

We pioneer motion

SCHAEFFLER

Code of Conduct | 2024 Schaeffler Group

Transparency, Trust, and Teamwork



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Foreword



Ladies and Gentlemen,
Dear Employees,

The Schaeffler Group is a publicly listed family company with a strong set of fundamental values that were established by the company's founders. Striving for success means striving to achieve the highest possible quality and to create first-class technology. In this context, the merger with Vitesco Technologies Group AG in 2024 is an important strategic step to give the Schaeffler Group an even more future-oriented positioning. Together, we want to create a Motion Technology Company that builds on the existing strengths of both companies.

The focus of all Schaeffler products has always been "motion". This will continue to be the case in the future. Motion is not only an integral part of our slogan "We pioneer motion", but also the central focal point of our positioning as a Motion Technology Company, which we have developed further this past year.

Schaeffler has a unique identity – a company shaped by its founders, with a long history of success, a clear strategic orientation, and a strong commitment to deeply held values and principles. This is not a contradiction, on the contrary: We live by the values of a global family business. Integrity, fairness, and mutual respect when doing business has always been core elements of our DNA. This is reflected in our proven leadership principles of Transparency, Trust, and Teamwork as well as our values: sustainable, innovative, excellent, and passionate.

We assume responsibility for the future of Schaeffler and subsequent generations by acting responsibly and with a long-term perspective, respecting applicable laws and regulations, relying on diversity, and promoting environmental and climate protection. Our fundamental values form our compass, which we use to steer the course toward the future together with our shareholders, business partners, and, of course, our employees.

We want to further develop our business and sharpen our corporate profile. But not at all costs. No business is so important that we may break our values and applicable laws. Unethical behavior can lead to considerable damage. Integrity is an integral part of our corporate culture. In this way, we create the trust that is so important for our continued business success. To continue pioneering motion to advance how the world moves, we move with integrity.

Dear Employees, we have updated the Schaeffler Code of Conduct and adapted it to our corporate strategy. It provides orientation in our actions and, at the same time, represents an important promise to the outside world. We all contribute to leading the Schaeffler Group into a sustainably future. Please use this Code of Conduct and let us consistently orient our daily conduct towards each other, our business partners, and civil society accordingly.

On behalf of the Schaeffler Executive Board, I count on your contribution and thank you for your support.

Best regards,

A handwritten signature in blue ink that reads "Klaus Rosenfeld". The signature is written in a cursive, flowing style.

Klaus Rosenfeld
Chief Executive Officer
Schaeffler AG

**INTEGRITY, FAIRNESS,
AND MUTUAL RESPECT
ARE THE CORNERSTONES
WITHIN THE SCHAEFFLER
GROUP UPON WHICH
ACTIONS ARE BASED. THE
SCHAEFFLER GROUP LIVES
UP TO ITS CORPORATE
RESPONSIBILITY AND
THEREBY CREATES THE
PREREQUISITES FOR
THE GROUP'S SUSTAINED
SUCCESS, AND A
SUSTAINABLE FUTURE.**



This Code of Conduct was approved by the Executive Board of Schaeffler AG with the full support of the Schaeffler family. The Schaeffler Group Code of Conduct emphasizes the importance that the Schaeffler Group¹ places on responsible corporate conduct.

This Code of Conduct describes the values and principles of conduct that represent a mandatory basis for the Schaeffler Group's global business conduct whose letter and spirit must be observed by all employees² in dealings with colleagues, business partners, authorities, and civil society.

Employees of the Schaeffler Group act according to the values and principles of conduct and follow their own inner compass to ensure that regulations become practiced values in their daily work. The Schaeffler Group expects all its employees to feel personally responsible for compliance with this Code of Conduct and to support others in adhering to the defined values in the same manner.

¹ The term "Schaeffler Group" refers to i.e., Schaeffler AG and all Group companies in which Schaeffler AG directly or indirectly holds a majority stake.

² The term "employees" also includes executives at all levels as well as members of the executive bodies.

1 FUNDAMENTAL PRINCIPLES AND CONDUCT REGULATIONS

1.1 Acting with integrity

Integrity means that the business conduct of the Schaeffler Group always conforms to the company's values and principles defined in this Code of Conduct.

