

UNABRIDGED RESOLUTION PROPOSALS OF THE MANAGEMENT.

Non-binding convenience translation of the resolution proposals as published in the Federal Gazette on 20 March 2025 including the updated Management's proposal on item 2 as of 5 May 2025.

Item 1.

Presentation of the adopted Company Financial Statements and the approved Group Financial Statements along with the consolidated Management Report for the Company and the Group as of 31 December 2024 and the Report of the Supervisory Board for the financial year 2024.

In accordance with statutory provisions, no resolution is proposed to be adopted on agenda item 1, as the Supervisory Board has already approved the Company Financial Statements and the Group Financial Statements. The Company Financial Statements are thus adopted.

Item 2.

Resolution on the utilisation of unappropriated profit.

The Board of Management and the Supervisory Board propose that the unappropriated profit for the financial year 2024 in the amount of € 2,676,831,616.98 be utilised as follows*:

- Distribution of a dividend in the amount of € 4.32 per share of non-voting preference stock with a nominal value of € 1 on the dividend bearing share capital (54,675,505 shares of preference stock), amounting to € 236,198,181.60;
- Distribution of a dividend in the amount of € 4.30 per share of common stock with a nominal value of € 1 on the dividend bearing share capital (561,134,926 shares of common stock), amounting to € 2,412,880,181.80;
- Transfer of the remaining amount of € 27,753,253.58 to other revenue reserves.

Dividend per preference share	€ 4.32
Dividend per common share	€ 4.30
Distribution to shareholders	€ 2,649,078,363.40
Transfer to other revenue reserves.	€ 27,753,253.58

The proposal for the utilisation of unappropriated profit reflects 18,660,741 treasury common shares and 4,244,903 treasury preference shares. These treasury shares are not entitled to a dividend pursuant to § 71b AktG.

Item 3.

Resolution on the ratification of the acts of the Board of Management.

The Board of Management and the Supervisory Board propose that the acts of the members of the Board of Management in the financial year 2024 be ratified for this period.

Item 4.

Resolution on the ratification of the acts of the Supervisory Board.

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board who were in office during the 2024 financial year and are listed below under items 4.1 to 4.24 be ratified for this period:

4.1	Dr Norbert Reithofer	(Chairman)
4.2	Dr Martin Kimmich	(Deputy Chairman)
4.3	Stefan Quandt	(Deputy Chairman)
4.4	Stefan Schmid	(Deputy Chairman)
4.5	Dr Kurt Bock	(Deputy Chairman)
4.6	Christiane Benner	(until 15 May 2024)
4.7	Ulrich Bauer	(since 15 May 2024)
4.8	Dr Marc Bitzer	
4.9	Bernhard Ebner	(until 15 May 2024)
4.10	Rachel Empey	
4.11	Dr Heinrich Hiesinger	
4.12	Johann Horn	(until 15 May 2024)
4.13	Dr hc Susanne Klatten	

* Updated resolution proposal on agenda item 2 as of 5 May 2025: Since the convocation of the Annual General Meeting, the number of shares entitled to dividends has decreased as a result of share buy-backs by the Company. As announced in the convening notice, the Board of Management and the Supervisory Board have therefore updated their resolution proposal in accordance with the above wording. The dividend amount per dividend-bearing share has remained unchanged. The amount of the unappropriated profit that is not required for the distribution as a result of the decreased number of dividend-bearing shares is to be transferred to the other revenue reserves. In the above version, the proposed resolution will be to a vote at the Annual General Meeting.

4.14	Jens Köhler	
4.15	Gerhard Kurz	(until 31 October 2024)
4.16	André Mandl	
4.17	Dr Dominique Mohabeer	
4.18	Dr Michael Nikolaides	(since 1 November 2024)
4.19	Horst Ott	(since 15 May 2024)
4.20	Anke Schäferkordt	
4.21	Prof Dr Dr hc Christoph M. Schmidt	
4.22	Dr Vishal Sikka	
4.23	Sibylle Wankel	
4.24	Prof Dr Johanna Wenckebach	(since 15 May 2024)

Item 5.**Election of the auditor and the auditor for the sustainability reporting.**

At the recommendation of the Audit Committee, the Supervisory Board proposes the following resolutions:

- 5.1 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main (PwC), is appointed as Company and Group auditor for the financial year 2025 and as auditor to carry out a review of the Condensed Interim Group Financial Statements and Interim Group Management Report for the first six months of the financial year 2025.
- 5.2 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main (PwC), is appointed as the auditor of the Sustainability Report and the Group Sustainability Report for the financial year 2025. This appointment shall take effect upon the enactment of the German law implementing the European Directive on Sustainability Reporting (EU) 2022/2464 of 14 December 2022 (Corporate Sustainability Reporting Directive – CSRD) and as a precaution in the event that the audit of the Sustainability Report is not the responsibility of the auditor of the financial statements anyway.

