



ABOUT YOU[®]

#AYINMOTION

**INVITATION TO THE ANNUAL GENERAL MEETING
(VIRTUAL ANNUAL GENERAL MEETING)**

¹ Pursuant to the law rules of Regulation (EC) No 2157/2001 of the Council of 8 October 2001 on the Statute for a European Company (SE) ("SE Regulation"), including but not limited to Arts. 9 (1), 52 and 53 of the SE Regulation, ABOUT YOU Holding SE is subject to the provisions governing stock corporations with registered office in Germany unless more specific provisions of the SE Regulation stipulate otherwise.

ABOUT YOU Holding SE, Hamburg
ISIN DE000A3CNK42 (WKN A3CNK4)

We hereby invite the shareholders of ABOUT YOU Holding SE ("ABOUT YOU" or "Company"), with registered office in Hamburg, to attend the Annual General Meeting scheduled for Tuesday, 23 August 2022, 10:00 hours CEST.

The Annual General Meeting is held virtually. Shareholders and their representatives (except for ABOUT YOU's voting proxies) will not be able to attend physically. Properly registered shareholders, including their representatives, will exercise their voting rights exclusively by way of electronic absentee voting or by authorising and instructing the voting proxies named by ABOUT YOU. We ask shareholders to note the detailed information on exercising voting and other exercisable shareholder rights set out below the agenda along with the proposed resolutions.

For purposes of the Stock Corporation Act¹, the Annual General Meeting is held at Altonaer Kaispeicher, Große Elbstraße 279, 22767 Hamburg, Germany. For properly registered shareholders and their representatives, the entire Annual General Meeting will be broadcasted in video and audio using the password-protected internet service of ABOUT YOU ("AGM Portal"), which can be accessed at annualgeneralmeeting.aboutyou.com. Such video and audio broadcast of the Annual General Meeting does not enable participation therein within the meaning of Section 118 (1) sentence 2 of the German Stock Corporation Act (Aktiengesetz, "AktG").

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INVITATION TO THE ANNUAL GENERAL MEETING

I. AGENDA

1. Presentation of the adopted Individual Annual Financial Statements of ABOUT YOU Holding SE as of 28 February 2022, approved Consolidated Financial Statements as of 28 February 2022, Combined Management Report for ABOUT YOU Holding SE and the Group for the Financial Year 2021/2022, the Report of the Supervisory Board, and the Explanatory Report of the Management Board regarding the Information pursuant to Sections 289a (1), 315a (1) of the Commercial Code (Handelsgesetzbuch, "HGB")

These documents may be viewed on the ABOUT YOU website under annualgeneral-meeting.aboutyou.com as of convocation of the Annual General Meeting. The documents will also be available during the Annual General Meeting on the aforementioned website and will be explained during the Annual General Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board as of 28 February 2022; the annual financial statements are thus adopted pursuant to Section 172 AktG. In accordance

with applicable legal provisions, therefore, Agenda Item 1 does not provide for any related resolution. The other documents also mentioned above are only to be made available to the Annual General Meeting pursuant to Section 176 (1) sentence 1 AktG; there is no need to adopt any resolution.

2. Discharge of Members of the Management Board

As of its entry into the commercial register of the local court of Hamburg on 16 September 2021, ABOUT YOU no longer conducts its affairs in the legal form of a German stock corporation (AG) but in the legal form of a European company (SE). The change in legal form was not accompanied by any change in the composition of the Management Board.

The Management and Supervisory Boards propose that the members of the Management Board serving ABOUT YOU Holding AG (until 16 September 2021) and ABOUT YOU Holding SE (starting 16 September 2021) of the financial year 2021/2022 be granted discharge with respect to such period.

3. Discharge of Members of the Supervisory Board

With regard to the Supervisory Board, too, the change in ABOUT YOU's legal form from an AG to an SE with effect on 16 September 2021 did not entail any change in its composition.

The Management and Supervisory Boards propose that the members of the Supervisory Board serving ABOUT YOU Holding AG (until 16 September 2021) and ABOUT YOU Holding SE (starting 16 September 2021) in the financial year 2021/2022 be granted discharge with respect to such period.

4. Approving Remuneration Report

As a result of the amendment to the Stock Corporation Act by way of the Act Implementing the Shareholder Rights Directive II of 12 December 2019 (Federal Law Gazette I 2019, p. 2637) ("ARUG II"), financial year 2021/2022 marked the first time the Management and Supervisory Boards had to prepare a remuneration report pursuant to Section 162 AktG, which is now being submitted for approval to

the Annual General Meeting pursuant to Section 120a (4) sentence 1 AktG.

As required under Section 162 (3) AktG, the auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, reviewed the remuneration report to ensure that it contains the legally required information pursuant to Section 162 (1) and (2) AktG. Exceeding statutory requirements, the auditor further verified the information provided as required under Section 162 (1) and (2) AktG. The remuneration report as well as the auditor's notes on its review of the same are attached to this invitation.

The Management and Supervisory Boards propose that the remuneration report for the financial year 2021/2022 be approved.

5. Approval of Remuneration System for Members of Management Board

Pursuant to Section 120a (1) sentence 1 AktG, the Annual General Meeting of a publicly traded company must adopt a resolution to approve or reject the remuneration system submitted by the Supervisory Board for the members of the Management Board at least once every four years. Section 87a AktG provides details about the requirements for the remuneration system of a publicly traded company. Both provisions are legally binding for ABOUT YOU since its shares were admitted to the Frankfurt Stock Exchange (Prime Standard) on 16 June 2021.

On its meeting of 5 July 2022, the Supervisory Board adopted a remuneration system for the members of the Management Board. Following the private placement, such system is now to be presented to the first Annual General Meeting for approval. The remuneration system is attached to this invitation.

The Supervisory Board deems the remuneration system submitted to be adequate in terms of both the amount and the structure of remuneration; it also deems such system to be clear and comprehensible. It reflects the requirements of Section 87a AktG and the recommendations of the German Corporate Governance Code, as amended on 28 April 2022 (published in the Federal Gazette on 27 June 2022).

Based on the recommendation of the executive and nomination committee, the Supervisory Board proposes that the remuneration system submitted for the members of the Management Board be approved.

6. Remuneration of the Members of Supervisory Board and corresponding Amendment to the Articles of Association

Pursuant to Section 113 (3) AktG, the Annual General Meeting of a publicly traded company must adopt a resolution to approve or reject the remuneration of the members of the Supervisory Board at least once every four years. This provision is legally binding for ABOUT YOU since its shares were admitted to the Frankfurt Stock Exchange (Prime Standard) on 16 June 2021.

The current remuneration for the Supervisory Board is set forth in Section 15 of the Articles of Association and takes the form of a fixed remuneration. Pursuant to Section 15 (3) of the Articles of Association, the remuneration arrangement goes into effect as of the first month after the effective date of the change in ABOUT YOU's legal form from an AG to a SE. The change in legal form took effect upon entry into the commercial register of the local court of Hamburg on 16 September 2021. Accordingly, the remuneration arrangement set out in the Articles of Association will be effective as of October 2021.

Having reviewed the result, the Management and Supervisory Boards arrived at the conclusion that – with one exception – the amount of remuneration as well as the specific structure of the remuneration system for the Supervisory Board remains appropriate given the responsibilities of the members of the Supervisory Board and the enterprise's standing. The increased rate of remuneration of the chairperson and vice-chairperson of the Supervisory Board is no longer to be adjusted by any committee service as contemplated in Section 15 (1) sentence 3 of the Articles of Association.

To date, Section 15 (1) of the Articles of Association reads as follows:

- (1) The Supervisory Board members shall each receive a fixed annual remuneration in the amount of EUR 70,000.00. The chairperson of the Supervisory Board shall receive a fixed remuneration in accordance with sentence 1 in the amount of EUR 140,000.00 and the vice-chairperson of the Supervisory Board shall receive EUR 100,000.00. Any additional remuneration pursuant to the below para. (2) shall be credited against the increased remuneration of the chairperson and the vice-chairperson of the Supervisory Board pursuant to the foregoing sentence.

Following the proposed removal of Section 15 (1) sentence 3 of the Articles of Association, Section 15 (1) of the Articles of Association will read as follows in the future:

- (1) The Supervisory Board members shall each receive a fixed annual remuneration in the amount of EUR 70,000.00. The chairperson of the Supervisory Board shall receive a fixed remuneration in accordance with sentence 1 in the amount of EUR 140,000.00 and the vice-chairperson of the Supervisory Board shall receive EUR 100,000.00.

The wording of the entire Section 15 of the Articles of Association (reflecting the revision set forth above) as well as the description of the underlying remuneration system are attached to this invitation.

The Management and Supervisory Boards propose that Section 15 (1) sentence 3 of the Articles of Association be deleted, and that the remuneration of the members of the Supervisory Board, including the system on which such remuneration is based, be otherwise approved.

7. Elections to the Supervisory Board of ABOUT YOU Holding SE

Pursuant to Article 40 (2) and (3) of the SE Regulation, Section 17 of the SE Implementation Act (SE-Ausführungsgesetz) in conjunction with Section 9 (1) of the Articles of Association, the Supervisory Board is composed of six members elected by the Annual General Meeting.

