PORSCHE SE

Declaration of compliance

2021

Declaration of compliance

Pursuant to Secs. 289f and 315d German Commercial Code (HGB), listed stock corporations must issue a declaration of compliance in the management report and parent companies that are listed stock corporations in the group management report. We have published the declaration of compliance on our website at

https://www.porsche-se.com/en/company/corporate-governance/.

In accordance with the legal requirements and recommendations of the German Corporate Governance Code ("GCGC" or "Code"), Porsche Automobil Holding SE ("Porsche SE") makes the following disclosures:

I. Basic principles of corporate governance

1. General corporate information

Porsche SE, with registered offices in Stuttgart, is entered in the commercial register of Stuttgart local court under HRB no. 724512.

The purpose of the company is the management of companies and the administration of investments in companies active in the following business fields or parts thereof:

- The development, design, manufacture and distribution of vehicles, engines of all kinds and other technical or chemical products as well as of parts and assemblies thereof;
- The provision of advice in the area of development and production, especially in the area of vehicle and engine construction;
- The provision of advice on and development of data processing as well as the creation and distribution of data processing products;
- The marketing of products using trademark rights;
- The provision of financial and mobility services;
- The exploitation, procurement, processing and distribution of raw materials used in the automobile industry;
- The generation and procurement of energy, especially of renewable energies, as well as trading with energy;
- The acquisition, holding and administration as well as the disposal of real estate.

The purpose of the company includes in particular the acquisition, holding and administration as well as the sale of investments in such companies, their combination under uniform control and the provision of support and advice to them, including the provision of services on behalf of such companies.

The main basis for the corporate statutes of Porsche SE is formed by the European SE provisions, the German SE Implementation Act (SEAG), the

German SE Investment Act (SEBG), the German Stock Corporation Act (AktG) as well as the provisions of the articles of association and the requirements of the GCGC. Like German stock corporations, Porsche SE applies the dual management system, with strict separation of the board of management and supervisory board. The board of management and supervisory board work hand in hand in the interest of the company.

The articles of association of Porsche SE in the version valid at the time can be found on Porsche SE's website at

https://www.porsche-se.com/en/company/corporate-governance.

2. Company and group structure

Porsche SE is a listed holding company. The investments of Porsche SE fall into the categories core investment and portfolio investments.

As core investment Porsche SE holds the majority of the ordinary shares in Volkswagen Aktiengesellschaft, Wolfsburg ("Volkswagen AG" or "Volkswagen"), parent company of the Volkswagen Group, one of the leading automobile manufacturers in the world.

Alongside this core investment, Porsche SE has an indirect shareholding in PTV Planung Transport Verkehr GmbH (formerly PTV Planung Transport Verkehr AG), Karlsruhe ("PTV"). In October 2021, the private equity company Bridgepoint Advisers Limited, London, UK ("Bridgepoint"), and Porsche SE entered into a partnership to advance the development of PTV. The transaction was closed in January 2022 after all regulatory approvals have been obtained. Since then, Bridgepoint indirectly holds a 60% shareholding in PTV, while Porsche SE has retained a significant stake of 40% in the company.

In the portfolio investments category, Porsche SE also holds non-controlling interests in technology companies in the USA, Israel and Germany.

3. Declaration on the German Corporate Governance Code (Sec. 161 AktG)

Pursuant to Sec. 161 (1) AktG in conjunction with Art. 9 (1) lit. c) ii) SE Regulation (SE-VO), the board of management and supervisory board of a listed SE are obliged to make an annual declaration on conformity as to whether they have complied and continue to comply with the recommendations of the GCGC in the version valid at the time, or which of the recommendations contained in the Code have not been or are not applied, and why. In the event of changes during the year between two regular declarations, the declaration must be updated.

In the fiscal year 2021, Porsche SE submitted the annual declaration on conformity pursuant to Sec. 161 AktG in December 2021. The declaration on conformity from December 2020 had previously been updated in June 2021.

Wording of the declaration issued by Porsche SE in accordance with Sec. 161 (1) AktG in December 2021:

The board of management and supervisory board of Porsche Automobil Holding SE declare in accordance with Sec. 161 (1) AktG that since the most recent declaration on conformity in December 2020 – as updated by the declaration on conformity in June 2021 – the company has complied with and will also in the future comply with the recommendations of the GCGC published by the Federal Ministry of Justice in the official section of the Federal Gazette in the version of the GCGC of 16 December 2019, published in the German Federal Gazette on 20 March 2020, with the exception of the following deviations:

Recommendation B.5 GCGC:
The supervisory board has removed the age limit for members of the board of management. Recommendation B.5 GCGC, according to which an age limit shall be specified for members of the board of management and disclosed in the declaration on conformity, has not been and therefore is not complied with. The supervisory board appoints members of the board of management based exclusively on their qualifications and their ability to conduct the company’s business in the company's best interest. The suitability of the members of the board of management in this regard does not depend on their age. An age limit would also impose a general limitation on the selection of qualified candidates and may be discriminatory.

Recommendation C.2 GCGC:
C.2 GCGC recommends that an age limit shall be specified for members of the supervisory board and disclosed in the declaration on conformity. This recommendation has not been and is not complied with. The supervisory board is still of the opinion that the ability to monitor and advise the board of management in its management of the company does not cease upon reaching a certain age. A fixed age limit may also be discriminatory.

