reduce both its production area and the throughput times for producing components for the Japanese vehicle manufacturer this year.



Respectful treatment of people and the environment

By treating the environment, people, and society in a responsible manner, Autoneum wishes to make a decisive contribution to a sustainable future. In 2021, the Company implemented a wide range of projects and measures as part of its Advance Sustainability Strategy 2025 to meet its comprehensive Group-wide environmental, social, and ethical targets. In order to improve the Company's environmental performance, Autoneum has also committed to reducing its Scope 3 emissions in the supply sector by 20% by 2027 compared to 2019.

67

Around 67 eco-efficiency projects worldwide

91

In 2021, employees were engaged in over 91 social projects worldwide.

32

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

ECO-EFFICIENT PRODUCTION PROCESSES

Autoneum is continuously striving to improve its environmental performance by reducing and recycling waste generated in manufacturing as well as lowering energy and water consumption. In 2021, the Company contributed to environmentally friendly production with 67 eco-efficiency projects at 23 locations and introduced further energy efficiency measures and recycling methods for feedstock and other materials used in the production process at various sites. In addition, seven locations obtain more than 80% of their electricity from renewable certified energy. To improve the Company's environmental performance, Autoneum trained a team of experts comprised of Research & Development employees in the life cycle analysis (LCA) of products and also committed to reducing its Scope 3 emissions by 20% by 2027 compared to 2019.

OCCUPATIONAL HEALTH AND SAFETY

In order to ensure the health and safety of employees at all Company locations, regular training sessions were held at all plants also in 2021. Dedicated modules provided employees with important knowledge about the safe use of machines in order to protect themselves from safety hazards in production. In addition, a safety manual with standardized measures to mitigate risks in felt production was developed and introduced worldwide. The Safety Leadership program launched in the previous year was continued in 2021, mainly virtually and, in particular, in plants with higher accident rates, in order to sensitize all plant, shift, and EHS managers to the early identification of hazards and new safety aspects. Moreover, to further improve ergonomic standards in the plants, process engineers and EHS staff were trained in the use of software tailored to Autoneum's manufacturing processes. Compared to the previous year, Autoneum recorded a decrease in accidents in 2021. To protect employees from the coronavirus, all Autoneum plants worldwide continued to implement strict health requirements and measures again this year. In 2021, three more plants were awarded ISO 45001 certification, the leading international standard for occupational safety and health. Thus, a total of 32 Autoneum plants are now ISO 45001 certified.

eco-efficient

EMPLOYEE DEVELOPMENT

Our employees are Autoneum's most important asset. A motivated, committed and culturally diverse workforce is the key to Autoneum's long-term economic success. Frequent interruptions in operations due to the semiconductor crisis required the Company to be more agile and efficient in 2021, thus posing new challenges for employees. Autoneum therefore adapted its staff development strategy in 2021 and increased the focus on corporate culture, engagement, leadership, skills development, and succession planning for key positions. In this context, a survey of all employees provided a comprehensive picture of their engagement. Based on the results, corresponding improvement measures will be developed and implemented at all Autoneum locations in 2022. In addition, Autoneum offered a wide range of professional and personal development projects. For example, virtual courses and high-performance leadership programs were conducted for managers and other employees to promote their skills and development.

COMPLIANCE

Autoneum aims to act in an exemplary and ethical manner both within the Company and in all business relations. The value basis for these actions is the Code of Conduct, which is binding for all employees and whose implementation is managed through a comprehensive Compliance Management System (CMS) and the guidelines, processes, and objectives defined therein. The global compliance risk assessment is used to evaluate the development status of the CMS on a continuous basis and identify potential for improvement. As in the previous year, managers were again made aware of their role model function and appropriate behavior in their interaction with staff as part of training courses in 2021 ("Tone at the Top"). Regular training sessions for all