The members of the Supervisory Board were appointed in the course of ABOUT YOU Holding AG changing its legal form to become ABOUT YOU Holding SE for a term of office to end upon the conclusion of the Annual General Meeting of ABOUT YOU Holding SE resolving on the discharge of the members of the Supervisory Board with respect to the fourth financial year from the commencement of their term of office, not counting the financial year 2021/2022, during which their term of office commenced, i.e., the conclusion of the Annual General Meeting of ABOUT YOU Holding SE resolving on the discharge of the members of the Supervisory Board with respect to the financial year 2025/2026.

In order to lend the Supervisory Board the greatest possible legitimacy even after the private placement and the changes of its shareholders that accompany it, all members of the Supervisory Board are now to be confirmed in their positions by the first Annual General Meeting following the private placement. Their term of office remains unchanged. The Annual General Meeting is not bound by nominations.

Based on the recommendation of the executive and nomination committee, the Supervisory Board proposes that the existing members be confirmed in their positions as members of the ABOUT YOU Supervisory Board:

- a. **Niels Jacobsen**, residing in Copenhagen (Denmark), businessman, CEO of William Demant Invest A/S, Smørum (Denmark);
- b. **Christina Johansson**, residing in Mannheim (Germany), businesswoman, CFO and Member of the Management Board of Bilfinger SE, Mannheim (Germany);
- c. **Sebastian Klauke**, residing in Hamburg (Germany), physicist, Member of the Executive Board of Verwaltungsgesellschaft Otto mbH, Hamburg (Germany), the general partner of Otto (GmbH & Co KG), Hamburg (Germany);
- d. **Christian Leybold**, residing in Kreuzlingen (Switzerland), electrical and computer technician, Managing Partner at Headline, Berlin (Germany);

e. **Petra Scharner-Wolff**, residing in Hamburg (Germany), businesswoman, Member of the Executive Board of Verwaltungsgesellschaft Otto mbH, Hamburg (Germany), the general partner of Otto (GmbH & Co KG), Hamburg (Germany);

f. **André Schwämmlein**, residing in Munich (Germany), industrial engineer, CEO and Member of the Management Board of Flix SE, Munich (Germany).

The election, i.e., confirmation, has effect for the period from the conclusion of the Annual General Meeting on 23 August 2022 until the conclusion of the Annual General Meeting resolving on the discharge of the members of the Supervisory Board with respect to the financial year 2025/2026.

It is intended that the Annual General Meeting be permitted to decide the question of confirmation by individual vote.

The aforementioned nominations are based on the recommendation of the Supervisory Board's executive and nomination committee, take into account the composition targets set by the Supervisory Board and are in line with the profile of skills and expertise created by the Supervisory Board for the body as a whole. The Supervisory Board adopted the goals and profile of skills and expertise in August 2021; they may be viewed online under **governance.aboutyou.com**. In addition, the Supervisory Board has addressed the implementation of its goals and the profile of skills and expertise in its corporate governance statement in the form of a qualification matrix within the meaning of Recommendation C.1 of the German

Corporate Governance Code, which forms part of the annual financial statements for the financial year 2021/2022 and may be viewed under **publications.aboutyou.com**.

Christina Johansson and Petra Scharner-Wolff are particularly qualified in matters related to financial reporting and auditing (incl. sustainability reporting and its audit). It is the Supervisory Board's belief that each of the members of the Supervisory Board will continue to be well-versed in the sector in which ABOUT YOU does business within the meaning of Section 100 (5) last half-sentence AktG.

In addition to Christina Johansson and Petra Scharner-Wolff, Sebastian Klauke, Niels Jacobsen and André Schwämmlein also have expertise in sustainability issues relevant to ABOUT YOU pursuant of Recommendation C.1 of the German Corporate Governance Code.

Sebastian Klauke and Petra Scharner-Wolff are members of the Executive Board of Verwaltungsgesellschaft Otto mbH. Verwaltungsgesellschaft Otto mbH is the general partner of Otto (GmbH & Co KG), a major ABOUT YOU shareholder. Business relationships exist between ABOUT YOU and companies of the Otto Group (e.g. in the context of fulfilment and cloud services).

It is the assessment of the Supervisory Board as well as its executive and nomination committee that there are no significant personal or business relations within the meaning of Recommendation C.13 of the German Corporate Governance Code between Niels Jacobsen, Christina Johansson, Christian Leybold and

André Schwämmlein on the one hand and the Company, its governing bodies or a major Company shareholder on the other.

The information pursuant to Section 125 (1) sentence 5 AktG, the candidates' resume listing relevant knowledge, skills and professional experience, along with details of their respective significant professional engagements aside from their work on the Supervisory Board and information about personal or business relations within the meaning of Recommendation C.13 of the German Corporate Governance Code are attached to this invitation and may be viewed under **annualgeneralmeeting.aboutyou.com**.

All of the individuals nominated have already indicated that they will accept the position if elected. Sebastian Klauke and Niels Jacobsen have already indicated that they further intend once more to stand for the post of chairperson and the vice-chairperson of the Supervisory Board, respectively.

8. Election of Auditor and Group Auditor as well as Examiner for possible Review

Based on the recommendation of the audit committee, the Supervisory Board recommends that KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed auditor and Group auditor for the financial year ending 28 February 2023 (financial year 2022/2023) as well as examiner for a possible review of the condensed interim financial statements and interim management report included with the interim financial report for the period ending 31 August 2022, along with any additional

interim financial data for the financial year 2022/2023 and the first quarter of the financial year 2023/2024.

The audit committee has declared that its recommendation is free from undue third-party influence and that its choice was not constrained by a clause within the meaning of Article 16 (6) of the EU Audit Regulation (Regulation (EU) No. 537/2014 of 16 April 2014).

II. FURTHER INFORMATION AND NOTES

1. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time this Annual General Meeting is convened, ABOUT YOU's registered share capital equals EUR 186,153,487 and is divided into 186,153,487 bearer shares with no-par value. Each no-par share conveys one vote at the Annual General Meeting. At the time the Annual General Meeting is convened, ABOUT YOU holds 15,758,072 treasury shares. ABOUT YOU derives no rights from such shares. The total number of voting shares thus equals 170,395,415.

2. VIRTUAL ANNUAL GENERAL MEETING AND EXERCISABLE SHAREHOLDER RIGHTS

In correspondence with the Act on Measures Adopted Under Company, Cooperation, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur

Bekämpfung der Auswirkungen der COVID-19-Pandemie) (Federal Law Gazette I 2020, p. 570; most recently amended by the Act of 10 September 2021, Federal Law Gazette I 2021, pp. 4147 et seqq.) ("**COVMG**") and in consideration of the advantages and disadvantages for our shareholders and the parties involved in holding our Annual General Meeting, the Management Board decided with the Supervisory Board's approval that the Annual General Meeting is to be held virtually this year.

For this year's Annual General Meeting, this specifically means the following:

- Shareholders or their representatives will not be able to attend the Annual General Meeting in person. For properly registered shareholders and their representatives, the entire Annual General Meeting is broadcast in video and audio via the AGM Portal accessible via annualgeneralmeeting.aboutyou.com (for further details, see item 5 below).
- Properly registered shareholders or their representatives can exercise their voting rights by way of electronic absentee voting via the AGM Portal (for further details, see items 6 and 7 below). There is also the option of directing the voting proxies named by ABOUT YOU to exercise the voting right (for further details, see item 8 below). No other ways to exercise the voting right exist. Voting rights may be exercised and the voting proxies named by ABOUT YOU may be engaged on the AGM Portal until the meeting chair formally suspends the option to exercise the voting right on the day of the general meeting. When engaging the voting

proxies named by ABOUT YOU in writing, an earlier deadline applies for organisational reasons (for further details, see items 6, 7 and 8 below).

- Properly registered shareholders or their representatives may submit questions using the AGM Portal up until one day prior to the Annual General Meeting (for further details, see item 9 below).
- Shareholders or their representatives, who have exercised their voting rights, may raise objections to resolutions of the Annual General Meeting for the notarial record during the Annual General Meeting using the AGM Portal (for further details, see item 11 below).
- In addition, ABOUT YOU will provide shareholders with an opportunity to enter video submissions related to the agenda using the AGM Portal (for further details, see item 10 below).

In order to enable shareholders to better prepare for the Annual General Meeting, the presentation of the Management Board will be made available under annualgeneralmeeting.aboutyou.com a few days prior to the Annual General Meeting but no later than 15 August 2022. Changes are reserved up until and including the day of the Annual General Meeting. The final presentation as well as the spoken word prevails.

Unless specified otherwise below, there are no shareholder rights to be exercised in connection with the meeting beyond those set forth above (including the rules governing

the manner in which they are exercised); in particular, there will be no opportunity to pose questions or make motions regarding the agenda or rules of procedure during the Annual General Meeting.

3. REGISTERING FOR ANNUAL GENERAL MEETING, PROOF OF ELIGIBILITY, PERSONAL LOG-IN DATA

Only persons who are ABOUT YOU shareholders at the start of the 21st day prior to the Annual General Meeting – i.e., as of 2 August 2022, 00:00 hours CEST (record date) – and register for the Annual General Meeting are eligible to exercise voting and other exercisable shareholder rights. The registration form must be received by the registration agent provided below along with proof of shareholding issued by the credit or financial services institute keeping the shareholder's securities account on or before 16 August 2022, 24:00 hours CEST. Such registration and proof of shareholding must be provided in writing in the German or the English language.