The Schaeffler Group and its employees adhere to all applicable laws as well as internal regulations and policies. Schaeffler Group employees can find further guidance on appropriate conduct in Schaeffler's social networks and in Group internal policies and guidelines.

Where national law conflicts with aspects of this Code of Conduct, the Schaeffler Group seeks to apply the highest possible safeguard within the legal boundaries of the country concerned.

The Schaeffler Group only maintains business relationships with business partners whose business conduct conforms to the values and principles of conduct specified in this Code of Conduct, and thus safeguards the Schaeffler Group and its employees against criminal or other forms of liability and protects Schaeffler Group's good reputation.

1.2 Transparency, trust, and teamwork

The Schaeffler Group is a fair and reliable partner. The Schaeffler Group and its employees act transparently towards the Schaeffler Group's shareholders, business partners, civil society, and each other. Transparency generates trust, and trust is the foundation of successful teamwork.

Responsible teamwork requires decisions and actions that are transparent and comprehensible. The Schaeffler Group and its employees foster collaboration and transparency creating as part of a speak-up culture a working environment where others are treated fairly and with respect and where challenges are addressed directly and in a constructive manner.

1.3 Handling of risks

The Schaeffler Group cautiously takes calculated business risks to achieve the Group's strategic objectives and ensure sustained success. Risks that could jeopardize the continued existence of the Group are not accepted.

Risks to these objectives are actively identified, assessed, and managed with the help of a group-wide risk management system implemented within the Schaeffler Group. The handling of risks is enhanced at all corporate and business levels by consistently addressing risks and regularly monitoring risk-driving factors.

It is the responsibility of each employee to appropriately manage the business risks within their assigned area of responsibility. In this way, the Schaeffler Group ensures a continuous and group-wide risk awareness and lived risk culture.

1.4 Avoiding conflicts of interest

The Schaeffler Group expects loyalty and integrity from all its employees. Employees must avoid situations in which personal interests or actions conflict with those of the Group and make business decisions in the Group's best interest. Personal interests, economic or otherwise, are not allowed to negatively interfere with or obstruct the interests of the Schaeffler Group.

If conflicts of interest cannot be avoided, the employee must disclose these and work with their managers to resolve the conflict and to find a solution that will protect the Group's interests.

1.5 Handling group assets with due care

The Schaeffler Group and its employees manage the Group's assets in a careful and responsible manner. These include both material values such as buildings, facilities, and operating materials as well as information technology, software, data, and intellectual property.

All employees are responsible for utilizing the resources, operating materials, and information made available to them exclusively in the Group's interests, to protect these against negative influences and to keep them in proper condition.

1.6 Proper accounting and financial reporting

The Schaeffler Group adheres to the principles of proper accounting. The Schaeffler Group uses a system of correct financial reporting to establish trust among its contractual partners, shareholders, and the public by means of a group-wide internal control system that addresses and monitors risks through effective control activities, thereby ensuring sustainable value creation.

Employees are required to maintain accounts, records, and documentation in a truthful, correct, complete, and up-to-date manner in accordance with the requirement for transparency.

The Schaeffler Group keeps its stakeholders informed on a regular basis by publishing its financial results, which are created in accordance with international financial reporting standards.

1.7 Proper conduct in public

The Schaeffler Group is open towards the use of social media networks by its employees and respects their right to freely express their opinions. When expressing their opinions in public employees observe common courtesy and maintain a respectful tone.

The Schaeffler Group expects its employees not to make any public statements on behalf of the Group or to use the name Schaeffler for political positioning and to refer any questions to the Corporate Communications department.



2 BEHAVIOR TOWARDS BUSINESS PARTNERS AND THIRD PARTIES

2.1 Fair competition

The Schaeffler Group stands for fair and undistorted competition. The competition and antitrust regulations of the markets on which the Schaeffler Group is active and on which Schaeffler's economic activities may have an impact are observed and followed by both the Schaeffler Group and its employees.