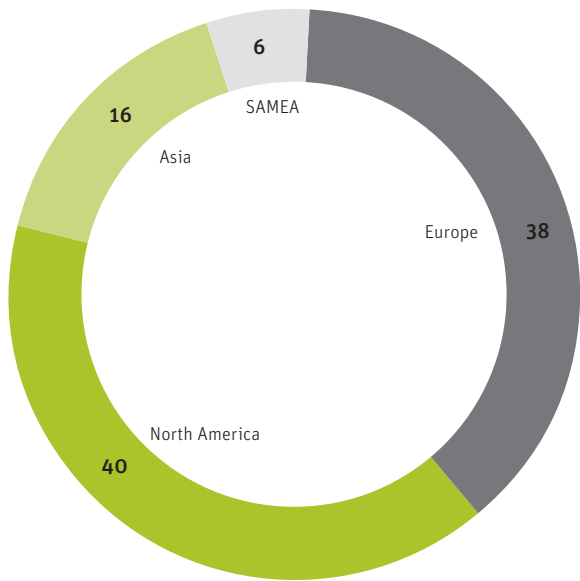
staff on the Code of Conduct and on topics such as anti-corruption, sexual harassment in the workplace, competition law, data protection, and cybercrime serve as preventive action to ensure that Autoneum employees do not endanger themselves or the Company through incorrect actions.

SOCIAL ENGAGEMENT

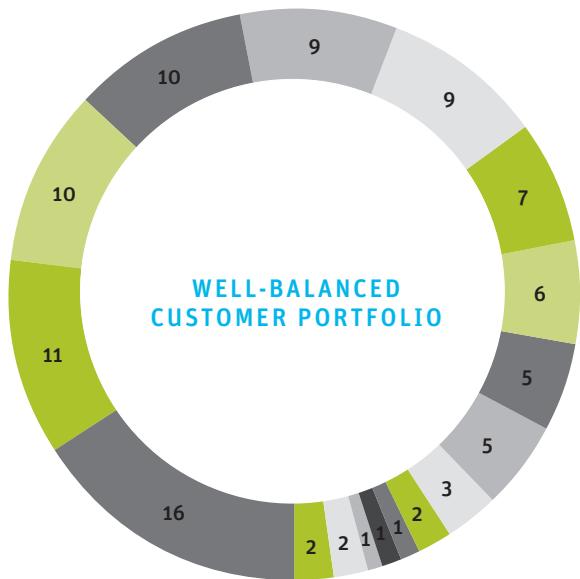
With more than 50 locations in 24 countries, collaborative relationships with local communities are of great importance to Autoneum. By means of social and environmental projects, Autoneum helps raise public awareness of local sustainability issues and targets and develop long-term relationships with regional stakeholders. For example, Autoneum employees in Bursa, Turkey, initiated a donation and collection campaign for the children's shelter in their community. Thanks to their extraordinary commitment, a generous donation for the "Violence against Children" campaign was collected. In France, 15 employees from the Blainville plant cleaned up a nearby beach in Normandy of marine debris, separating the waste from recyclable materials and disposing of it correctly. Employees from our Chinese plant in Guangzhou delivered healthy meals to elderly people in need in their community every day for a month. For ten years, employees at our plant in Bloomsburg, USA, have been supporting "Camp Victory" in Millville, Pennsylvania, with regular maintenance work: In 2021, another roof was repaired for the project, which provides a carefree vacation experience to children with health restrictions, bringing the total number of roofs repaired over the last decade up to 12.