Registration agent:

ABOUT YOU Holding SE
c/o Better Orange IR&HV AG
Haidelweg 48
81241 Munich
Germany
Email: anmeldung@better-orange.de

Following receipt of the registration form and proof of shareholding, the registration agent will provide shareholders with a note confirming their registration that contains their personal log-in data for the AGM Portal. To ensure the timely receipt of such registration confirmation, we ask shareholders to submit their registration form and proof of shareholding to ABOUT YOU well in advance. The exercise of voting and other exercisable shareholder rights is not restricted as a result.

4. SIGNIFICANCE OF THE RECORD DATE

The eligibility to exercise voting and other exercisable shareholder rights depends exclusively on a given shareholder's shareholding as of the record date. In relation to ABOUT YOU, only those persons who submitted proof shall be deemed to be shareholders for the purpose of exercising voting and other exercisable shareholder rights. The record date does not entail any restriction on the sale of shares. Even in the event that shareholdings are sold after the record date, be it wholly or in part, only the shareholdings as of the record date shall be relevant for the exercise of voting and other exercisable shareholder rights; in other words, a divestment of shares after the record date does not affect the shareholder's eligibility to exercise voting and other exercisable shareholder rights. This applies accordingly to purchases of shares after the record date. Persons who do not yet own shares as of the record

date, and only become shareholders thereafter, are ineligible to exercise the voting right or other exercisable shareholder rights with respect to the shares they hold unless the previous holder, who still held the shares on the record date, authorised or otherwise empowered them to exercise such rights.

5. VIDEO AND AUDIO BROADCAST OF ANNUAL GENERAL MEETING

For properly registered shareholders and their representatives, the entire Annual General Meeting, including the Q&A portion concerning questions that have been submitted during the Annual General Meeting and votes that are taken, is broadcast live in video and audio via the AGM Portal accessible via annual-generalmeeting.aboutyou.com.

Access to the AGM Portal is reserved for properly registered shareholders, who received the necessary log-in data along with the registration confirmation. Shareholders or their representatives may access the video and audio broadcast using such log-in data.

6. VOTING PROCESS: ELECTRONIC ABSENTEE VOTING

Shareholders are eligible to exercise their voting right by way of electronic absentee voting only if they properly registered and furnished proof of eligibility.

Votes cast by way of electronic absentee voting must be submitted via the AGM Portal. Such votes may be cast starting on 2 August 2022 and even on the day of the Annual General Meeting up until the meeting chair formally suspends the option to exercise the voting right following the Q&A section. Until such time, votes cast via the AGM Portal may also be changed or revoked.

Casting votes by way of electronic absentee voting does not constitute attendance of the Annual General Meeting in the legal sense.

7. PROCESS FOR REPRESENTATIVES EXERCISING VOTING AND OTHER EXERCISABLE SHAREHOLDER RIGHTS

Shareholders may have a representative – e.g., an intermediary as per Section 135 AktG, a shareholder association or another third party – exercise their voting and other exercisable shareholder rights. In such a case, timely registration of the relevant shares is also required, along with proof of shareholding.

In the event that a shareholder has authorised more than one person, ABOUT YOU may reject one or several of them.

Shareholders eligible to vote may authorise a representative by so declaring directly to ABOUT YOU using the AGM Portal or by postal service or email to the Annual General Meeting address.

AGM address:

ABOUT YOU Holding SE
c/o Better Orange IR&HV AG
Haidelweg 48
81241 Munich
Germany
Email: aboutyou@better-orange.de

The same transmission channels may be used to revoke a previous authorisation directly in relation to ABOUT YOU. In such a case, no separate proof of authorisation is required.

Shareholders who wish to authorise a representative by so declaring directly to ABOUT YOU by either postal service or email to the AGM address listed above are asked to use the forms provided by ABOUT YOU for such purpose. An authorisation form is printed on the registration confirmation sent to shareholders following their proper registration; it may also be downloaded under **annualgeneralmeeting.aboutyou.com** and requested by postal service or email to the AGM address listed above.

In the event that the authorisation is not declared directly to ABOUT YOU but to the representative (so-called internal authorisation), such authorisation, proof of authorisation as provided to ABOUT YOU and, as a rule, any revocation thereof must be made in text form. Proof of internal authorisation may be provided by postal service or email to the AGM address listed above.

We ask that shareholders use the form provided by ABOUT YOU for such purpose even when authorising a representative by so declaring to the same.

When authorising an intermediary as per Section 135 AktG, a proxy advisor, a shareholder association or a person offering to exercise voting rights on the occasion of the Annual General Meeting as a service to shareholders, consideration must typically be given to special circumstances that must be inquired into with the representative in question.

At any rate, representatives may exercise shareholder rights only insofar as they received individual log-in data for the AGM Portal initiated by the shareholder.

In the interest of ensuring that a designated representative can function as such, the following applies:

If authorisation is declared directly to ABOUT YOU on the AGM Portal, it may be granted as late as the day of the Annual General Meeting and up until the meeting chair formally suspends the option to exercise the voting right following the Q&A section via the AGM Portal.

By contrast, any authorisation declared directly to ABOUT YOU via mail or email, as well as proof of authorisation declared to the representative, must be received at the AGM address listed above no later than 22 August 2022, 24:00 hours CEST (receipt by ABOUT YOU) for organisational reasons.

8. PROCESS FOR VOTING PROXIES NAMED BY ABOUT YOU EXERCISING VOTING RIGHTS

In addition, properly registered shareholders are given the option to authorise voting proxies named by ABOUT YOU to exercise their voting rights as directed. The voting proxies are obligated to cast votes as instructed; they cannot exercise voting rights at their own discretion. Please note that voting proxies may exercise voting rights only with respect to agenda items for which they received directions, and that they may not accept instructions on procedural motions prior to or during the Annual General Meeting. Similarly, voting proxies cannot be instructed to pose questions, introduce motions or lodge objections to resolutions adopted by the Annual General Meeting.

The voting proxies named by ABOUT YOU may be authorised and instructed either via the AGM Portal or by postal service or email to the AGM address listed above.

Shareholders receive a form for authorising and instructing voting proxies named by ABOUT YOU along with the registration confirmation by postal service or email after they have properly registered. The form for authorising and instructing voting proxies named by ABOUT YOU may also be downloaded under **annualgeneralmeeting.aboutyou.com**. In addition, it may be requested by postal service or email to the AGM address listed above.

Shareholders who wish to authorise voting proxies named by ABOUT YOU on the AGM Portal may transmit authorisation forms along with directions as late as the day of the Annual General Meeting and up until the meeting chair formally suspends the option to exercise the voting right following the Q&A section via the AGM Portal. Following the formal suspension of the option to exercise the voting right (i.e., here the option to instruct the voting proxies named by ABOUT YOU), the voting proxies named by ABOUT YOU will then implement the directions received accordingly.

Shareholders who wish to authorise voting proxies named by ABOUT YOU by postal service or email may transmit authorisation forms along with directions until 22 August 2022, 24:00 hours CEST (receipt by ABOUT YOU) by postal service or email to the AGM address listed above. The same applies to changes to and the revocation of authorisations and directions intended to be communicated in this manner.

Using the AGM Portal, previous authorisations and directions communicated via the AGM Portal or in writing (by postal service or email) may be changed or revoked as late as the day of the Annual General Meeting and up until the meeting chair formally suspends the option to exercise the voting right following the Q&A section.

Further details on the use of the AGM Portal and the authorisation process, along with information on authorising and instructing a voting proxy, are provided on the registration confirmation sent to shareholders following their proper registration and can also be viewed under **annualgeneralmeeting.aboutyou.com**.

9. RIGHT TO POSE QUESTIONS

Pursuant to Section 1 (2) sentence 1 no. 3 COVMG, shareholders and their representatives have the right to pose questions using electronic means of communication, and the Management Board must answer such questions. Subject to its best judgment, the Management Board determines how to answer questions in its sole discretion. It may further require that questions be submitted at least one day prior to the meeting by electronic means.

In line with these statutory requirements, properly registered shareholders or their representatives may submit questions using the AGM Portal at least one day prior to the Annual General Meeting – i.e., by 21 August 2022, 24:00 hours CEST (receipt by ABOUT YOU).

For further details on the option to pose questions, please see item 12.c below.

10. OPTION TO MAKE VIDEO SUBMISSIONS RELATED TO AGENDA

Since the Annual General Meeting is held virtually and shareholders and their representatives cannot attend in person, they will not have the option of commenting on the agenda during the Annual General Meeting. This is why the ABOUT YOU Management Board decided with the Supervisory Board's approval that shareholders or representatives eligible to participate be given an option that goes

beyond COVMG requirements and is thus extended on a voluntary basis to submit video statements related to the agenda prior to the Annual General Meeting:

Shareholders or their representatives, who have satisfied the requirements for participation in the virtual Annual General Meeting listed above, may transmit German-language video submissions related to the agenda via the AGM Portal, which must reach ABOUT YOU in this manner by 17 August 2022, 24:00 hours CEST.