Virtually all countries have laws and regulations prohibiting agreements, arrangements, and coordinated practices between competitors, suppliers, customers, consumers, and distributors that may restrict or intend to restrict competition. The same applies to the abuse of a leading market position.

The Schaeffler Group expects its employees not to participate in practices that are in contravention of competition and antitrust law.

2.2 Anti-corruption

The Schaeffler Group does not tolerate corruption in any form. The Schaeffler Group wants to avoid the appearance of business decisions or economic success being dependent on impermissible benefits. Employees must adhere to the applicable anti-corruption laws of the countries in which Schaeffler conducts business activities.

Gifts and hospitality

Benefits such as gifts, invitations, or other things, including those of intangible value, are only permissible if they are appropriate and granted in a transparent manner.

The offering of benefits in any form to private companies and their employees with the purpose of improperly influencing their business decisions is prohibited. The same applies to the acceptance of benefits from business partners with a similar purpose. Granting benefits to public or government officials or to any other public officers will generally not be tolerated. Benefits in this regard also include indirect benefits, e.g., via business partners and other third parties.

Donations and sponsoring

The purpose of donations from the Schaeffler Group is to promote non-profit causes and to sustainably generate a positive public image and perception of the Schaeffler Group. Unlike marketing activities, sponsoring also aims at the support of specific cultural, social, or other publicly acknowledged purposes. Donations to political parties, party-affiliated organizations, politicians, or political initiatives as well as individual persons are not permissible.

Technical Compliance

2.3 Prevention of money laundering and financing of terrorism

The Schaeffler Group combats money laundering and the financing of terrorism by neither participating nor endorsing any activities connected with money laundering and the financing of terrorism.

Every employee is required to report all financial transactions that may give just cause to suspect money laundering and to initiate a review of these transactions by the Compliance department responsible.

2.4 Export control and sanctions law

National and international laws and directives regulate import, export, trade, brokering, and financing transactions, the rendering of services, and the forwarding of goods (material goods, software, and technology). The Schaeffler Group ensures by means of appropriate processes that transactions and activities both with third parties and within the Schaeffler Group do not contravene export control and sanctions laws.

2.5 Taxes and customs

The Schaeffler Group adheres to all applicable tax laws and customs regulations. The Group does not pursue any improper tax avoidance strategies. The pricing for intragroup activities is consistent with the arm's length principle.³ Cooperation with financial administration bodies takes place in an open and respectful manner.

The Schaeffler Group is aware of its social responsibility and the necessity of appropriate public funding. The Schaeffler Group contributes to tax revenue based on its performance both domestically in Germany and abroad.

2.6 Technical compliance

Technical compliance in the Schaeffler Group means adherence to technical product-related binding obligations. The main objective of technical compliance at the Schaeffler Group is to avoid that our products harm the life and limb of people or the environment. A key element to achieve this, is the compliance of products with relevant laws, regulations and the state-of-the-art applicable at the time of the products being put into circulation and the management of technical compliance risks over lifecycle.

The Schaeffler Group requires all its employees to take personal efforts for achieving technical compliance of our products and services.

Anti-Money Laundering

Export Control

Tax

³The arm's length principle ensures that the amount that one related party charges another for a product or service is the same as the amount charged between unrelated parties.



3 HANDLING OF INFORMATION

3.1 Digitalization

The Schaeffler Group considers digitalization a strategic imperative, fully acknowledging the transformative impact of innovative technologies like Artificial Intelligence (AI), the Internet of Things (IoT), and Digital Twins for our industry. The Schaeffler Group is committed to unlocking the power of digitalization to drive its business forward, for the benefit of the Schaeffler Group, its workforce, and business partners.

Every employee is encouraged to contribute so that we think, shape, and act digital by actively engaging with the opportunities and challenges of digitalization to enhance the Groups operations, streamline business processes, and foster innovative methods of collaboration, both internally and with the Group's business partners.

The Schaeffler Group is targeting efficient, regulatory-compliant, and state-of-the-art systems and standards for data exchange, governance, and quality. Digital solutions are carried forward in a sustainable and value-focused manner. Employees take personal efforts to ensure that all in-house and external solutions within their area of responsibility meet the highest possible level of cyber security and data protection.