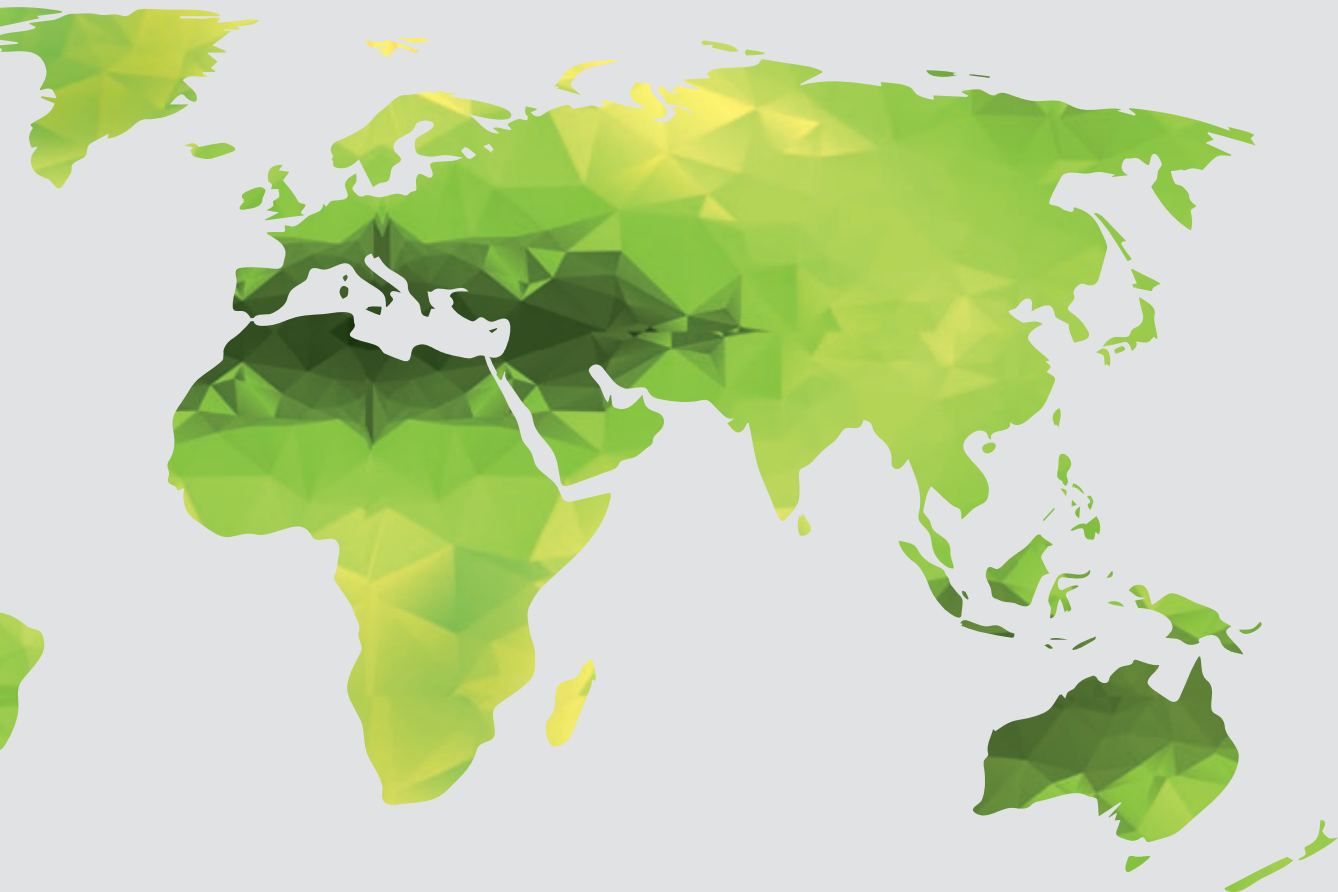
Markets and Customers

REVENUE BY REGION
(in %)



REVENUE BY CUSTOMER
(IN %)





EUROPE

Belgium

· Genk

Czech Republic

· Bor
· Choceň
· Hnětvice

France

· Aubergenville
· Blainville
· Lachapelle-aux-Pots
· Moissac
· On-s-en-Bray

Germany

· Munich
· Rossdorf-Gunderhausen
· 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

· 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
· Valparaíso, 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