Video submissions must not exceed three minutes in length, and a neutral background should be used. Only those video submissions in which shareholders or their representatives deliver the video statement themselves will be admitted.

Further details on the technical and legal requirements for video submissions are found on the AGM Portal.

It is intended that video submissions received be published on the AGM Portal prior to the Annual General Meeting and, where appropriate, shown during the virtual Annual General Meeting. By submitting video statements, shareholders expressly consent to the publication of their video submissions, along with the name and place of residence (or domicile) of the submitting shareholder or representative on the AGM Portal, as well as to the possible broadcast thereof during the virtual Annual General Meeting.

Shareholders are not entitled to have their video submissions published. Specifically, ABOUT YOU reserves the right not to publish video submissions featuring language or content that is offensive, relevant under criminal law, patently false or misleading or lacks relevance to the agenda of the Annual General Meeting as well as video submissions that exceed three minutes in length, were not received by the deadline set forth above or feature a language other than German.

Only one video submission will be published per shareholder. In order to ensure that the virtual Annual General Meeting proceeds swiftly, ABOUT YOU reserves the right to selectively show only some video submissions during the virtual Annual General Meeting or none at all. The Management Board will make such determination subject to its best judgment; for this purpose, it may take into account the proximity of a video submission's content to the items of the agenda, the degree to which it introduces new aspects or assessments when compared to other submissions shown, the number of shares or shareholders represented by the submitting party as well as the submission's length and video/audio quality.

No consideration will be given to motions, nominations, questions or objections to resolutions adopted by the Annual General Meeting that are contained in video submissions. They must instead be transmitted separately and exclusively in the manner and form described in this invitation.

11. OBJECTING TO ANNUAL GENERAL MEETING RESOLUTIONS

Properly registered shareholders or their representatives, who have exercised the voting right, are entitled to declare their objection to a resolution adopted by the Annual General Meeting for the record in the German language and by electronic means via the AGM Portal during the Annual General Meeting.

12. SHAREHOLDERS' RIGHTS PURSUANT ARTICLE 56 OF THE SE REGULATION, SECTION 50 (2) OF THE SE IMPLEMENTATION ACT, SECTION 122 (2), SECTION 126 (1), SECTION 127, SECTION 131 (1) AKTG, PARTLY IN CONJUNCTION WITH COVMG

a. Demanding amendment to agenda pursuant to Article 56 of the SE Regulation, Section 50 (2) of the SE Implementation Act, Section 122 (2) AktG

Shareholders with combined holdings at or above five percent of the registered share capital or a pro-rata amount of the registered share capital of at least EUR 500,000 (which corresponds to 500.000 no-par value shares) may demand that items be included in the agenda and made public. Such demand must be addressed to the Management Board in writing and be received by ABOUT YOU no later than 23 July 2022, 24:00 hours CEST. Each new item on the agenda must be

accompanied by grounds or a draft resolution. Please address demands of this kind to the following address:

ABOUT YOU Holding SE
–Management Board–
Domstraße 10
20095 Hamburg
Germany

Upon receipt of the request, agenda additions to be made public will promptly be published in the Federal Gazette and provided for publication pursuant to Section 121 (4a) AktG to media which can reasonably be expected to disseminate the information throughout the European Union. In addition, they are made accessible to shareholders under **annual-generalmeeting.aboutyou.com**. The amended agenda is further announced pursuant to Section 125 (1) sentence 3 AktG.

The draft resolution made public by way of an admissible amendment to the agenda will be put to the vote during the Annual General Meeting.

b. Shareholders' counter-motions and nominations pursuant to Sections 126 (1), 127 AktG

Unless provided otherwise, the exercise of voting rights by way of absentee voting does not entail rights related to participation. Accordingly, shareholders and their representatives

cannot file counter-motions or offer alternative nominations during the Annual General Meeting. However, shareholders' motions or nominations that are to be made public pursuant to Section 126 or Section 127 AktG are deemed to have been submitted during the Annual General Meeting pursuant to Section 1 (2) sentence 3 COVMG if the person filing such motion or making such nomination (shareholder or representative) is properly legitimised and registered for the Annual General Meeting.

Pursuant to Section 126 (1) AktG, ABOUT YOU makes counter-motions accessible by publishing them accordingly, provided that they are transmitted to the address below no later than 8 August 2022, 24:00 hours CEST. No consideration will be given to improperly addressed counter-motions and nominations.

ABOUT YOU Holding SE
–Management Board–
Domstraße 10
20095 Hamburg
Germany

Subject to Section 126 (2) and (3) AktG, shareholders' counter-motions that are to be made accessible will be published without undue delay under **annualgeneralmeeting.aboutyou.com**, including name, grounds provided, if any, and administrative remarks, if any.

The foregoing provisions apply mutatis mutandis to shareholders' nominations pursuant to Section 127 AktG, including the deadline for making nominations accessible (receipt no later than 8 August 2022, 24:00 hours CEST); no grounds have to be given for nominations. The Management Board need not make accessible the nomination pursuant to Section 127 sentence 3 AktG if it does not specify the name, occupation, and place of residence of the person being nominated – or, in cases of Supervisory Board nominations, set forth information on other board mandates pursuant to Section 125 (1) sentence 5 AktG.

c. Right to pose questions pursuant to Section 131 AktG in conjunction with Section 1 (2) sentence 1 no. 3, sentence 2 COVMG

In cases of Annual General Meetings held without shareholders being physically present pursuant to Section 1 (2) COVMG, registered shareholders and their representative are given the option to pose questions on matters related to ABOUT YOU by way of electronic communication if and to the extent that the questions so posed must be answered if the agenda item in question is to be properly processed. The right to pose questions extends to ABOUT YOU's legal and business relationships with related parties. Since the Annual General Meeting convened hereby will include a presentation of the consolidated financial statements and the combined management report for ABOUT YOU Holding SE and the Group, the right to pose questions as a rule extends to the situation of the Group led by ABOUT YOU as well as the companies included in the consolidated financial statements.

In accordance with Section 1 (2) sentence 2 COVMG, questions must be submitted to ABOUT YOU at least one day prior to the Annual General Meeting (21 August 2022, 24:00 hours CEST; receipt by ABOUT YOU) in text form and in the German language by way of electronic communication via the AGM Portal.

Submitted questions will be answered during the Annual General Meeting.

The general rights to refuse to provide information pursuant to Section 131 (3) AktG apply. This is especially true insofar as providing information would be likely, based on a prudent business assessment, to inflict a significant disadvantage on ABOUT YOU or a related party or where the Management Board would incur criminal liability if it provided the information sought.

Further details on shareholders' rights pursuant to Article 56 of the SE Regulation, Section 50 (2) of the SE Implementation Act, Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG, partly in conjunction with COVMG, are set out under **annualgeneral-meeting.aboutyou.com**. This is also where the documents and information related to the Annual General Meeting, which are to be made accessible pursuant to Section 124a AktG, are disclosed. Voting results are published under the same URL following the Annual General Meeting.

13. INFORMATION ABOUT DATA PROTECTION

As controller within the meaning of Article 4 no. 7 of Regulation (EU) No. 2016/679 of 27 April 2016 ("**General Data Protection Regulation**"; "**GDPR**"), ABOUT YOU processes in particular the following personal data: Contact information (e.g., postal address, email address as well as name of shareholder representative authorised by shareholder, if applicable), personal information (e.g., name, date of birth), information about shares (e.g., number of shares, class of shares, type of shareholding), data and device information (in webserver log files) generated in connection with the use of the AGM Portal (e.g., personal log-in data, date and time of access, log recording whether access was successful, type of web browser and operating system used, IP address of requesting device, access data (e.g., Access ID) and Session ID, acknowledgment, and acceptance of terms of use), submissions received (video submissions, questions), and administrative data (e.g., third-party authorisations; registration confirmation ID) on the basis of applicable data protection law in order to enable shareholders to exercise their rights as part of the Annual General Meeting. ABOUT YOU is legally represented by its Management Board, with two members of the Management Board or one such member and an executive officer (Prokurist) together representing ABOUT YOU. The Management Board is composed of Tarek Müller, Sebastian Betz, and Hannes Wiese.

ABOUT YOU's contact information as controller is as follows:

ABOUT YOU Holding SE
–Management Board–
Domstraße 10
20095 Hamburg
Germany

Insofar as shareholders and shareholder representatives do not provide personal data as part of their registration for the Annual General Meeting, including but not limited to motions and nominations, the bank keeping the shareholder's securities account or a third party involved in the registration process transmits the personal data of the shareholders or shareholder representatives to ABOUT YOU.

ABOUT YOU is legally obligated to conduct the Annual General Meeting in accordance with Regulation (EC) No. 2157/2001 of the Council of 8 October 2001 on the Statute for a European Company (SE) in connection with AktG. For the Annual General Meeting to be held, the processing of shareholders' personal data is essential. ABOUT YOU is the controller responsible for such processing.

The entire Annual General Meeting is broadcast in real time in video and audio via the AGM Portal. Shareholders may exercise their voting and other exercisable shareholder rights before the meeting – using the AGM Portal, for instance. ABOUT YOU processes personal data

insofar as this is necessary for registering shareholders on the AGM Portal, broadcasting the Annual General Meeting in video and audio as well as exercising other exercisable shareholder rights on the AGM Portal.