Recommendation C.13 Sentence 1 GCGC:
C.13 Sentence 1 GCGC requires that in its election proposals to the annual general meeting, the supervisory board shall disclose the personal and business relationships of every candidate with the enterprise, the governing bodies of the company and any shareholders with a material interest in the company. With regard to this recommendation, a deviation has been and is declared as a precautionary measure. The requirements of the Code are imprecise and their boundaries and scope unclear. The supervisory board has endeavored in the past and will continue to endeavor in the future to meet the requirements of C.13 Sentence 1 GCGC; however, in light of the imprecision as well as the unclear scope and boundaries of the recommendation, it cannot rule out that it has not been or will not be fully complied with.

Recommendation G.1, 1st indent GCGC:
G.1, 1st indent GCGC recommends that the remuneration system shall define how the target total remuneration is determined for each member of the board of management, and stipulate the amount that the total remuneration must not exceed

(maximum remuneration). Some interpret this recommendation to mean that the supervisory board is to individually set maximum remuneration for each member of the board of management in the remuneration system. In compliance with the provisions of the AktG, the supervisory board of Porsche Automobil Holding SE has determined a collective maximum remuneration for the board of management as a whole. As before, the board of management service agreements will in the future also not necessarily set a contractually agreed maximum remuneration. The background to this is that during the basic four-year validity of the remuneration system, it should be possible to decide on the individual maximum remuneration on a case-by-case basis within the framework of the defined maximum remuneration for the board of management as a whole. As a precautionary measure, it is therefore declared that the recommendation of G.1, 1st indent GCGC has not been and is not complied with in that no maximum remuneration has been individually defined in the remuneration system for each member of the board of management.

Recommendation G.8 GCGC:
G.8 GCGC recommends that subsequent changes to the target values or comparison parameters shall be excluded. When the former board of management member Mr. Phillip von Hagen left the board of management, it was agreed with him to set the performance-related bonuses for 2020 and (pro rata) 2021 at the prior-year level and not to apply the originally planned determination/disbursement requirements for the performance-related bonuses for the years 2018 to (pro rata) 2021 (positive group result and positive net liquidity of Porsche Automobil Holding SE). Agreeing not to apply the disbursement requirements for the performance-based bonuses for the years 2018 to (pro rata) 2021 constitutes a subsequent amendment (i.e., revocation) of performance targets if considered with a high degree of caution. As a precautionary measure, it is therefore declared that the recommendation from G.8 GCGC in connection with Mr. von Hagen leaving the company's board of management has not been complied with for the outstanding variable remuneration elements of Mr. von Hagen for the years 2018 to 2021.

In the future, Porsche Automobil Holding SE will comply with the recommendation G.8 GCGC.

Recommendation G.9 Sentence 1 GCGC:
G.9 Sentence 1 GCGC recommends that after the end of every fiscal year, the supervisory board shall establish the amount of individual variable remuneration to be granted based on target achievement. When Mr. von Hagen left the board of management, it was agreed with him to set the performance-related bonuses for 2020 and (pro rata) 2021 at the prior-year level and not to apply the originally planned determination/disbursement requirements for the performance-related bonuses for the years 2018 to (pro rata) 2021. In deviation from the recommendation of G.9 Sentence 1 GCGC, the outstanding variable remuneration for Mr. von Hagen for the years 2018 to 2021 has, therefore, not been determined depending on the actual achievement of the originally agreed targets and the disbursement requirements. It is therefore declared that in connection with Mr. von Hagen leaving the

board of management the recommendation from G.9 Sentence 1 GCGC has not been complied with for the outstanding variable remuneration elements of Mr. von Hagen for the years 2018 to 2021.

In the future, Porsche Automobil Holding SE will comply with the recommendation G.9 Sentence 1 GCGC.

Recommendation G.10 Sentence 1 GCGC:
G.10 Sentence 1 GCGC recommends that, taking the respective tax burden into consideration, board of management members' variable remuneration shall be predominantly invested in company shares by the respective board of management member or granted predominantly as share-based remuneration. The board of management remuneration system of Porsche Automobil Holding SE and the board of management service agreements of the current members of the board of management (insofar as they contain variable remuneration) provide neither for mandatory investment in company shares nor share-based variable remuneration. This underlying consideration here is that, in the case of Porsche Automobil Holding SE, the price of the company's shares largely depends on external factors out of the board of management's control and therefore, in the view of the supervisory board, cannot have any reasonable incentive function. The recommendation from G.10 Sentence 1 GCGC has not been and therefore is not complied with.

Recommendation G.10 Sentence 2 GCGC:
G.10 Sentence 2 GCGC recommends that granted long-term variable remuneration components shall only be accessible to board of management members after a period of four years. The board of management remuneration system and the board of management service agreements of the current members of the board of management (insofar as they contain variable remuneration) also provide for a two-year retention period after the fiscal year relevant for the bonus. In deviation from G.10 Sentence 2 GCGC, this in principle means that at the time of disbursement the long-term incentive component is accessible after a period of three years. The supervisory board takes the view that a two-year retention period after the bonus-relevant fiscal year is sufficient for the remuneration of the members of the board of management of Porsche Automobil Holding SE and it would not be appropriate to extend the retention period for the long-term incentive components to four years. The recommendation from G.10 Sentence 2 GCGC has not been and therefore is not complied with.