3.2 Artificial intelligence

The use of Artificial Intelligence (AI) offers great economic potential and is essential for the Schaeffler Group's competitiveness. Based on the principles and values of this Code of Conduct's, the Schaeffler Group seeks a future-oriented use of AI, ensuring regulatory and ethical compliance.

3.3 Protection of group relevant information

The Schaeffler Group protects information relevant to the Group and information that is entrusted to it by third parties against misuse, loss, destruction, and manipulation. The Schaeffler Group adheres to state-of-the-art safety standards and implements appropriate confidentiality measures. This applies not only to information proprietary to the company but also to confidential information that is entrusted to the Schaeffler Group by its business partners.

Information security is a high priority for the Schaeffler Group, and its objective is to continuously improve the fulfillment of the following safety objectives: confidentiality, availability, and integrity. The necessary regulatory framework is provided by a group-wide Information Security Management System.

3.4 Protection of personal data

The Schaeffler Group protects and observes the personal rights of its employees and business partners. Adherence to the applicable regulations and the core principles of purpose limitation, fairness, lawfulness, transparency, and data minimization when handling personal data is ensured by means of suitable measures as a robust set of internal regulations and learning.

3.5 IT security

The Schaeffler Group's IT systems are carefully designed to meet the high standards of IT security. The careful handling of Group, employee and business partner data through robust technical and organizational IT security measures strictly complies with legal requirements.

3.6 Insider information

Insider information, i.e., specific information that, should it become publicly known, could significantly influence the price of listed securities, must be treated as strictly confidential. Employees who have such insider information at their disposal are prohibited from utilizing it for the purpose of trading with securities or other financial instruments, disclosing it to third parties, or utilizing it to make recommendations for purchasing or selling securities or other financial instruments.



4 RESPECT FOR HUMAN RIGHTS AND TREATMENT OF COLLEAGUES

4.1 Respect for human rights

The Schaeffler Group respects the dignity and human rights of its employees and all persons with whom the Schaeffler Group is associated with through its own business conduct, its business relationships in the upstream and downstream value chain, and its products.

In addition to applicable human rights and due diligence regulations, the Schaeffler Group operates in close alignment with international standards, such as

- the UN International Bill of Human Rights,
- the UN Guiding Principles on Business and Human Rights,
- the core labor standards of the International Labor Organization (ILO),
- the OECD Guidelines on Responsible Business Conduct.

The Schaeffler Group is a signatory to the UN Global Compact and is committed to the ten principles of the UN Global Compact.

4.2 Prohibition of child labor

The Schaeffler Group does not tolerate any form of child labor. Applicable local laws and established international standards for the protection of children must be complied with. The Schaeffler Group adheres to minimum employment ages that must not be lower than the school leaving age or below 15 years.

Children under the age of 18 enjoy special protection. Work that deprives children of their childhood, that hampers their potential, dignity, and education as well as work that is harmful to their physical and mental development is inconsistent with the Schaeffler Group values.



4.3 Prohibition of forced labor and modern slavery

The Schaeffler Group does not tolerate forced or compulsory labor, modern slavery, involuntary or exploitative labor, bonded labor, human trafficking, or other forms of exploitation defined as work required of a person, under penalty of punishment, for which the person has not volunteered.

The Schaeffler Group promotes secure employment and undertakes to align its hiring and recruiting practices with applicable international standards. Especially, the Schaeffler Group ensures that the employees' freedom of movement is not impaired by withholding their identity documents or by any other means.

4.4 Promotion of health and safety

The Schaeffler Group prioritizes a safe working environment for its employees and promotes the overall health, wellbeing, and performance of employees by implementing adequate measures aimed at reducing the number and severity of work accidents.

Employees must have the qualifications necessary to meet the requirements associated with their role and undergo regular training in occupational health and safety at work. Focus is placed on employees who are in particular need of protection, such as minors, pregnant employees, and persons with physical impairments.

Executives at the Schaeffler Group have the task of ensuring that appropriate occupational health and safety precautions are taken within their area of responsibility.