To such extent, shareholders' personal data are processed for purposes of preparing, conducting, and implementing the Annual General Meeting, including but not limited to communicating with shareholders, preparing the record of the Annual General Meeting and meeting the Company's obligations under stock corporation law after the Annual General Meeting.

In each instance, the legal basis for processing is Article 6 (1) lit. c) GDPR.

Personal data are further used for statistical purposes – e.g., to depict changes to the shareholder structure or trading volumes. The legal basis for such processing of personal data is ABOUT YOU's legitimate interest – especially in tracking changes to the shareholder structure – pursuant to Article 6 (1) lit. f) GDPR.

As a rule, ABOUT YOU does not share personal data with third parties. By way of exception, third parties hired to organise the Annual General Meeting receive only those personal data from ABOUT YOU that are needed for rendering the contracted services.

ABOUT YOU has hired Better Orange IR&HV AG, Haidelweg 48, 81241 Munich, Germany, to conduct the Annual General Meeting. Better Orange will take up work as a processor contracted by ABOUT YOU within the meaning of Article 28 GDPR and, to such extent, is bound by ABOUT YOU's directions.

Other third parties engaged in connection with the Annual General Meeting include the notary preparing the record as well as attorneys and auditors.

In addition, personal data of shareholders and shareholder representatives will be made public in connection with the answers provided to questions, which may have been submitted in advance (Section 1 (2) sentence 1 no. 3 and sentence 2 COVMG). ABOUT YOU reserves the right, in connection with its answers, to identify questioners by name, provided that they previously consented to being so identified. Subject to certain conditions and as permitted by applicable law, personal data of shareholders and shareholder representatives are further published or made accessible or available to other shareholders and shareholder representatives in cases of motions for amending the agenda, counter-motions, nominations, questions or video submissions as well as objections.

With regard to the transmission of personal data to third parties as part of the announcement of shareholder demands for the amendment of the agenda as well as counter-motions and nominations submitted by

shareholders, reference is made to the explanations provided in item 12 above.

Personal data are not intended to be transmitted outside of the European Union.

ABOUT YOU anonymises or erases personal data as soon and insofar as they are no longer needed for the purposes mentioned herein unless ABOUT YOU is bound by statutory duties of documentation or retention (under AktG, HGB, the German Tax Code (Abgabenordnung) or other legal provisions) to continue storing such data. Data collected in connection with Annual General Meetings is typically stored for up to three years, such period starting at the end of the year in which the Annual General Meeting was held. In individual cases, personal data may be stored for a longer period if further data processing is needed to handle motions, decisions or legal processes related to the Annual General Meeting.

Shareholders and shareholder representatives are entitled to the rights pursuant to Chapter III of GDPR – namely, the right of access pursuant to Article 15 GDPR, the right pursuant to Article 16 GDPR to demand prompt rectification of inaccurate or incomplete personal data, the right pursuant to Article 17 GDPR to demand prompt erasure of personal data, the right pursuant to Article 18 GDPR to demand restriction of processing of personal data and

the right pursuant to Article 20 GDPR to receive personal data in a format meeting legal requirements, and to transmit such data to another controller without hindrance (right to data portability).

Insofar as the processing of personal data is undertaken on the basis of a legitimate interest of ABOUT YOU pursuant to Article 6 (1) lit. f) GDPR, shareholders and shareholder representatives have the right to object, on grounds relating to their particular situation, to the processing of personal data concerning them.

You may exercise these rights in relation to ABOUT YOU free of charge using the following contact information:

ABOUT YOU Holding SE
–Data Protection Officer–
Domstraße 10
20095 Hamburg
Germany
Email:
datenschutzbeauftragter@aboutyou.de

Under Article 77 GDPR, shareholders and shareholder representatives further hold a right to lodge a complaint, especially with a supervisory authority with jurisdiction over the (habitual) residence of the shareholder or shareholder representative, or the German federal state in which the alleged infringement was committed.

You can reach our internal data protection officer at:

ABOUT YOU Holding SE
–Data Protection Officer–
Domstraße 10
20095 Hamburg
Germany
Email:
datenschutzbeauftragter@aboutyou.de

Hamburg, July 2022

ABOUT YOU Holding SE
Management Board

III. ATTACHMENTS

DOCUMENTS ON AGENDA ITEM 4:

REMUNERATION REPORT INCLUDING AUDITOR'S REPORT

This remuneration report describes the remuneration granted and owed individually to the current and former members of the Management Board and Supervisory Board of ABOUT YOU Holding SE (the "Company") in the financial year 2021/2022 (1 March 2021 to 28 February 2022) and presents the structure and amount of the individual components of the Management Board and Supervisory Board remuneration on an individualised basis as well as promised benefits. It complies with the requirements of Section 162 German Stock Corporation Act (AktG) and is based on the recommendations of the German Corporate Governance Code ("GCGC"), insofar as these do not require the existence of a remuneration system within the meaning of Section 87a and 120a German Stock Corporation Act (AktG), as described below. This remuneration report will be presented to the Annual General Meeting.

1. REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD

1.1 SYSTEM FOR THE REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD

In accordance with the applicable transitional provisions pursuant to Section 26j (1) Sentence

1 Introductory Act to the German Stock Corporation Act (EGAktG), the Company shall, upon admission of its shares to the Frankfurt Stock Exchange on 16 June 2021, for the first time in 2022 submit a remuneration system for the members of the Management Board to the Annual General Meeting for approval pursuant to Section 120a (1) Sentence 1 German Stock Corporation Act (AktG). In due time before this Annual General Meeting, the Supervisory Board will resolve on a system for the remuneration of the members of the Management Board that complies with the requirements of Section 87a German Stock Corporation Act (AktG) and submit it to the Annual General Meeting for approval.

Accordingly, in the reporting period ending on 28 February 2022, there was not yet a system in place for the remuneration of Management Board members based on the specific requirements of Sections 87a and 120a German Stock Corporation Act (AktG). For this reason, the disclosures pursuant to Section 162 German Stock Corporation Act (AktG), which require the existence of such a remuneration system, are not yet included in this remuneration report.

1.2 OVERVIEW OF THE REMUNERATION OF THE MANAGEMENT BOARD

The remuneration model currently applicable to the Management Board and its individual components were determined in the run-up to the IPO on the basis of extensive consultations by the Supervisory Board, which also took into account the Company-specific recommendations of the mandated remuneration consultants.

All three members of the Management Board (Sebastian Betz, Tarek Müller and Hannes Wiese) were already managing directors of ABOUT YOU Holding GmbH (as the legal predecessor of ABOUT YOU Holding AG, itself being the legal predecessor of the Company) before their appointment to the Management Board and worked for the Company on the basis of managing director service agreements. The current remuneration model for all Management Board members is based on Management Board service agreements dated 4 June 2021, by virtue of which the previously existing managing director service agreements were replaced with retroactive effect as of the end of 15 April 2021. The remuneration of the Management Board members

is composed of non-performance-related and performance-related elements, i.e. base remuneration, fringe benefits and variable remuneration in the form of a one-time allocation of stock options (hereinafter "Options") based on the Long-Term Incentive Plan 2021 ("LTIP 2021"). The terms of the Management Board service agreements are identical for all Management Board members.

For the period from 1 March 2021 to the end of 15 April 2021, during which the former managing directors' service agreements were still in force, the members of the Management Board each received base remuneration totalling EUR 33,750.00 gross and fringe benefits of EUR 752.70 each.

1.3 NON-PERFORMANCE-RELATED REMUNERATION COMPONENTS ("FIXED REMUNERATION")

(a) Base remuneration

The base remuneration of the Management Board members for the period since 16 April 2021 amounts to EUR 22,500.00 gross per month for each member of the Management Board (i.e., EUR 270,000.00 gross per year, whereby the base salary for April 2021 was only paid pro rata temporis).

(b) Contributions to pension, health and long-term care insurance, as well as other fringe benefits

The Company bears half of the respective contributions of a statutory pension, private health and/or long-term care insurance of the individual Management Board member up to the applicable maximum amount of the

employer's contributions to the statutory pension, health and/or long-term care insurance, but no more than half of the total contribution to be paid by the Management Board member in each case.

The members of the Management Board receive a monthly compensation payment of EUR 485.00 gross each instead of a company car.

The expenses of the Company for the sum of the compensation payment for company cars, the additional payment for pension, health and/or long-term care insurance) are limited to a total of EUR 80,000.00 per year for each member of the Management Board.

(c) Other insurances

The Company has taken out a D&O insurance policy for members of executive bodies (i.e., the members of the Management Board and Supervisory Board), as well as the authorised signatories of the Company at the expense of the Company. The insurance conditions of the D&O insurance include a deductible for the members of the Management Board that complies with the legal requirements.

1.4 PERFORMANCE-RELATED REMUNERATION COMPONENTS ("VARIABLE REMUNERATION")

In addition to the aforementioned non-performance-related remuneration, the Supervisory Board may grant non-recurring bonus payments to a member of the Management Board for special performance or special commitment at its sole discretion – also in connection with the termination of the employment

relationship. No use was made of this regulation in the financial year 2021/2022.