Recommendation G.12 GCGC:
G.12 GCGC recommends that if a board of management member's contract is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until contract termination shall be based on the originally agreed targets and comparison parameters, and on the due dates or holding periods stipulated in the contract. As it was agreed with Mr. von Hagen in connection with his exit from the company's board of management to set the performance-related bonuses outstanding until termination of the contract for the years 2020 and (pro rata) 2021 at the prior-year level and not to apply the originally planned determination/ disbursement requirements for the performance-related bonuses for the years 2018 to (pro rata) 2021,

the originally agreed targets for Mr. von Hagen have not been applied unchanged for the outstanding variable remuneration for the period until the contract terminates. It is therefore declared that the recommendation from G.12 GCGC in connection with the outstanding variable remuneration payments of Mr. von Hagen for the years 2018 to 2021 has not been complied with and will not be in the future.

Recommendation G.13 Sentence 1 GCGC:
G.13 Sentence 1 GCGC recommends that any payments made to a board of management member due to early termination of their board of management activity shall not exceed twice the annual remuneration (severance cap) and shall not constitute remuneration for more than the remaining term of the employment contract. The agreement entered into with Mr. von Hagen in connection with his exit, comprising the setting of performance-related bonuses for the years 2020 and (pro rata) 2021 at the prior-year level and non-application of the disbursement requirements to the performance-related bonuses for the years 2018 to (pro rata) 2021, could under certain circumstances lead to Mr. von Hagen receiving higher remuneration for the residual term of his contract of employment than he would have received if the contract remained in place unchanged (e.g., if it later transpired that the originally agreed requirements for disbursement of the outstanding performance-related bonuses for 2018 to 2021 were not fulfilled for one or more years). In this case, the recommendation of G.13 Sentence 1 GCGC would not be complied with due to the exit agreement entered into with Mr. von Hagen. As a precautionary measure, it is therefore declared that in connection with the exit agreement entered into with Mr. von Hagen, the recommendation from G.13 Sentence 1 GCGC has not been complied with and will not be in the future.

II. Board of management

1. Composition of the board of management

The board of management of Porsche SE comprises at least two persons. The supervisory board may specify a larger number of members of the board of management.

In the fiscal year 2021, the board of management consists of three persons. Mr. Hans Dieter Pötsch (Chairman of the board of management and CFO), Dr. Manfred Döss (member of the board of management responsible for legal affairs and compliance) and Mr. Lutz Meschke (member of the board of management responsible for investment management) were appointed members of the board of management for the entire fiscal year.

With the appointment of Dr. Johannes Lattwein as member of the board of management responsible for finance and IT as of 1 February 2022, the board of management comprises four persons. Since then, Mr. Hans Dieter Pötsch has served exclusively as chairman of the board of management.

In addition to his position on the board of management at Porsche SE, Mr. Pötsch is also chairman of the supervisory board of Volkswagen AG. Until being appointed to the board of management of Volkswagen AG as of 1 February 2022, Dr. Döss had also headed the legal department of Volkswagen AG. On the board of management of Volkswagen AG, Dr. Döss is now responsible for integrity and legal affairs. Mr. Meschke is also deputy chairman and member of the board of management responsible for finance and IT of Dr. Ing. h.c. F. Porsche AG, Stuttgart (“Porsche AG”).

When appointing board of management members, the supervisory board has to ensure that the board of management collectively has the knowledge, skills and experience required to properly perform all its duties. In order to take these requirements into consideration, the supervisory board has developed, among other things, a diversity concept aimed at diversifying the board of management. The company is convinced that a diverse composition of the board of management promotes diversity of opinion and knowledge and helps to make balanced decisions and recognize operational and financial opportunities and risks early on. Regardless of this, the interest of the company always comes first when filling a specific position on the board of management, taking into account the circumstances of the individual case. The supervisory board is therefore mainly guided by the specialist knowledge and personal suitability of the candidates.

When putting the board of management together, the following diversity aspects should, where possible, be taken into account with the objectives they express:

- Taking into account the experience required to serve on the board of management, a range of age groups should be appropriately represented on the board of management. There should be no specific requirements regarding the age of individual or all board of management members so as not to unduly restrict the selection of suitable candidates for the supervisory board and executive committee.

- In 2017, in accordance with Sec. 111 (5) AktG the supervisory board set a target figure for female representation on the board of management of 25% by 30 June 2022. No target deviating from this figure was set for the board of management's diversity concept. The gender-specific requirements for the composition of the board of management introduced by the Second Act on Equal Participation of Men and Women in Management Positions (FüPoG II) from 11 August 2021 are not applicable to Porsche SE.

- The members of the board of management should complement each other in terms of their educational and professional background and cover as broad a range of knowledge and experience as possible. The role of the company as an investment management holding company and the company’s respective investment portfolio should be appropriately taken into account.

- When putting the board of management together, attention should be paid to an appropriate degree of international diversity considering the fact that the company holds foreign investments as well as German investments with international activities. In light of this, at least one board of management member should have international experience. This should come from a professional activity or training abroad or from the candidate’s origin.

The diversity concept is implemented by the supervisory board, which takes into account the above-mentioned diversity criteria and their objectives when appointing board of management members.

All requirements of the diversity concept for the board of management are currently met. The target figure for the percentage of women to be achieved by 30 June 2022 was not reached in the reporting period and has not yet been reached as the members of the board of management were in the reporting period, and are currently, all men.

Sec. 76 (4) AktG requires that the board of management specify targets for the percentage of women in the two management levels below the board of management and set a deadline for achieving these targets. The board of management has set a target for the percentage of women in the first and second management level below the board of management of 25% in each case with 30 June 2022 as implementation deadline. Both targets for the percentage of women were reached before the implementation deadline. In the first management level below the board of management, the proportion of women is 40%, in the second management level below the board of management the proportion of women is 25%.