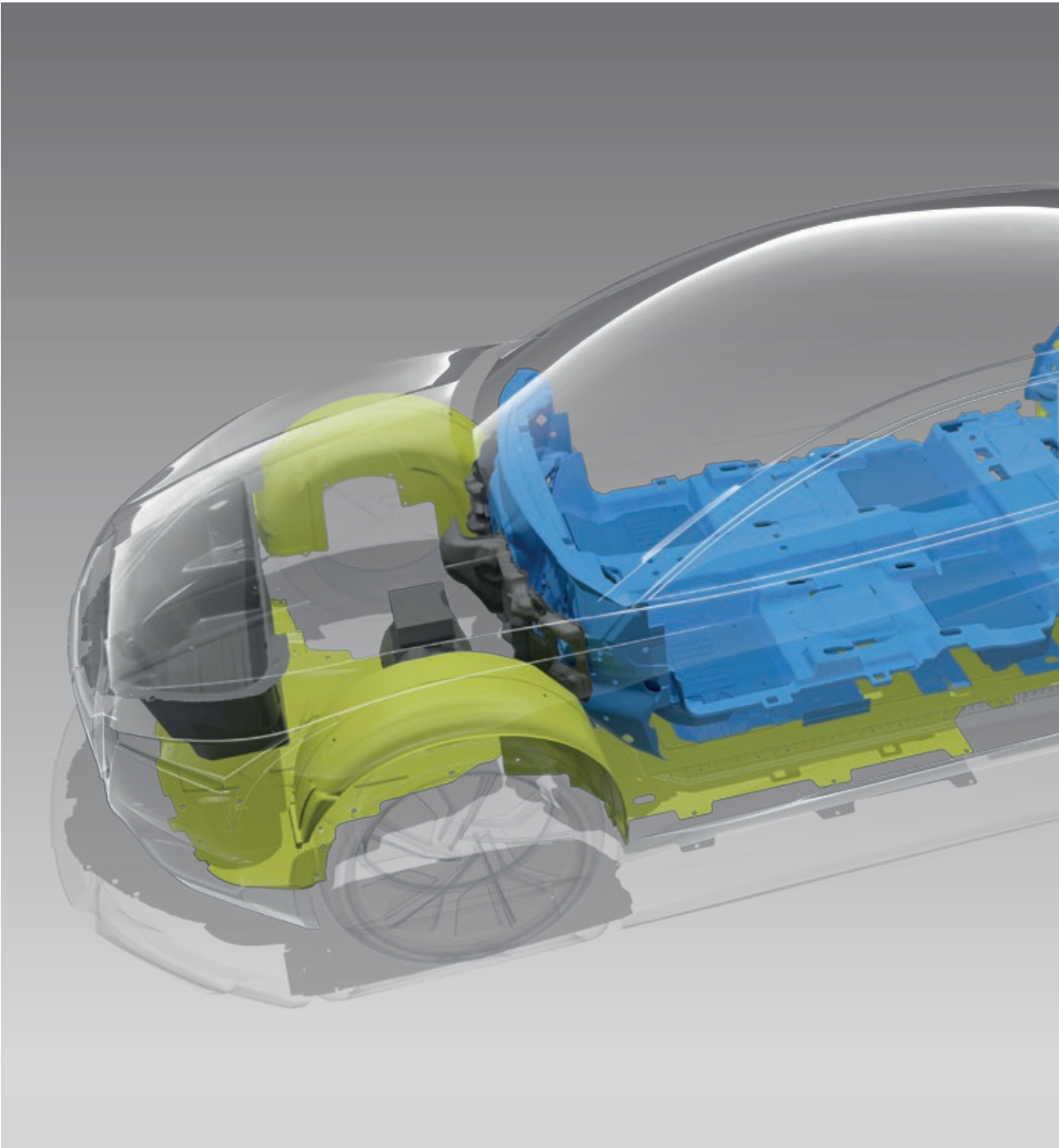
Turkey

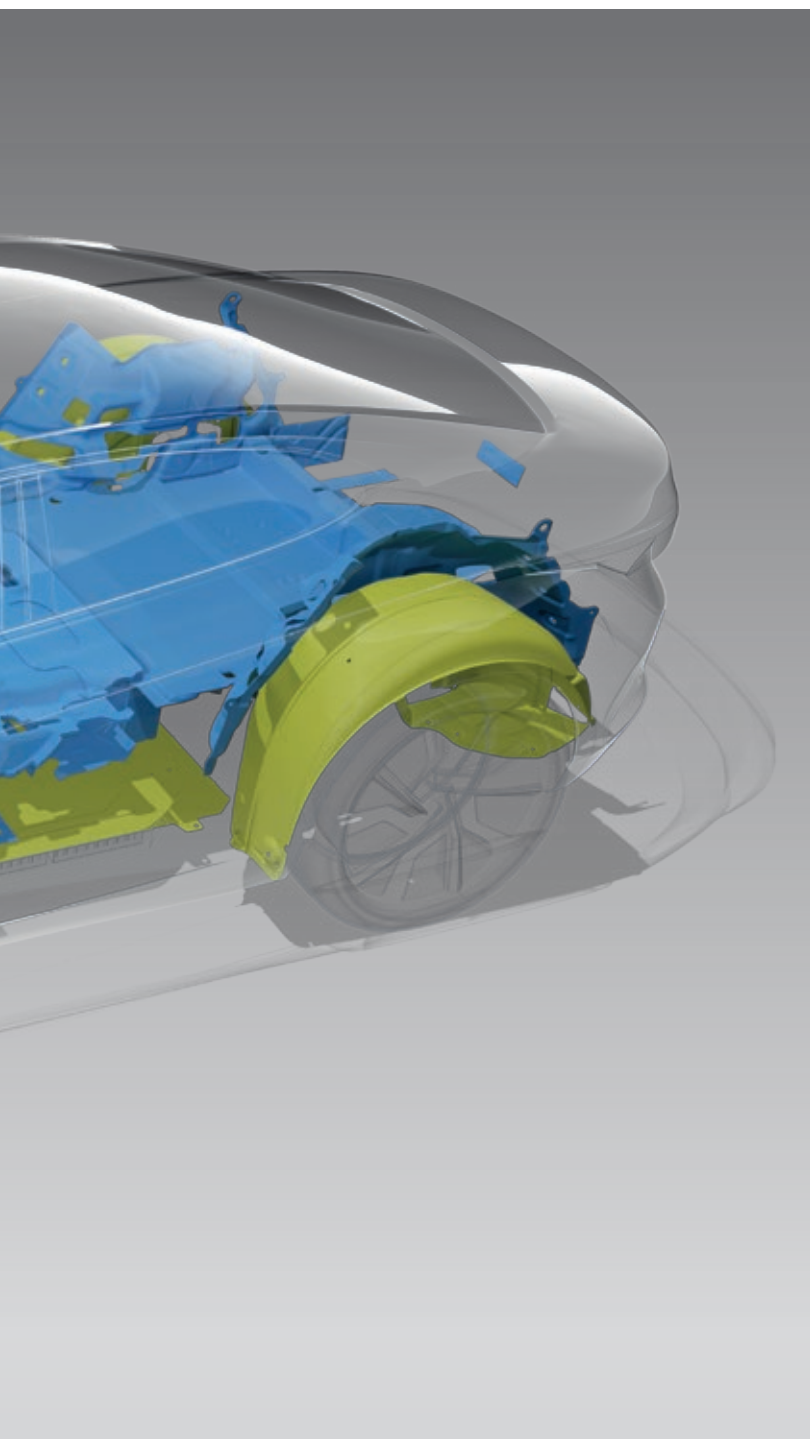
· Bursa

Autoneum
Locations with minority shareholders
Associated companies and investments
Licensees

* South America,
Middle East
and Africa.

Our Product Portfolio





Exterior

ENGINE BAY

- Frunk
- Engine* and E-Motor Encapsulations
- Outer Dashes
- Hoodliners
- Engine Top Covers*
- Outer Trunk Floor Insulators

UNDERBODY

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

Interior

INTERIOR FLOOR

- Inner Dashes
- Needlepoint 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, 2021. 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 127 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, 2021 was CHF 788.5 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 83–85.

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.

41 companies worldwide belonged to the Autoneum Group as of December 31, 2021. 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 110. The management organization of the Autoneum Group is independent of the legal structure of the Group and the individual companies.

