



SUSTAINABILITY COMMITTEE CHARTER

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1. Purpose

This Charter has been adopted by the Management Board (the "Board") of AUTODOC SE (the Company) to establish the Sustainability Committee (the "Committee") and to assist the Board in exercising their responsibilities, relating to the Company's sustainability strategy, initiatives, policies as well as to corporate responsibility, delegated to the Committee by the Board. The primary function of the Committee is to assist the Board in fulfilling its sustainability oversight responsibilities.

2. Composition

The Committee shall consist of the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the SVP Supply Chain, the Chief People Officer (CPO) and SVP&General Counsel. At least one member shall have expertise in the relevant industry. It is to the discretion of the Board to appoint further members.

The CEO shall serve as the Chairperson of the Committee. The committee members serve until their successors are appointed or their earlier resignation or removal.

3. Meetings and Procedures

The Committee shall meet at least quarterly, with additional meetings as deemed necessary. Meetings may be held by electronic communications equipment by means of which all persons participating in the meeting can hear each other. In addition, Committee actions may be taken by unanimous written consent. Formal decisions are passed by a simple majority vote. In the event of a tied vote, the CEO has a casting vote.

The Sustainability Manager shall be responsible for organizing and facilitating all committee meetings, including scheduling, setting agendas, securing meeting venues or virtual platforms, and ensuring proper notification is sent to all members. This responsibility includes coordinating quarterly meetings at minimum, distributing meeting materials at least 48 hours in advance, and maintaining a schedule that accommodates the majority of committee members' availability as well as maintaining written minutes of its meetings.

The Committee may invite executives, external advisors or subject matter experts to attend meetings as necessary.

4. Responsibilities and Duties

Environmental

- Assess the performance against the Company's environmental goals and objectives, where necessary update the objective's ambitiousness / timeline;
- Review and provide oversight of the Company's environmental policies, practices, and initiatives;
- Monitor compliance with environmental regulations and standards;
- Evaluate climate-related risks and opportunities;
- Review sustainability reporting and environmental disclosures;
- Assess the Company's environmental impact and footprint.

Social

- Assess the performance against the Company's social goals and objectives, where necessary update the objective's ambitiousness / timeline;
- Oversee workplace safety and health initiatives;
- Review human capital management practices, including:
 - Diversity, equity, and inclusion initiatives;
 - Employee engagement and development;
 - Labor practices and human rights.
- Monitor community relations and social impact programs;
- Review supply chain compliance, sustainability and responsible sourcing practices.

Governance

- Assess the performance against the Company's governmental goals and objectives, where necessary update the objective's ambitiousness / timeline;
- Ensure alignment with Sustainability strategy and broader organizational strategy;
- Review ESG governance structure and processes;
- Oversee ESG-related disclosures and reporting;
- Monitor ESG-related risks and opportunities;
- Review stakeholder engagement strategies;

- Assess and monitor ESG ratings and rankings.

5. Authority

The Committee has the authority to define the sustainability strategy and goals, targets for sustainability projects, assign project managers as well as engage external consultants, advisors, or experts as necessary. The Committee shall have access to all books, records, facilities, and personnel of the Company.

6. Reporting

The Sustainability Manager shall report quarterly to the Executive Leadership Team with the support of the SVP&General Counsel on the activities, findings, and recommendations of the Committee. The CEO shall report to the Company's Supervisory Board on sustainability-related topics.

The Committee shall review annually the Company's Annual ESG Report and significant public disclosures regarding corporate responsibility and sustainability.

The Committee shall regularly review and assess the adequacy of this Charter and recommend changes to the Board for approval.

7. Resources and Funding

The Company shall provide appropriate funding, as determined by the Committee, for:

- Compensation to advisors employed by the Committee
- Ordinary administrative expenses necessary for carrying out its duties

8. Amendment

This Charter may be amended at any time by the Board.

9. Disclosure

This Charter shall be posted on the Company's website.

10. Version history

Version No.	Date	Editor	Amendments / Comments	Approver
1.1	13.01.2025	VP Compliance & Sustainability	Decision at inaugural meeting on 10.01.2025: Committee has authority to define project targets and assign project managers.	Management Board
2.0	26.09.2025	Sustainability Manager	Decision at inaugural meeting on 26.09.2025: Committee Charter has amended to reflect organizational changes at Autodoc SE.	Management Board
3.0	14.04.2026	Sustainability Manager	Decision at inaugural meeting on 14.04.2026: Committee Charter has amended to reflect the committee member change.	Management Board