In accordance with recommendation B.2 Clause 1 GCGC, the supervisory board together with the board of management ensures that there is long-term succession planning for the board of management. The executive committee responsible for board of management matters has dealt with this topic in depth, in particular in connection with the reappointment of Mr. Pötsch to the board of management in December 2021. Furthermore, regular talks are held on this topic between the executive committee and the members of the board of management.

The supervisory board removed the age limit for members of the board of management in June 2021. The recommendation B.5 GCGC, according to which an age limit should be specified for members of the board of management and disclosed in the declaration on conformity, has therefore no longer been complied with since then.

2. Working methods of the board of management

The board of management has sole responsibility for the management of the company and the Porsche SE Group in the interest of the company and represents the company in transactions with third parties. Its main tasks pertain to the strategy and management of Porsche SE as well as the implementation and monitoring of an efficient risk management system. The activity of the board of management is specified in more detail in rules of procedure issued by the supervisory board.

In the reporting year, corporate governance took into consideration conflicts of interest that could have arisen, among other things, from membership on two boards (for example, at Porsche SE on the one hand and at Volkswagen AG or Porsche AG on the other) and addresses these in the best interests of Porsche SE. For example, a member of the board of management who is also a member of the supervisory board of Volkswagen AG did not, on principle, participate in any resolutions concerning issues relating to Volkswagen AG where there is a conflict of interest. Likewise, a member of the board of management who is also a member of the Porsche AG board of management did not, on principle, participate in any resolutions concerning issues relating to Porsche AG where there is a conflict of interest.

The members of the board of management are jointly responsible for all aspects of the management of the company. The board of management as a whole decides on all matters of material or fundamental importance. This overall responsibility notwithstanding, each member of the board of management independently manages the business area assigned to him where the decision is not – in matters of material or fundamental importance – the responsibility of the entire board of management.

The board of management informs the supervisory board regularly, without delay and comprehensively about the strategy, planning, business development, risk situation and the risk management and compliance of the company and consults with the supervisory board on the strategy. The chairman of the board of management is responsible for organizing and coordinating cooperation with the supervisory board and its members; he is responsible for ensuring that the supervisory board is informed in a timely, conscientious and comprehensive manner. In addition, he is responsible for ensuring the foundations for Porsche SE to thrive through ongoing personal contact with the chairman of the supervisory board and constant dialogue with him.

For certain types of transaction, the board of management requires the prior approval of the supervisory board. These include, among other things, the acquisition and sale of companies and equity investments, if the value of the individual transaction exceeds €25 million; the foundation and liquidation of investment companies and the establishment and closure of plant locations, where the transaction in question is of significant importance for the company; the assumption of guarantees, acknowledgment of liabilities and warranties that do not form part of the company's ordinary business operations, provided that the value of the individual transaction exceeds €5 million; and legal transactions with holders of ordinary shares, supervisory board members or family members of such persons outside the ordinary business operations of the company.

Board of management meetings are held regularly, generally once a month. They are convened by the chairman of the board of management. The chairman of the board of management is obliged to convene a meeting of the board of management at the request of a member of the board of management. In the fiscal year 2021, the board of management met regularly more than once a month. Most of these meetings took place virtually due to the COVID-19 pandemic.

The board of management has a quorum if all members of the board have been invited and at least half of its members attend the meeting personally or via electronic media. Resolutions are passed by a majority vote of the participating board members. In derogation of Art. 50 (2) Sentence 1 SE-VO, the chairman does not cast the deciding vote in the event of a tied vote. The chairman of the board of management determines the type of vote. If no board of management member objects, decisions can also be taken by circular resolutions.

3. Instruments of corporate governance

In the context of responsible corporate governance at Porsche SE, compliance with the relevant legal requirements has the highest priority. Porsche SE follows the recommendations of the GCGC both relating to the individual entity and those relating to the group to the extent set out in the declaration on the GCGC and any actualizations. Furthermore, the board of management of Porsche SE has established internal guidelines to ensure compliance with the legal requirements, as Porsche SE's reputation is influenced by the actions and behavior of everyone at the company.

The managers of Porsche SE are largely responsible for ensuring that the guidelines and rules within the company are systematically observed and complied with. In day-to-day business, every manager must continuously strive to ensure employees have the greatest possible freedom of action, without neglecting the fundamental principles of good corporate governance. To ensure this is the case, Porsche SE regularly provides its managers and employees with training that focuses on the content of its internal guidelines.

The managers of Porsche SE ensure that the corporate governance practices in place at its fully consolidated subsidiaries are complied with to the extent applicable there. As Porsche SE's most important investment, Volkswagen AG is responsible for making its own decisions on the corporate governance practices to be applied within the Volkswagen Group and reports on them in its group management report.

Financial reporting and annual audit

The Porsche SE Group's financial reporting is based on the International Financial Reporting Standards (IFRSs) as adopted by the European Union, as well as the complementary provisions of German commercial law applicable under Sec. 315e (1) HGB. The financial statements of Porsche SE as parent company of the Porsche SE Group are based on the accounting provisions of the HGB and the special accounting provisions of the AktG. Auditor for both sets of financial statements for the fiscal year 2021 is PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Stuttgart office as an independent auditing firm. In addition, the underlying facts of the declaration on conformity in accordance with Sec. 161 (1) AktG are taken into consideration during the annual audit.