SIGNIFICANT SHAREHOLDERS

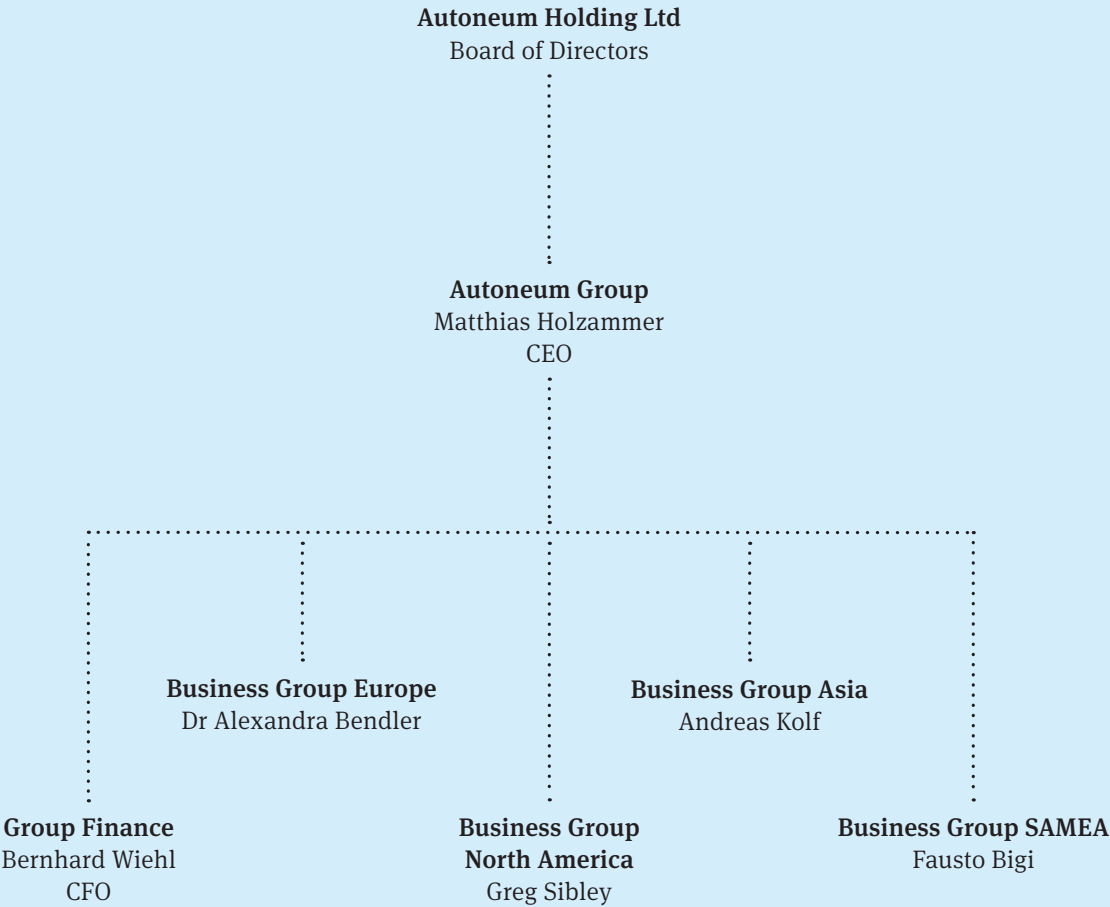
As of December 31, 2021 Autoneum was aware of the following shareholders with 3% or more of all voting rights in the Company:

- Artemis Beteiligungen I Ltd, Hergiswil, Switzerland; and Michael Pieper, Hergiswil, Switzerland; 22.47%
- PCS Holding Ltd, Frauenfeld, Switzerland; and Peter Spuhler, Warth-Weiningen, Switzerland; 16.17%

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 details can also be found. As of December 31, 2021 Autoneum Holding Ltd held 0.55% of the share capital (25 793 shares).

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

ORGANIZATION
As of December 31, 2021



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, 2021 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.

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

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

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 page 44f).

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 cancellation. 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.

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 A DIVIDEND OF CHF 1.50 PER SHARE

Based on the Group's net result, the Board of Directors proposes at the Annual General Meeting to be held on March 23, 2022 a dividend of CHF 1.50 per share for the financial year 2021 (for the financial year 2020: no dividend was paid). This distribution would amount to around CHF 7.0 million or around 30% of the net result attributable to the Autoneum shareholders.

* 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, 2021 the Board of Directors comprised eight 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 108).

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 2021, five regular meetings of the Board of Directors have taken place which each lasted around one half day. The meetings were partially held videoconference. One of these five meetings was held in a plant abroad, combined with a plant visit. The attendance rate was 86.8%. In addition, there were five videoconferences held with a duration of up to two and a quarter 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 2021, 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 (until March 25, 2021) and Liane Hirner (as from March 25, 2021) respectively. In the 2021 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.

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.

Board of Directors



Hans-Peter Schwald
Chairman



Rainer Schmückle
Vice Chairman



Michael Pieper
Board member



This E. Schneider
Board member



Liane Hirner
Board member



Norbert Indlekofer
Board member



Oliver Streuli
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), Luxembourg; 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**

LIANE HIRNER

Board member, Austrian national (1968)