4.5 Respect for freedom of association and right to collective bargaining

The Schaeffler Group respects its employees' right to freedom of association, right to collective bargaining as well as their statutory right to strike to resolve workplace and wage issues, as governed by applicable local laws. In this context, the Schaeffler Group cooperates with employee representatives in good faith.

The Schaeffler Group respects collective bargaining agreements and its business activities will not interfere with agreed workers' rights and benefits. The Schaeffler Group does not tolerate that the exercise of such rights is met with threats of reprisal or as grounds for discrimination.

4.6 Prohibition of discrimination

The Schaeffler Group does not tolerate any form of discrimination or harassment. The Schaeffler Group values multicultural experience and diversity and strives to create a working environment in which inclusion is actively practiced and employees of all genders are valued. At the Schaeffler Group no person shall be discriminated against or disadvantaged on the grounds of age, handicap, ethnic origin, marital status, gender, skin color, membership in workers' organizations, nationality, political views, religion or ideology, sexual orientation, pregnancy, social background, or other characteristics protected by law.

No one shall be exposed to or threatened with rough or inhumane treatment in the workplace, including sexual harassment, corporal punishment, mental and physical coercion, or verbal abuse.

The Schaeffler Group expects its executives to set an example through their own behavior and holds them accountable to ensure that the working environment within their area of responsibility is free of discrimination and workplace harassment.

4.7 Promotion of adequate compensation and working hours

The Schaeffler Group complies with all applicable laws and collective bargaining agreements and operates in close alignment with international standards relating to compensation and working hours.

The Schaeffler Group ensures that employees do not work for longer than the working hours permitted by applicable local laws and organizes its working hours in such a way that occupational accidents due to physical and mental fatigue are avoided and the health of employees is maintained. Overtime is performed voluntarily and within the legally permitted hours and compensated adequately.

The Schaeffler Group strives to pay wages and benefits that cover the cost of living and commits to compensating for work of equal value with equal compensation. The only factors that lead to differences in compensation for the same position are relevant experience, competencies, and the individual's performance.

4.8 Disciplinary action

The Schaeffler Group does not tolerate torture, cruel, inhuman, or degrading treatment as well as injury to life, limb, and health. No unreasonable disciplinary action or corporal punishment may be taken, particularly including withholding or deduction of pay, social security contributions or documents (e.g., identification cards) or that interferes with an employee's right to freedom of movement.

At the Schaeffler Group, this also applies to third parties, incl. public and private security forces, which are present at Schaeffler Group locations.

4.9 Compatibility of work and family

As a family-owned company, it is of particular importance to the Schaeffler Group to promote a work-life balance and the best possible conditions for combining family and work by creating a family-friendly environment for its employees.

4.10 Promotion of employee development

The Schaeffler Group values and promotes lifelong learning, i.e., learning through experience, from one another, and through training courses to drive innovation and success. The Schaeffler Group regards employees' development as an investment in the future of each individual and in the competitiveness of the Schaeffler Group as an innovative and sustainable Motion Technology Company.

The Schaeffler Group offers an extensive range of development and career options that give every employee the opportunity to develop according to their individual abilities and pursue their professional and personal interests.

4.11 Protection of human rights defenders

The Schaeffler Group acknowledges the important work human rights defenders perform to promote and ensure the respect for human rights and fundamental freedoms and their right to freedom of expression, peaceful assembly, and freedom of association⁴.

In cases where potential risks to human rights defenders arise in connection with the products or services provided to the Schaeffler Group, Schaeffler Group and its employees speak out against any form of intimidation, threat, defamation, and criminalization of human rights defenders. The Schaeffler Group seeks dialog with human rights defenders in good faith in its due diligence processes.

4.12 Protection of local communities and indigenous peoples

The Schaeffler Group respects applicable local, national, international, and traditional rights concerning land, water, and resources, as well as the rights of local communities and Indigenous peoples to a decent standard of living that might be affected by the Group's business operations.

⁴Human rights defenders are individuals or groups who act to promote, protect, or strive for the protection and realization of human rights and fundamental freedoms through peaceful means.