Compliance

In accordance with the provisions of the GCGC, the board of management ensures compliance with legal provisions and internal guidelines, and works toward ensuring them ("compliance"). Porsche SE has a dedicated legal affairs and compliance board of management function. The task of Porsche SE's member of the board of management responsible for legal affairs and compliance is to report to the entire board of management on all questions relating to compliance, to introduce preventive measures, manage these and monitor compliance with regulations. Compliance activities are based on a preventive approach.

Porsche SE has set up a compliance council which regularly addresses the company's compliance. It supports the board of management member responsible for legal affairs and compliance in performing his duties, in particular in monitoring compliance with the legal provisions applicable to the company and its employees as well as preventing potential infringements.

Employees were also given the opportunity, among other things, to report any suspected breaches of law within the company using a compliance e-mail address. These can also be reported anonymously via a mailbox.

An internal company guideline of Porsche SE keeps a record of the responsible organizational units and decision makers in terms of procedures relating to compliance.

Risk management and control system

The Porsche SE Group has a Porsche SE group-wide risk management and control system which helps the management to recognize major risks at an early stage, thus enabling them to initiate countermeasures in good time. The risk management and control system at the Porsche SE Group is continuously tested for effectiveness and continually optimized to reflect changed conditions. Further details are explained in the section "Opportunities and risks of future development" in the annual report.

Communication and transparency

Porsche SE attaches great importance to transparent communication and regularly keeps shareholders, financial analysts, shareholder associations, the media and the general public informed about the situation of the company and its business development. This information can be accessed, in particular, on the website

https://www.porsche-se.com

("Porsche SE homepage"), which contains all press releases and financial reports as well as the articles of association of Porsche SE and information about the annual general meeting.

In addition to regular reporting, Porsche SE also provides information in the form of ad-hoc announcements about insider information directly affecting Porsche SE according to the provisions of Art. 17 of the European Market Abuse Regulation. These ad-hoc announcements are also published on the Porsche SE homepage.

Environmental, employee and social matters as well as respect for human rights

Porsche SE attaches great importance to environmental, employee and social matters as well as respect for human rights. More information can be found in the non-financial group report at

www.porsche-se.com/en/company/corporate governance.

4. Remuneration

With the enactment of the German Act Implementing the Second Shareholder Rights Directive dated 12 December 2019 (ARUG II) and the revised version of the GCGC effective 20 March 2020, the supervisory board decided on 3 December 2020 to introduce a new remuneration system for the members of the board of management of Porsche SE. The board of management remuneration will in the future be made up of fixed, non-performance-related as well as variable, performance-related remuneration components. This remuneration system was presented to the annual general meeting on 23 July 2021 for approval and was unanimously approved.

The remuneration report on the fiscal year 2021 prepared by the board of management and supervisory board and the auditor's report pursuant to Sec. 162 AktG and the applicable remuneration system pursuant to Sec. 87a (1) and (2) Sentence 1 AktG are published on our website at

https://www.porsche-se.com/en/company/corporate-governance.

5. Securities transactions of the board of management members

According to Art. 19 of the European Market Abuse Regulation, members of the board of management as well as persons closely related to them must disclose managers' transactions in Porsche SE shares and related financial instruments. Porsche SE publishes announcements about transactions of this kind, among other things, on the Porsche SE homepage.

III. Supervisory board

1. Composition of the supervisory board

The size and composition of the supervisory board of Porsche SE are determined in accordance with the European SE provisions and a co-determination agreement entered into with representatives of the Porsche's European employees in 2007 and amended by agreement dated 1 February 2017 as well as the provisions of the articles of association.

The supervisory board comprises exclusively members appointed by the annual general meeting (shareholder representatives). According to the articles of association, the supervisory board comprises ten shareholder representatives, who are listed on the Porsche SE homepage at

https://www.porsche-se.com/en/company/supervisory-board.

As required by law and the articles of association as well as in accordance with the recommendations of the GCGC followed by the company, the composition of the supervisory board of Porsche SE ensures the qualified monitoring and advising of the board of management at all times. The supervisory board has to ensure that its members collectively have the knowledge, skills, and professional expertise required to properly perform these duties. The composition of the supervisory board takes into account in particular the activities of the company as an internationally operating and capital-market oriented investment holding company in the area of mobility solutions as well as the owner structure of the company.

Against this background, the supervisory board has, in accordance with recommendation C.1 of the GCGC, adopted a competence profile as well as additional objectives for its composition, in particular taking into account the principle of diversity of the supervisory board (together the “profile of requirements”). The recommendations of the nominations committee to the supervisory board and the supervisory board’s recommendations for election to the annual general meeting should take appropriate account of the criteria set out in the profile of requirements when searching for and selecting suitable candidates.

The supervisory board in its entirety should have competencies that are of material importance for the activities of the company as an international operating and capital-market-oriented investment holding company in the areas of mobility solutions. This includes in particular knowledge, skills and professional experience in

- monitoring and advising the management of internationally operating and capital-market-oriented companies;
- developing, designing, manufacturing and selling vehicles and vehicle components on the international market;

- the area of technical and scientific innovations, in particular the automotive industry and its digitalization as well as the development of smart traffic and mobility concepts;

- company mergers and acquisitions;

- accounting, controlling, risk management as well as legal affairs and compliance in internationally operating and capital-market-oriented companies.