First elected to the Board Board member since March 25, 2021 . **Educational and professional background** MBA in Industrial Management, Accounting and Taxation from the Karl Franzens University in Graz; from 1993 to 2017 various positions, including Partner and Managing Director at PwC Vienna; since 2018 member of the Managing Board and CFRO of the Vienna Insurance Group, Austria . **Other activities and vested interests** Member of the Supervisory Board of various companies of the VIG Group; Member of EIOPA's Insurance and Reinsurance Stakeholder Group (IRSG); Member of the Advisory Board of Webster Vienna Private University; Member of the Accounting and Auditing Experts Board of the Austrian Chamber of Accountants (KSW); Member of the Austrian Institute of Public Accountants (IWP); Member of the working party "international accounting" of the Austrian Insurance Association (VVO). **Committees** Member of the Audit Committee since March 25, 2021 . **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 Ltd, Forbo Holding Ltd, Arbonia Ltd, Reppisch-Werke Ltd and Duravit 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**

*does not stand for re-election at the AGM of March 23, 2022

OLIVER STREULI

Board member, Swiss national (1988)

First elected to the Board Board member since March 25, 2021 . **Educational and professional background** Master in Accounting & Finance University St. Gallen; from 2014 to 2017 Investment Banking at UBS; after joining Stadler Rail in 2017, he was responsible for the project management of the company's successful IPO as from 2018; since 2019 CEO of PCS Holding . **Other activities and vested interests** Chairman of the Board of Directors at Austrian Train Finance, Nordic Train Finance, Estonian Train Finance and Rolling Stock Finance Ltd.; Member of the Supervisory Board at Traktions-systeme Austria, Austria. Member of the Board of Directors of Cargoroll Holding Ltd. **Committees** Member of the Compensation Committee and of the Nomination Committee since March 25, 2021 . **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 Committee (until March 25, 2021), the Strategy, the Compensation and the Nomination Committee . **Non-executive**

PETER SPUHLER

Board member until March 25 2021, Swiss national (1959)
Personal data: www.autoneum.com/CV_P_Spuhler_en

The Audit Committee met for two regular meetings and videofonferences respectively in 2021 of four and four and a half hours. All committee members attended both meetings/videoconferences and also received the written reports from the internal auditors. Except for the representatives of the statutory and Group auditors, in 2021 no consultants have participated in the meetings of the Audit Committee.

The **Compensation Committee** consists of four members. The Chairman of this committee is This E. Schneider. The other members are Hans-Peter Schwald, Ferdinand Stutz and Oliver Streuli (as from March 25, 2021). 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 four members. The Chairman is This E. Schneider; the other members are Hans-Peter Schwald, Ferdinand Stutz and Oliver Streuli (as from March 25, 2021). 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.

In 2021 the members of the Compensation and the Nomination Committee held four regular meetings/videoconferences of between one and three hours. Three of the four committee members attended all meetings/videoconferences, one attended two. In 2021, 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 2021 for one meeting of four hours, and held a workshop of two days. All committee members attended the meetings. In 2021, 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.

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 79–83 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 four regular audits in 2021. The results were discussed in detail with the Business Groups and the companies concerned, and appropriate measures have been initiated and monitored accordingly.

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

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, 2021: 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.

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 127 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.

* 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 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 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 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 2019 . **Other activities and vested interests** none

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 2022 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 1/3 percent 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 1.2 million for the 2021 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 0.2 million for additional services, mainly for tax advisory services. Additional auditors received from Autoneum approximately CHF 0.3 million for the 2021 financial year for services in connection with auditing the annual financial statements of Group

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

companies. They also received approximately CHF 0.2 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. Price-sensitive facts 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 2021 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.*

* Due to the situation in connection to the coronavirus and the respective ordinances from the Swiss Government, the Annual General Meetings of March 25, 2020 and March 25, 2021 were held under exclusion of physical participation of the shareholders. For the same reason, also the Annual General Meeting to be held on March 23, 2022 will again take place without physical participation of shareholders.

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

10 TRADING RESTRICTIONS

The Board of Directors of Autoneum Holding AG has released internal regulations related to trading restrictions, where it is differentiated between regular trading restrictions and ad hoc trading restrictions.

Regular trading restrictions are related to the publication of the half-year and full-year figures and are in place starting on June 10 until the end of business of the day the half-year results are published, and on December 10 until the end of business of the day the full-year results are published. Addressees are the members of the Board of Directors and the Group Executive Board and any employee who has access to the relevant financial figures.

Ad hoc trading restrictions are related to any other price-sensitive fact and are issued by the Chairman of the Board of Directors, who also decides on the addressees.