Further, the Management Board members were each allocated Options in the same amount by way of a one-time allocation under the LTIP 2021 as part of the revision of the Management Board service agreements on 4 June 2021. The allocation was subject to the condition precedent of the determination of the Exercise Price (as further defined below), which occurred on 7 June 2021. Each member of the Management Board was allocated a total of 1,702,128 Options, based on the following formula:

$$N = 80,000,000 / 2x \text{ Exercise Price}$$

If the number N of Options calculated in this way is not an integer, it shall be rounded up to the next integer.

The LTIP 2021 is an option programme which, in addition to the time component in the form of continued Management Board activity ("Time Vesting"), is significantly linked to the development of important performance indicators of the ABOUT YOU Group and also refers to target criteria from the area of ESG (Environmental Social Governance) ("Performance Vesting"). This creates a long-term, performance-based incentive structure for the members of the Management Board that is strongly aligned with the interests of shareholders and other stakeholders in the sustainable successful development of the ABOUT YOU Group and rewards sustainable corporate governance.

The main terms and conditions of the LTIP 2021 are detailed below:

(a) Exercise Price

The exercise price for each Option corresponds to the mid-point of the price range for the offer price per share for the placement of shares in connection with the private placement. The price range was set at EUR 21.00 to EUR 26.00 on 7 June 2021. Accordingly, the exercise price is EUR 23.50 ("Exercise Price").

(b) Time Vesting

The Options granted to the individual Management Board member vest after the expiry of certain periods, provided that the Management Board member concerned remains with the Company until the expiry of the respective vesting date:

- 12% of the Options (or 204,256 Options) at the end of 28 February 2022
- 14% of the Options (or 238,298 Options) at the end of 28 February 2023
- 16% of the Options (or 272,341 Options) at the end of 29 February 2024
- 18% of the Options (or 306,384 Options) at the end of 28 February 2025
- 20% of the Options (or 340,426 Options) at the end of 28 February 2026
- 20% of the Options (or 340,423 Options) at the end of 28 February 2027

If the number of Options vesting at any of the first five vesting dates is not an integer, it shall be rounded up to the next integer with the number of the Options vesting at the last vesting date being reduced accordingly.

Depending on the vesting dates outlined above, the Options are divided into two tranches, which are subject to different conditions under the Performance Vesting described below. Options that vest on or before 28 February 2025 (inclusive) (i.e., a total of 1,021,279 Options) belong to Tranche 1 ("Tranche 1 Options"). Options that vest at the end of 28 February 2026 and 28 February 2027 (i.e., 680,849 Options in total) belong to Tranche 2 ("Tranche 2 Options").

(c) Performance Vesting

In addition to the time component, a prerequisite for the vesting of the Options is that certain predefined performance targets are achieved within certain time periods ("Performance Vesting"). These performance targets were determined by the Supervisory Board prior to the private placement and consist of the average annual growth of Group sales ("Sales CAGR"), the development of the adjusted EBITDA ("Adjusted EBITDA") of the ABOUT YOU Group and various ESG parameters. The achievement ratio of the targets is determined based on the medium-term target values

("Current Mid-Term Performance Targets") stipulated by the Supervisory Board prior to the private placement and the future medium-term target values ("Future Mid-Term Performance Targets") to be adopted by the Supervisory Board at the end of the financial year 2022/2023, whereby with regard to the Sales CAGR the higher value according to the Current and Future Mid-Term Performance Targets is always decisive for the key figure of the Sales CAGR defined in the LTIP 2021.

The Current Mid-Term Performance Targets and the Future Mid-Term Performance Targets were determined by the Supervisory Board solely for the purpose of assessing the Management Board's target achievement under the LTIP 2021. Any current or future business plan targets or forecasts communicated by the Management Board are to be distinguished from and independent of these values.

The Current Mid-Term Performance Targets assume a Sales CAGR of (rounded) 37% and a cumulated Adjusted EBITDA of EUR 131 million (in each case based on the total period relevant for the Tranche 1 Options, starting with the financial year 2021/2022 and ending with the end of the financial year 2024/2025).

For the period beginning with the financial years 2025/2026 and ending with expiry of the financial year 2026/2027, which is decisive for the Tranche 2 Options, the Current Mid-Term Performance Targets assume a Sales CAGR of (rounded) 21% and a cumulated Adjusted EBITDA of EUR 844 million.

¹ Subject to more specific increases in target values due to material acquisitions as defined in the LTIP 2021.

² Accumulated Adjusted EBITDA, where "EBITDA" corresponds to consolidated earnings before interest, taxes, depreciation, and amortisation and "Adjusted EBITDA" corresponds to EBITDA excluding equity-settled share-based compensation expenses, restructuring costs and non-operating one-off items.

³ Prior to any potential adjustments for equity-settled share-based payments, expenses and material acquisitions as defined in the LTIP 2021.

⁴ The Responsibility Report 2021 of ABOUT YOU Holding SE is available at https://corporate.aboutyou.de/app/uploads/2021/03/ABOUTYOU_Responsibility_Report.pdf.

⁵ I.e., ECO-FRIENDLY MATERIALS, ECO-FRIENDLY PRODUCTION and FRIENDLY & SOCIAL. In the event of future adjustments to the requirements for the aforementioned sustainability seals or the definition of the term "sustainable fashion", the Supervisory Board will discuss any adjustment to the ESG target criteria with the Management Board in good faith.

The performance targets are defined and weighted as follows:

Tranche 1

Weighting in %	Key figure	Explanation
60	Sales CAGR	The four-year Sales CAGR, i.e., comparison between the consolidated turnover in the financial year 2024/2025 according to the Current Mid-Term Performance Targets or Future Mid-Term Performance Targets (whichever is higher) as the final value and the consolidated turnover in the financial year 2020/2021 as the initial value. ¹
30	Adjusted EBITDA ²	The cumulated Adjusted EBITDA ³ for the financial year 2021/2022 through the financial year 2024/2025 according to the Current Mid-Term Performance Targets or – if the terminal value for the performance target Sales CAGR is based on the Future Mid-Term Performance Targets – the cumulated Adjusted EBITDA for the financial year 2021/2022 and the financial year 2022/2023 according to the Current Mid-Term Performance Targets plus the cumulated Adjusted EBITDA for the financial years 2023/2024 and 2024/2025 according to the Future Mid-Term Performance Targets.
2.5	ESG I	Reduction of the total annual direct and indirect greenhouse gas emissions of the ABOUT YOU Group within the organisation (as defined in the Responsibility Report 2021 ⁴), by 80% in the calendar year 2025 compared to the corresponding baseline 2019 according to the Responsibility Report 2021.
2.5	ESG II	Reduction of the annual indirect greenhouse gas emissions of the ABOUT YOU Group from own-label products (as defined in the Responsibility Report 2021) in the calendar year 2025 by at least 35% per Euro value added compared to the corresponding baseline 2019 according to the Responsibility Report 2021.
2.5	ESG III	Increase of the "sustainable fashion share" to at least 25% in Q4 2024/25. The term "sustainable fashion share" refers to the share of fashion products in the core range of the ABOUT YOU Group that bear at least one of the three sustainability seals described in the Responsibility Report 2021. ⁵
2.5	ESG IV	Balanced staffing of management positions with women and men in a ratio of between 40% and 60% by 31 December 2025. Management positions include all management levels (Management Board and below the Management Board) within the ABOUT YOU Group.

Tranche 2

Weighting in %	Key figure	Explanation
60	Sales CAGR	The two-year Sales CAGR as determined by comparing the consolidated sales for the financial year 2026/2027 as the terminal value to the consolidated sales in the financial year 2024/2025 as the initial value in accordance with both the Current Mid-Term Performance Targets and Future Mid-Term Performance Targets (whichever is higher). ¹
30	Adjusted EBITDA ²	The cumulated Adjusted EBITDA ³ in the financial years 2025/2026 and 2026/2027 according to the Current Mid-Term Performance Targets or – if the comparative value for the performance target Sales CAGR is based on the Future Mid-Term Performance Targets – the cumulated Adjusted EBITDA in the financial years 2025/2026 and 2026/2027 according to the Future Mid-Term Performance Targets.
2.5 each	ESG I to IV	ESG criteria relevant for Tranche 2 Options will be determined by the Supervisory Board at its due discretion and after consultation with the Management Board within the first four months of the financial year 2024/25 on the basis of the then applicable ESG strategy of the Company.

The aforementioned performance targets apply in each case (only) to a proportion of the Options of the respective tranche measured according to their weighting (e.g., Sales CAGR for 60% of the Tranche 1 Options, i.e. 612,767 Options).

If less than 85% of the respective performance targets are met, the Options concerned forfeit without compensation. If the respective target is met by 85%, 20% of the Options forfeit without compensation. If it is met by 100%, all Options shall be deemed performance vested. In the range between 85% and 100%, the proportion of Options that forfeit without compensation decreases linearly. For the Options attributable to ESG criteria, a differentiation is only made between the achievement and non-achievement of the target: If it is achieved, all allocable Options shall be deemed vested. If it is not achieved, all Options allocated to this performance target forfeit without compensation.

(d) Waiting period, exercise window

Tranche 1 Options can be exercised for the first time after the end of 30 June 2025, Tranche 2 Options for the first time after the end of 30 June 2027. Options that have not been exercised by 30 June 2029 (inclusive) forfeit without compensation.