Irrespective of the above, since 1 July 2021 the Financial Market Integrity Strengthening Act (FISG) from 3 June 2021 requires that at all times at least one member of the supervisory board must have expertise in the area of financial reporting and at least one other member of the supervisory board must have expertise in the area of auditing. According to the legal provision that applied until 30 June 2021, it was sufficient for the expertise requirement in the areas of financial reporting and auditing be satisfied by a single member of the supervisory board. Although the new legal provision of the FISG does not yet have to be applied under the transitional provisions as long as all members of the supervisory board were appointed before 1 July 2021, it has been incorporated in the rules of procedure for the supervisory board with identical content. In accordance with the recommendation D.4 Sentence 1 GCGC, the chairman of the audit committee must have specific knowledge and experience in applying accounting principles and internal control procedures and be familiar with the statutory audit as well as being independent. The members of the supervisory board as a whole must be familiar with the sectors in which the company operates.

With regard to the composition of the supervisory board, the following targets and diversity aspects should where possible also be taken into account with the objectives they express (“Targets for the composition of the company’s supervisory board and diversity concept”):

- At least half of the members of the supervisory board (in any case as long as the supervisory board consists solely of shareholder representatives) shall be considered independent from the company and the board of management pursuant to recommendation C.7 of the GCGC.

- At least two members of the supervisory board shall be independent from the controlling shareholder pursuant to recommendation C.9 of the GCGC.

- According to recommendation C.11 of the GCGC, no more than two former members of the board of management shall belong to the supervisory board.

- According to recommendation C.12 of the GCGC, members of the supervisory board shall not be members of governing bodies of, or exercise advisory functions at, significant competitors of the company and shall not hold any personal relationships with a significant competitor.

- On 9 October 2017, the supervisory board set the target figure for female representation pursuant to Sec. 111 (5) AktG at 0% by 8 October 2022. For the supervisory board's diversity concept, no target deviating from this figure is to be set. Although the board currently has a female member, quotas should not be set so as not to unduly exclude suitable candidates for the nominations committee. Specific requirements make it difficult to put together a board with an appropriate degree of flexibility.

- The supervisory board should exclusively comprise people that are able to devote the amount of time necessary to fulfill the supervisory board mandate properly.

- In terms of its composition, the supervisory board should ensure an appropriate age structure. There is no age limit for members of the supervisory board or regular limit for the term of office served on the supervisory board. The supervisory board is still of the opinion that the ability to monitor and advise the board of management in its management of the company does not cease upon reaching a certain age or a certain term of office. A fixed age limit may also be discriminatory.

- The members of the supervisory board should complement each other in terms of their educational and professional background and cover as broad a range of knowledge and experience as possible. The role of the company as an investment management holding company and the company's respective investment portfolio should be appropriately taken into account.

- Regarding the composition of the supervisory board, attention should be paid to an appropriate degree of international diversity considering the fact that the company holds foreign investments as well as German investments with international activities. In light of this, at least three supervisory board members should have international experience. This should come from a professional activity or training abroad or from the candidate's origin.

Unless indicated otherwise, the above-mentioned targets relate to the full supervisory board. The supervisory board may only submit election proposals concerning the composition of the supervisory board to the annual general meeting. Supervisory board members are generally appointed by the annual general meeting.

Proposals for the election of supervisory board members to the annual general meeting of Porsche SE must meet the statutory requirements for the composition of the supervisory board and should take into account the self-imposed targets of the profile of requirements. When making recommendations to the supervisory board, the nominations committee must therefore appropriately take into account the criteria set out in the profile of requirements when searching for and selecting suitable candidates.

In the company's opinion, all criteria of the profile of requirements are met by the current composition of the supervisory board.

The members of the supervisory board as a whole are familiar with the sectors in which the company operates. Furthermore, the supervisory board has specialist knowledge in the areas of financial reporting and auditing. In accordance with the legal requirements under FISG this knowledge is divided between at least two members. With the members of the audit committee Prof. Dr. Ulrich Lehner and Dr. Ferdinand Oliver Porsche, the supervisory board already has two members with specialist knowledge in the areas of financial reporting and auditing.

Furthermore, the supervisory board is of the opinion that it has an appropriate number of independent shareholder representatives. In any case, the following members of the supervisory board are independent from the company and its board of management within the meaning of recommendation C.7 GCGC: Mag. Josef Michael Ahorner, Mag. Marianne Heiß, Dr. Günther Horvath, Dr. Stefan Piëch, Mr. Peter Daniell Porsche and Prof. KR Ing. Siegfried Wolf. The following members of the supervisory board are independent from the controlling shareholders within the meaning of recommendation C.9 GCGC: Mag. Marianne Heiß, Prof. Dr. Ulrich Lehner and Prof. KR Ing. Siegfried Wolf.

Both Dr. Wolfgang Porsche and Prof. Dr. Ulrich Lehner have been on the supervisory board for more than 13 years and thus fulfill one of the indicators for a potential restriction of their independence within the meaning of recommendation C.7 GCGC. Nonetheless, the supervisory board is of the opinion that Dr. Wolfgang Porsche and Prof. Dr. Ulrich Lehner are independent. The work of the supervisory board and its committees shows that both Dr. Wolfgang Porsche and Prof. Dr. Ulrich Lehner continue to unreservedly possess the required critical distance from the company and its board of management to allow them to appropriately monitor and assist the board of management in managing the company.

2. Working methods of the supervisory board

The statutory tasks of the supervisory board or those imposed by the articles of association are jointly fulfilled by its members. The tasks of the supervisory board include, in particular, monitoring and advising management. In addition to this, certain types of transaction of the board of management require the prior approval of the supervisory board. Significant transactions with related parties pursuant to Sec. 111b (1) AktG also require the approval of the supervisory board.