Item 6.**Elections to the Supervisory Board.**

The Supervisory Board proposes that the following persons be elected to the Supervisory Board as shareholder representative with effect from the close of the Annual General Meeting on 14 May 2025:

- 6.1 Dr Marc Bitzer, St. Joseph (Michigan, USA), Chairman and CEO of Whirlpool Corp., for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2028,
- 6.2 Rachel Empey, Königstein im Taunus, member of supervisory boards, for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2028,
- 6.3 Dr Nicolas Peter, Munich, member of supervisory boards, for a term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2028,
- 6.4 Anke Schäferkordt, Berlin, member of supervisory boards, for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2028,
- 6.5 Prof Dr Dr hc Christoph M. Schmidt, Essen, President of RWI – Leibniz Institute for Economic Research e.V. Essen and university professor, for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2028.

Item 7.**Resolution on the approval of the Remuneration Report.**

The Supervisory Board and the Board of Management propose that the Remuneration Report for the financial year 2024, prepared and audited in accordance with § 162 AktG, be approved.

Item 8.**Resolution on the of the remuneration system for the members of the Board of Management beginning with the financial year 2025.**

The Supervisory Board proposes that the remuneration system for the members of the Board of Management for financial years from 2025 onwards, as published on the company's website, be approved.

Item 9.**Resolution on the confirmation of the remuneration of the Supervisory Board members.**

The Board of Management and the Supervisory Board propose to confirm the remuneration for Supervisory Board members as stipulated in § 16 of the Articles of Incorporation and the underlying remuneration system as published on the Company's website.

Item 10.**Resolution on the authorisation of the Board of Management to hold virtual General Meetings of Shareholders and respective amendment to the Articles of Incorporation.**

Under consideration of the format concept described above, the Board of Management and the Supervisory Board propose to extend the authorisation of the Board of Management to hold virtual general meetings as per § 17 (2) of the Articles of Incorporation for an additional five years, and to adopt the following resolution:

§ 17(2) of the Articles of Incorporation is repealed and the following new version is to be adopted:

„¹The Board of Management is authorised to provide that the General Meeting of Shareholders shall be held without the physical presence of the shareholders or their proxies at the place of the general meeting (Virtual General Meeting of Shareholders). ²This authorisation is valid for holding Virtual General Meetings of Shareholders within a period of five years after the entry of this provision, as resolved by the Annual General Meeting on 14 May 2025, in the Commercial Register.“

Item 11.**Resolution on the authorisation to repurchase and use treasury shares, including their retirement and capital reduction, as well as on the exclusion of subscription rights.**

The Board of Management and the Supervisory Board propose the following resolution:

- a) The Board of Management Board is authorised, in accordance with § 71(1) no. 8 AktG, to repurchase treasury shares (common shares and/or preference shares) until 13 May 2030, up to a total of 10% of the share capital existing at the time of the resolution or - if this value is lower - at the time the authorisation is exercised. The shares acquired under this authorisation, together with other shares in the Company previously acquired and which are still held by the Company or which are to be attributed to it pursuant to §§ 71a et seq. AktG, may at no time

account for more than 10% of the respective share capital. The authorisation may not be used for the purpose of trading in treasury shares.

- b) Shares may only be acquired on the stock exchange. The purchase price paid by the Company per share (excluding ancillary acquisition costs) may not exceed or fall below the price of the share of the respective class determined in the opening auction in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day by more than 10%.
- c) The Board of Management is authorised to use treasury shares acquired on the basis of this authorisation, in addition to the sale on the stock exchange, in particular as follows:
- (1) The shares may be retired without the retirement or its execution requiring any further resolution by the Annual General Meeting. The retirement shall be effected by way of capital reduction.
 - (2) The shares may be used for the purposes of employee share programmes of the Company or a Group company by offering or transferring the treasury shares for acquisition to persons who are in an employment relationship with the Company or a Group company. An acquisition of treasury shares pursuant to § 71(1) no. 2 AktG remains unaffected.
 - (3) The shares may, with the consent of the Supervisory Board, be offered and transferred against contributions in kind, particularly in connection with mergers or for the (also indirect) acquisition of companies, parts of companies or shareholdings in companies.
- d) The shareholders' subscription rights to these treasury shares are excluded to the extent that these shares are used in accordance with the above authorisations under c) no. 2 and 3. Furthermore, in the event of a sale of treasury shares by offer to all shareholders, the Board of Management may exclude shareholders' subscription rights for fractional amounts. In total, the shares used on the basis of the above authorisations under exclusion of shareholders' subscription rights may not exceed 10% of the share capital, neither at the time the resolution is adopted nor at the time the authorisation is exercised. If, during the term of this authorisation and until it is exercised, other authorisations to issue or sell shares of the Company or to issue rights that enable or oblige the subscription of shares of the Company are used and the subscription right is excluded in the process, this shall be counted towards the aforementioned 10% limit.
- e) The above authorisations may be exercised in whole or in part, once or several times, by the Company, by Group companies or by third parties acting for the account of the Company or of Group companies. In addition, acquired treasury shares may also be transferred to Group companies. The acquisition of treasury shares may be limited to shares of one class.

- f) The currently existing authorisation to acquire treasury shares, granted by the Annual General Meeting on 11 May 2022, shall be revoked from the time the new authorisation becomes effective. The authorisation to use shares already repurchased on this basis, as contained in the aforementioned resolution of the Annual General Meeting of 11 May 2022, shall remain in effect.