Requirements and Objectives for the Composition of the Vossloh Aktiengesellschaft Supervisory Board

The composition of the Supervisory Board of Vossloh Aktiengesellschaft must enable the Supervisory Board to exercise qualified control and provide qualified advice to the Executive Board. Jointly, the members of the Supervisory Board shall have the knowledge, skills and professional experience required for the proper performance of a Supervisory Board's duties in an international capital-market driven corporation in the rail industry.

Against this background, taking into consideration the legal regulations and principles, the recommendations and suggestions of the German Corporate Governance Code, the Supervisory Board has decided to adopt the following Requirements and Objectives for the Composition of the Vossloh AG Supervisory Board:

1. Requirements concerning the overall composition of the body

a) Competency profile

As a whole, the Supervisory Board shall cover the skills and competences deemed essential with regard to the Vossloh Group's activities. This includes, in particular, profound experience and knowledge:

- ❑ in the leadership and control of a medium-sized or large internationally active company;
- ❑ in the industry, along its various value creation chains;
- ❑ in research and development, in particular concerning technologies that are relevant to Vossloh;
- ❑ in production, marketing and sales;
- ❑ in the key markets that Vossloh has activities in;
- ❑ regarding the capital market;
- ❑ in Mergers & Acquisitions;
- ❑ in sustainability (environmental; social);
- ❑ in accounting and financial reporting;
- ❑ in financial auditing
- ❑ in controlling and risk management; and
- ❑ in corporate governance and compliance.

In line with the requirements of Art. 100 Para. 5 of the German Stock Corporation Act *(Aktiengesetz, AktG)*, at least one member of the Supervisory Board must have expert

knowledge of accounting and at least another member of the Supervisory Board must have expert knowledge of financial auditing. The chairman of the Audit Committee shall be appropriately expert in at least one of the two fields. The members of the Supervisory Board as a whole must be familiar with the rail industry.

b) Independence and potential conflicts of interest

On the shareholder side, more than half of the Supervisory Board shall be independent from the Company and the Executive Board in accordance with the recommendation C.7 of the German Corporate Governance Code.

In addition, no more than two of the Supervisory Board's members should be former Executive Board members. Supervisory Board members shall not be members of any body of or provide consultancy to a major competitor of the Company or have a personal relationship with a major competitor.

According to recommendation C.9 of the German Corporate Governance Code, at least one member of Supervisory Board representing the shareholder side shall be independent from the controlling shareholder. This also applies to the chairman of the Audit Committee.

The chairman of the Supervisory Board and the chairman of the Audit Committee shall be independent from the Company and the Executive Board.

c) Diversity

In terms of diversity, the Supervisory Board wishes for its composition to reflect a range of different professional and international experiences within the scope of the Company's specific situation, especially regarding appropriate participation of both sexes. On the basis of the legal provisions regarding the distribution of women in leadership positions, the Supervisory Board has defined a target quota of at least 16.67% (one member) for the Supervisory Board for the target period lasting from December 15, 2026 until December 14, 2031. Moreover, at least one Supervisory Board member shall have many years of specific international experience.

The fulfillment of these quotas is regarded as a shared responsibility of the shareholder and employee representatives.

2. Requirements concerning individual members of the Supervisory Board

a) General requirements profile

Supervisory Board members shall have entrepreneurial respectively operational experience and general knowledge of the rail industry or related industries. They shall have the knowledge, skills and professional experience required to enable them to perform the

duties of a Supervisory Board member in an international corporation and maintain the Vossloh Group's reputation among the public.

Proposals of candidates for election by the Annual General Meeting should be based, in particular, on the candidate's personality, integrity, commitment, professionalism and independence. Moreover, the limitation of supervisory board mandates as per recommendation C.4 and C.5 of the German Corporate Governance Code should be taken into account.

b) Availability

Every Supervisory Board member must make sure that he or she has the capacity to invest the time required for the proper performance of their duties in connection with their supervisory board mandate. The Supervisory Board's Nomination Committee will require candidates to confirm their availability prior to determining proposals for the election.

c) Age limit for Supervisory Board members

As a rule, members of the Supervisory Board should not be over 70 years of age. Deviations from this rule are permissible in special cases.

d) General limit of tenure

As a rule, tenure in the Supervisory Board should not exceed three terms (15 years).

Proposals of candidates by the Supervisory Board to the Annual General Meeting must meet the aforementioned requirements and targets while striving to achieve the overall competency profile for the body. The annual Corporate Governance Report contains details on the progress of implementation.