The supervisory board has established its own rules of procedure that can be found on the Porsche SE homepage at

http://www.porsche-se.com/en/company/corporate-governance/.

The supervisory board cooperates closely with the other company bodies for the good of the company. Its members have the same rights and duties; they are not bound by orders and instructions, especially not those of the shareholders.

The chairman of the supervisory board convenes the supervisory board meetings, giving at least fourteen days' notice. The supervisory board must meet at least twice in a calendar half year and should meet once each quarter. In addition, supervisory board meetings are convened if there is a special reason. In the fiscal year 2021, the supervisory board convened for four ordinary meetings and one extraordinary meeting. Most meetings took place virtually as telephone/video conferences due to the COVID-19 pandemic. Where members of the supervisory board were required to attend in person, they were able to participate in these meetings via telephone/video.

All or individual members of the board of management participate in the meetings of the supervisory board as necessary. The chairman of the supervisory board decides on the participation of the members of the board of management. Whenever a member requests to participate, the supervisory board decides. If the auditor attends a meeting as an expert, the board of management and the head of finance do not attend this meeting unless the supervisory board deems it essential that they participate.

The supervisory board has a quorum if all the members have been invited and at least half of the members required by the articles of association participate in the resolution. Resolutions are passed by a majority vote of the participating board members.

In the event of a tied vote, the chairman casts the deciding vote. Resolutions may also be passed in a telephone or video conference outside meetings by casting votes in writing, over the phone, or in text form if no member of the supervisory board objects or if the chairman of the supervisory board establishes this manner of voting.

Due to the influence of individual members of the supervisory board of Porsche SE on ordinary shareholders of Porsche SE or the fact that individual supervisory board members are also members of the supervisory boards of Porsche SE and Volkswagen AG or individual Volkswagen subsidiaries conflicts of interest can arise for these members of the supervisory board in individual cases.

In the reporting year, any conflicts of interest were handled according to the following basic principle: The members of the supervisory board of Porsche SE determine whether there are any conflicts of interest, in particular prior to meetings and when passing resolutions, and disclose any they identify. This applies especially for those members who are also members of the supervisory board of Volkswagen AG. Wherever there is any indication of a possible conflict of interest, the respective members do not participate in the discussion of the relevant resolution or abstain. Members of the supervisory board cannot participate in a vote by voting yes or no if the resolution concerns a transaction where they are involved or relating to the initiation of a lawsuit between such members and the company.

The supervisory board assesses at regular intervals how effectively the full supervisory board and its committees fulfill their tasks. The supervisory board last performed such a self-assessment internally pursuant to recommendation D.13 GCGC in the fiscal year 2020, assessing its work and the work of its committees according to certain set criteria. Individual members of the supervisory board also shared recommendations for changing or improving the way the supervisory board and its committees work, which were discussed in the plenary sessions of the supervisory board. The results of the self-assessment showed that there is no need for fundamental change.

Again in the fiscal year 2021, the supervisory board performed all the tasks assigned to it by law or the articles of association. The supervisory board regularly advised the board of management on matters concerning the management of the company and carefully monitored its actions. The supervisory board was also involved in all fundamental decisions. It was informed by the board of management regularly, comprehensively and without delay about the key aspects of business development, the results of operations as well as the risks and their management. The supervisory board made its decisions based on comprehensive reports and proposals for resolution provided by the board of management. The supervisory board had ample opportunity to discuss the reports and proposals for resolution of the board of management in plenary sessions and in the committees. The board of management comprehensively informed the supervisory board about projects and procedures of particular importance or urgency in extraordinary meetings and also outside of meetings. The supervisory board passed all resolutions required by law or the articles of association, sometimes also by circularization. The chairman of the board was in constant contact with the board of management. It was therefore possible to discuss events of exceptional importance for the situation and development of the group without delay.

Further information on the meetings in the fiscal year 2021, e.g., on the attendance of the supervisory board members and on the topics discussed, can be found in the report of the supervisory board at

https://www.porsche-se.com/en/investor-relations/financial-publications.

3. Committees of the supervisory board and their working methods

The supervisory board established a total of three committees (executive committee, audit committee and nominations committee) to carry out its duties in the fiscal year 2021. The specific composition of the current committees is presented in the attached overview.

The committee meetings are convened by the respective committee chairman; as a rule, meetings should be convened with no less than one week's notice. Committees that take decisions on behalf of the supervisory board only have a quorum if all members participate in the resolution by voting or abstaining. The respective committee chairman regularly informs the supervisory board about the activities of his committee.

The committees support the supervisory board and prepare supervisory board resolutions as well as topics for discussion by the full supervisory board. Moreover, decision-making authority of the supervisory board may be transferred to the individual committees to the extent permitted by law.

Executive committee

The executive committee decides in urgent cases on business matters which require the approval of the supervisory board in accordance with the rules of procedure for the board of management. It also functions as a personnel committee and makes recommendations to the supervisory board on concluding, amending and terminating contracts of employment for members of the board of management. The executive committee is responsible for approving ancillary activities of the board of management members. In addition, the executive committee draws up a proposal for the individual amount of the variable remuneration for each completed fiscal year, taking into account the respective business and earnings situation and based on the specific performance of the individual member of the board of management, insofar as such has been agreed with Porsche SE. This proposal is submitted to the supervisory board of Porsche SE for decision. The executive committee comprises the chairman of the supervisory board, his deputy and an additional member of the supervisory board. The chairman of the supervisory board is also the chairman of the executive committee.