5 SUSTAINABILITY AND PROTECTION OF THE ENVIRONMENT

5.1 Acting with sustainability in mind

Sustainability is firmly anchored within the Schaeffler Group's values and conduct. The sustainable generation of added value is based on unity between economic, ecological, and social responsibility regarding our products, their production, as well as associated processes and value chain.

Employees actively contribute to sustainability by basing their conduct on social values, helping to minimize resource consumption, and enhancing energy efficiency and other relevant sustainability aspects through their day-to-day actions.

5.2 Environmental, energy and climate protection

The Schaeffler Group is aware and sensitive of its dependencies and impacts on the global ecosystem. Therefore, the protection of the environment is part of the Group's business strategy, the manufacturing process and product lifecycle.

Great value is placed on the protection of the environment and observance of local environmental protection laws and international regulations. In particular, the Schaeffler Group assesses its business activities for compliance with regulations for adequate chemical management, as well as the collection, storage, recycling and disposal of hazardous substances and waste.

To this end, the Schaeffler Group maintains a comprehensive EnEHS (Energy, Environment, Health, and Safety) Management System. At all locations, adequate processes are in place to reduce the Group's environmental impact to a minimum and continuously improves its efforts regarding environmental protection, mitigating climate change and restoration of biodiversity. Site-specific environmental risks are regularly assessed and mitigated, as necessary.



The Schaeffler Group works according to the principle of a circular economy – from the design and manufacture of our products and the extension of their operating life through to the recycling of the materials used. For their area of responsibility, employees must continuously assess their activities regarding the possibility of e.g., reducing waste, energy and water consumption, and greenhouse gas emissions.

The Schaeffler Group's product portfolio focuses on solutions aimed at achieving zero-emissions mobility and drive decarbonization. The Schaeffler Group supports the expansion of renewable energy generation. In this way, the Group is actively helping to promote social change through the creation of technologies that protect the environment and climate.

6 REPORTING AND CONTACT PERSONS

6.1 Reporting of misconduct

Improper behavior of any kind will be actively addressed at the Schaeffler Group. Both executives and employees of the Schaeffler Group as well as third parties are encouraged to speak up freely and without fear of repressive measures.

Retaliation against reporters who speak up regarding misconduct within the company in good faith is forbidden. All executives are obliged to forward any misconduct reported to them to the Compliance Forensics & Investigations department.

6.2 Local contact persons

To clarify questions regarding the Schaeffler Group Code of Conduct, rules, and policies or for reporting perceived misconduct, employees can always contact a person in their immediate working environment, for example:

- Executives
- Regional and Local Compliance Officers
- HR department, Legal and Auditing department, or
- Employee Representatives

6.3 Whistleblowing system

Notifications about perceived violations of the Schaeffler Group Code of Conduct, laws and other internal rules, specifically illegal business practices or potential human rights violations, can be made using the Schaeffler Group's Whistleblowing System. This system is available in a number of languages and allows anonymous, confidential, specially encrypted, secure communication with the investigation team in Schaeffler's Compliance department.

The Schaeffler Whistleblowing system can be reached by the following means:

Post	Schaeffler AG Forensics and Investigations Industriestrasse 1 – 3 91074 Herzogenaurach Germany
24/7 telephone hotline	+49 30 99257146 (German, English, French)
	Availability by phone in other languages:
	Spanish +1 213 2791015
	Portuguese +55 61 35507564
	Chinese 10800-320-0116 <i>(only to be reached with the provider China Telecom)</i>
	Chinese +6531382063

If you are asked to enter a Company Access Pin, please enter: 3758

E-mail investigations@schaeffler.com

Online reporting channel <https://www.bkms-system.net/schaeffler>

The Schaeffler Group vigorously investigates any leads regarding misconduct in accordance with the principle of proportionality. Every lead will be followed up. Depending on the result, a comprehensible decision is made as to what consequences are suitable, necessary, and commensurate.

Contact

In addition to the specified local contact partners, employees of the Schaeffler Group can also contact Compliance & Corporate Security directly.

Eric S. Soong
Group Chief Compliance Officer

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