The exercise of the Options is only possible within certain exercise windows of two weeks, as defined in more detail in the LTIP 2021, each commencing after the publication of the (preliminary) business figures for a financial year, half-year or quarter. Options may not be exercised within certain black-out periods defined in the LTIP 2021.

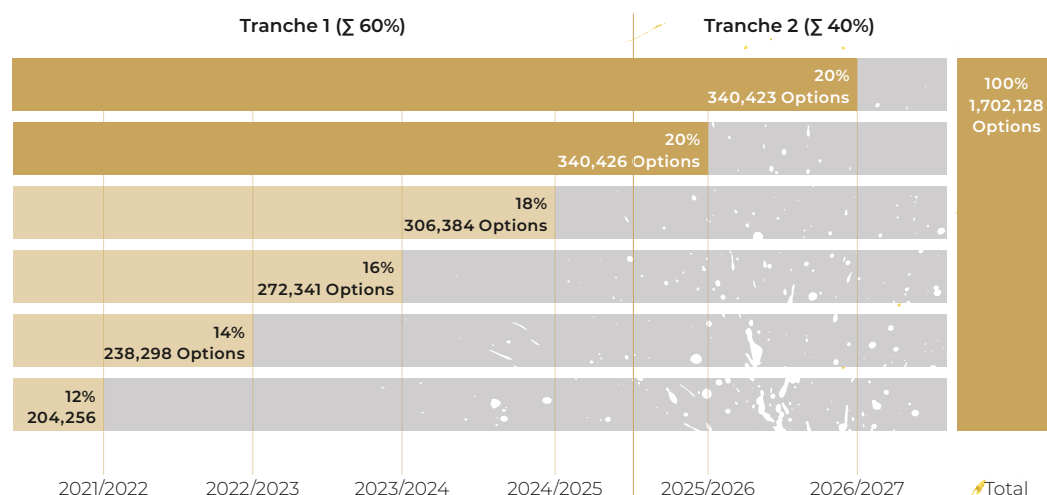
(e) LTIP 2021 at a glance:

The following table shows the development over time of the different vesting periods, subdivided according to the Tranches 1 and 2 already issued in the reporting period, as well as the Performance Targets applicable to each of them.

Time Vesting & Performance Targets

(Figures per Management Board member in units or %)

Non-linear Time Vesting over 6 years until the end of the financial year 2026/2027

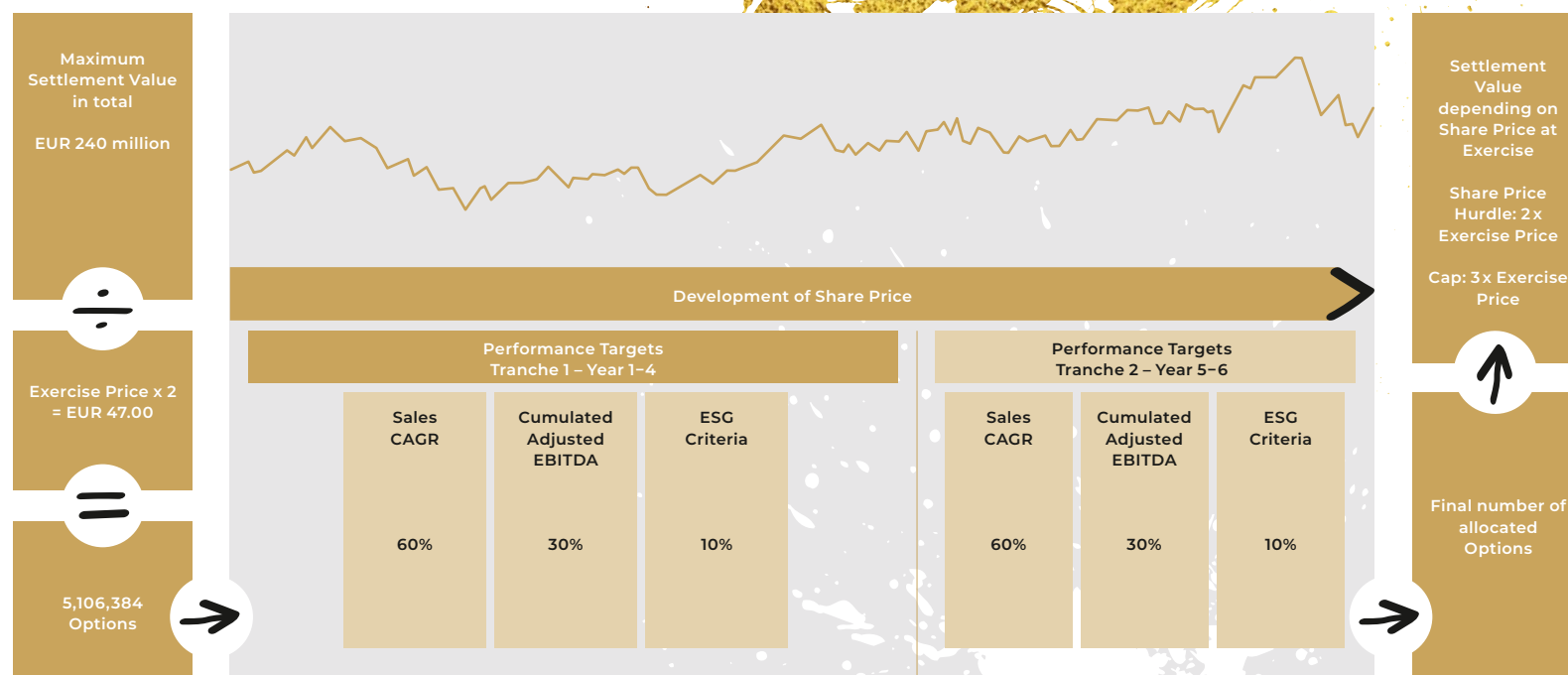


- 60%: Sales CAGR in the period from FY 2020/21 to FY 2024/25 (each inclusive) pursuant to Current/Future Mid-Term Performance Targets
- 30%: Cumulated Adjusted EBITDA in the period from FY 2020/21 to FY 2024/25 (each inclusive) pursuant to Current/Future Mid-Term Performance Targets.
- 10%: ESG criteria

- 60%: Sales CAGR in the period FY 2025/26 to FY 2026/27 (each inclusive) pursuant to Current/Future Mid-Term Performance Targets
- 30%: Cumulative Adjusted EBITDA in the period FY 2025/26 to FY 2026/27 (each inclusive) pursuant to Current/Future Mid-Term Performance Targets.
- 10%: ESG criteria

The following table shows the maximum total settlement value of EUR 240 million (assuming full achievement of all Performance Targets in Tranche 1 and Tranche 2) as the initial value for the 5,106,384 Options granted to the members of the Management Board in total (1,702,128 options per Management Board member), the Performance Targets attributable to the respective tranche and their weighting, as well as the consideration of the Cap (as defined below).

Performance Vesting
(Figures in EUR or units or %)



(f) Share price hurdle

The exercise of the Options vested according to the aforementioned conditions is subject to the achievement of a share price hurdle (weighted average price per share in XETRA trading within a period of three months prior to the relevant date) of 200% of the Exercise Price ("Share Price Hurdle"), i.e. EUR 47.00, no later than 28 February 2027 and additionally either (i) at the beginning of the respective exercise window or (ii) on at least three trading days on the Frankfurt Stock Exchange within a previous exercise window.

(g) Settlement of Options

Upon exercise of the Options, a number of shares corresponding to the settlement value of the exercised Options based on the share price at exercise shall be delivered by the Company to the respective member of the Management Board from the Conditional Capital 2021/I. The settlement value of the exercised Options shall correspond to the amount by which the share price exceeds the Exercise Price upon exercise. The settlement value of the exercised Options corresponds to the amount by which the share price exceeds the Exercise Price upon exercise but is limited to 200% of the Exercise Price (i.e., EUR 47.00 per Option – "Cap").

Wage taxes and any other statutory levies triggered by the exercise and/or settlement shall be paid by the Management Board member to the Company, in order to be forwarded by the Company for the account of the respective member of the Management Board to the competent tax and/or social security authorities. In the event of the delivery of new shares from the Conditional Capital 2021/I, the

number of shares issued shall be increased by the amount attributable to the minimum issue amount per share pursuant to Section 9 (1) German Stock Corporation Act (AktG); in turn the member of the Management Board shall pay to the Company an amount equaling the product of the number of settled shares and the minimum issue amount.

Instead of delivering shares from the Contingent Capital 2021/I, the Company may make a cash payment to the respective member of the Management Board in the amount of the settlement value per Option (less wage taxes and any other statutory levies to be withheld by the Company) or fulfil its obligation to deliver shares from existing treasury shares.

(h) Leaver regulations

If either (i) the office as a member of the Management Board ends and the respective Management Board member is relieved of his or her active duties, or (ii) the service agreement of the respective Management Board member ends (in each case without immediate reappointment as a member of the Management Board or without immediate extension or renewal of the service agreement), such termination is referred to as a "Leaver Event", which is divided into "Good Leaver" and "Bad Leaver" cases depending on the underlying reason for termination.

Three different scenarios are defined as Bad Leaver cases:

- Resignation from the office of the Management Board or termination of the Management Board service agreement by the respective member of the Management

Board without good cause pursuant to Section 626 German Civil Code (BGB).