Audit committee

The audit committee supports the supervisory board in monitoring the management of the company and pays particular attention to reviewing financial reporting, monitoring the financial reporting process, the effectiveness of the internal control system, the risk management system and internal audit, the statutory audit, in particular the selection and independence of the auditor, the quality of the audit and the services rendered by the auditor as well as compliance.

The audit committee's review of accounting primarily relates to the consolidated financial statements and the combined group management report, interim financial information and the annual financial statements prepared in accordance with HGB. The audit committee deals with the half-yearly financial report and the group quarterly statements for the supervisory board and discusses them with the board of management and the auditor. The audit committee also focuses on the non-financial group report, the dependent company report and the proposal for profit appropriation and prepares them for review by the supervisory board.

In connection with the audit, the audit committee submits to the supervisory board a recommendation for the appointment of the auditor, which – except in cases where the auditor is reappointed – is prepared following a selection procedure within the meaning of Art. 16 (3) Regulation (EU) No 537/2014, comprises at least two candidates and is explained. In addition, the audit committee monitors the independence of the auditor and ensures that the auditor's non-audit services assigned by the board of management do not give rise to any indications of grounds for exclusion or disqualification or that endanger the independence of the auditor. The audit committee is authorized on behalf of the supervisory board to award the audit engagement to the auditor selected by the annual general meeting, to agree on the fee with the auditor and to determine the key topics of the audit. It also examines the key audit matters and regularly assesses the quality of the audit.

Finally, the audit committee can, in accordance with the rules of procedures for the supervisory board, exercise the supervisory board's special inspection and audit rights pursuant to Sec. 111 (2) AktG provided this is necessary or seems useful for performing its tasks. The audit committee is entitled to obtain information from the auditor and the board of management in connection with its activities. Furthermore, each member of the audit committee can directly obtain information via the chairman of the audit committee from the heads of the corporate functions responsible for the tasks relating to the audit committee.

The audit committee consists of three members. In accordance with the new regulations of the FISG, at least one member of the audit committee must have specialist knowledge in the area of financial reporting and at least one other member must have specialist knowledge in the area of auditing. In accordance with recommendation D.4 Sentence 1 GCGC, the chairman of the audit committee shall have specific knowledge and experience in applying accounting principles and internal control procedures as well as be familiar with the audit and be independent. The above-mentioned requirements were met in the fiscal year 2021. Prof. Dr. Ulrich Lehner and Dr. Ferdinand Oliver Porsche each have specialist knowledge in the area of financial reporting and the area of auditing.

The chairman of the board of management, the CFO, the board of management member responsible for legal affairs and compliance and the head of finance participate in the audit committee meetings unless the chairman of the audit committee decides otherwise. If the auditor attends as an expert, the board of management and the head of finance do not attend this meeting unless the audit committee deems it essential that they participate.

Nominations committee

The nominations committee makes recommendations to the supervisory board for the supervisory board's proposals to the annual general meeting concerning the election of supervisory board members. The nominations committee did not convene in the fiscal year 2021.

The nominations committee consists of three members: The chairman of the supervisory board is always also the chairman of the nominations committee.

Details of the specific tasks of the supervisory board and its committees can be found in the report of the supervisory board for the fiscal year 2021, which is included in the annual report of Porsche SE for the fiscal year 2021 and can be found at

https://www.porsche-se.com/en/investor-relations/financial-publications

4. Remuneration

The remuneration of Porsche SE's supervisory board members is governed by Sec. 13 of the articles of association. According to these, the members of the supervisory board receive for their work a fixed remuneration, the exact amount of which depends on the tasks assumed on the supervisory board or its committees, and reimbursement of their expenses. No variable compensation is paid. The remuneration of the members of the supervisory board was submitted to the annual general meeting on 23 July 2021 for resolution where it was unanimously resolved.

The remuneration report for the fiscal year 2021 prepared by the board of management and supervisory board and the auditor's report pursuant to Sec. 162 AktG as well as the most recent remuneration resolution pursuant to Sec. 113 (3) AktG are published on our website at

https://www.porsche-se.com/en/company/corporate-governance.

5. Securities transactions of the supervisory board members

According to Art. 19 of the European Market Abuse Regulation, members of the supervisory board as well as persons closely related to them must disclose managers' transactions in Porsche SE shares and related financial instruments. Porsche SE publishes announcements about transactions of this kind, among other things, on the Porsche SE homepage.

IV. Shareholders and annual general meeting

Porsche SE's share capital is equally divided into ordinary shares and non-voting preference shares. To the extent provided for in the articles of association, the shareholders exercise their rights before or during the annual general meeting, exercising their voting right should they hold ordinary shares. When passing resolutions, each ordinary share of Porsche SE carries one vote. There are no shares with multiple or preferential voting rights, nor are there maximum voting rights. Every shareholder is entitled to participate in the annual general meeting, to express an opinion on items on the agenda, to table motions and to demand information about company matters if this is needed to properly judge an item on the agenda. The aforementioned rights are subject to certain adjustments at annual general meetings that are held virtually – as was the case with the 2021 annual general meeting of Porsche SE – without the physical presence of the shareholders or their proxies in accordance with the German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law.

The annual general meeting decides on the appropriation of profit available for distribution as well as the approval of the acts of the board of management and supervisory board and elects the members of the supervisory board and the auditor. The annual general meeting also decides, in particular, on the articles of association and purpose of the company and on key corporate measures, such as corporate contracts in particular.

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