- Termination of the Management Board service agreement or dismissal as a member of the Management Board by the Company either for good cause pursuant to Section 626 German Civil Code (BGB) or due to breach of material obligations under the Management Board service agreement (except in cases of disability to work or death); the revocation as a member of the Management Board due to a vote of no-confidence by the general meeting within the meaning of Section 84 (3) German Stock Corporation Act (AktG) as such (i.e. without the addition of further reasons for the revocation) does not qualify as a Bad Leaver case.
- Violation of a post-contractual non-compete clause vis-à-vis the Company by the member of the Management Board.

Every leaver case that does not qualify as a Bad Leaver case is considered a Good Leaver case.

As a Good Leaver, the respective member of the Management Board retains all Options that have already time-vested at the time of the Leaver Event in accordance with the further conditions of the LTIP 2021. In a Bad Leaver case, all Options that have not yet been exercised at the time of the Leaver Event forfeit without compensation.

(i) Adaptation mechanisms

Should extraordinary circumstances (e.g., situations in which the (potential) proceeds of a member of the Management Board are

¹ The overachievement of Performance Targets does not influence the maximum number of Options attributable to the respective Performance Target.

caused by extraordinary external events and cannot be reasonably justified by the Company's business performance) arise, the Supervisory Board is entitled, at its discretion, to adjust the settlement value of the Options in order to adequately limit or eliminate the effects of the extraordinary circumstances.

Should the number of shares in the Company increase without the payment of further contributions (e.g., through a share split or a capital increase from the Company's reserves) or decrease without distributions to the Company's shareholders (e.g., in cases of a reverse share split), the number of Options, the Exercise Price, the Cap and the Share Price Hurdle will be adjusted proportionally. The Supervisory Board may also make subsequent adjustments to the LTIP 2021 conditions in the event of certain capital and structural measures in order to prevent such measures from leading to inappropriate increases or decreases in the value of the Options.

(j) Performance Claw Back

If any financial statements underlying the determination of the achievement of performance targets under the Performance Vesting are subsequently found to be incorrect and are corrected by the Company in such a way that the number of vested Options would have been lower, the Supervisory Board may, at its discretion, retrospectively correct the effect of the originally incorrect determination of the number of vested Options. No use was made of this regulation in the reporting period.

The Management Board service agreements or the terms and conditions of the LTIP 2021 do not provide for any other possibilities to reclaim variable remuneration components within the meaning of Section 162 (1) Sentence 2 No. 4 German Stock Corporation Act (AktG).

(k) Further conditions

All taxes, social security contributions and other statutory levies of the Management Board members in connection with their participation in the LTIP 2021 shall be borne by them.

(l) Examples calculation

In case of the complete fulfilment of the Time Vesting and all performance targets of the Performance Vesting combined with a development of the share price leading to the achievement of the Cap, the maximum value of the equivalent in shares to which each individual member of the Management Board is theoretically entitled on the basis of the LTIP 2021 upon exercise of the Options corresponds to an amount of EUR 80 million (gross).

Below are various examples of calculations for the amount of consideration in the event of only partial achievement of various of the aforementioned parameters:

Settlement Scenario 1 – average development (Figures in units resp. in EUR)

	Tranche 1		Tranche 2	
	Achievement Ratio (in %)	Performance Vesting (# Options)	Achievement Ratio (in %)	Performance Vesting (# Options)
Sales CAGR	91%	539,235	88%	343,148
Adjusted EBIDTA	95%	285,948	103%	204,255 ¹
ESG Criteria	75%	76,596	100%	68,085
Subtotal (# Options)		901,779		615,488
Share Price at Exercise	47.00		53.00	
Settlement Value per Option	23.50		29.50	
Settlement Value Tranche in EUR		21,191,807		18,156,896
Total Settlement Value in EUR				39,348,703

- 1 If at least 85% of a performance target is not achieved, the corresponding Options forfeit without compensation.
- 2 If the Share Price Hurdle is not reached, the Options due hereon forfeit without compensation.
- 3 The overachievement of Performance Targets does not influence the maximum number of Options attributable to the respective Performance Target.

Settlement Scenario 2 – below-average development (Figures in units resp. in EUR)

	Tranche 1		Tranche 2	
	Achievement Ratio (in %)	Performance Vesting (# Options)	Achievement Ratio (in %)	Performance Vesting (# Options)
Sales CAGR	87%	506,574	98%	397,602
Adjusted EBITDA	92%	273,693	83%	0 ¹
ESG Criteria	50%	51,064	50%	34,043
Subtotal (# Options)		831,331		431,645
Share Price at Exercise	37.00		55.00	
Settlement Value per Option	0.00 ²		31.50	
Settlement Value Tranche in EUR		0		13,596,818
Total Settlement Value in EUR				13,596,818

Settlement Scenario 3 – above-average development (Figures in units resp. in EUR)

	Tranche 1		Tranche 2	
	Achievement Ratio (in %)	Performance Vesting (# Options)	Achievement Ratio (in %)	Performance Vesting (# Options)
Sales CAGR	110%	612,767 ³	115%	408,509
Adjusted EBITDA	98%	298,204	102%	204,255 ³
ESG Criteria	100%	102,128	75%	51,064
Subtotal (# Options)		1,013,099		663,828
Share Price at Exercise	63.00		70.00	
Settlement Value per Option	39.50		46.50	
Settlement Value Tranche in EUR		40,017,411		30,868,002
Total Settlement Value in EUR				70,885,413

1.5 PROMOTING THE LONG-TERM DEVELOPMENT AND APPLICATION OF THE PERFORMANCE CRITERIA

The applicable remuneration structure for the members of the Management Board is geared towards the long-term development of the ABOUT YOU Group through the strong weighting of variable remuneration in accordance with the requirements German Stock Corporation Act (AktG) and the recommendations of the GCGC. The structure of the LTIP 2021 promotes the Company's strategic objectives as well as sustainable and profitable growth. By linking it to the performance indicators of Sales CAGR and cumulated Adjusted EBITDA, setting a Share Price Hurdle and including ESG parameters, the LTIP 2021 ensures that the variable Management Board remuneration is measured on the basis of a comprehensive assessment of the overall development of the ABOUT YOU Group, taking into account the interests of the shareholders and other stakeholders of the Company.

Linking variable Management Board remuneration to Sales CAGR underlines the long-term growth targets of the ABOUT YOU Group as one of Europe's fastest growing digital fashion platforms. The additional link to the cumulated Adjusted EBITDA as an earnings indicator also creates an incentive for long-term profitable growth. Furthermore, the strategic goal of advancing an environmentally friendly, integrative and sustainable business model, which is essential for the ABOUT YOU Group, is integrated into the Management

Board compensation through the relevance of ESG parameters. Since the variable remuneration is also based on the share price development, an incentive is created in the interest of the shareholders for a sustainable development of the Company in line with the capital market interests.

Overall, the remuneration model is deliberately based on a very performance-related risk-reward profile in the sense of a “pay for performance” approach, which links the amount of variable Management Board remuneration to the achievement of very ambitious performance indicators, set by the Supervisory Board. The Current Mid-Term Performance Targets, which are relevant for the performance indicators revenue growth (Sales CAGR) and EBITDA development, assume revenue growth of around 410% over six years and an increase from a negative Adjusted EBITDA in 2020/2021 to a positive Adjusted EBITDA in the financial year 2026/2027 of EUR 477 million and thus an exceptionally good business development, which would justify a correspondingly high remuneration. Against this background, the remuneration model offers each member of the Management Board the opportunity to receive significant variable remuneration over a period of six years, provided that the performance and share price targets are all achieved. If, on the other hand, none of the performance indicators specified in the LTIP 2021 is achieved by at least 85% or the share price does not reach the Share Price Hurdle (i.e., a share price of EUR 47.00), each Management Board member will only receive the fixed salary (which is below the market average).

The LTIP 2021 thus rewards the Management Board's proven ability to anticipate and respond in a timely manner to disruptive developments, industry trends and customer preferences in the highly competitive online fashion market, especially in light of the ever-increasing importance of sustainability, diversity and social responsibility in the fashion industry. The Cap ensures the appropriateness of the Management Board's remuneration even in the event of an extraordinary business development without unduly limiting the incentive effect of the Options.

Overall, the essential focus of the remuneration on the long-term incentive programme leads to the alignment of the interests of the members of the Management Board with those of the shareholders and other stakeholders in the sustainable successful development of the ABOUT YOU Group.

Performance criteria were not yet applicable according to the functioning of the LTIP 2021.

1.6 FURTHER INFORMATION PURSUANT TO SECTION 162 (2) NOS. 1 TO 4 GERMAN STOCK CORPORATION ACT (AKTG)

No Management Board member has been promised or granted benefits by a third party with regard to his activity as a member of the Management Board.

In the event of premature termination of the Management Board member's service agreement as a result of the dismissal of the Management Board member for good cause (Section 84 (3) German Stock Corporation Act (AktG)), the respective Management Board member shall receive a severance payment corresponding to an amount equal to the base remuneration payable pro-rata temporis for a period of 24 months, but not exceeding the remaining term of the Management Board service agreement. In the event of termination of the Management Board service agreement by the Company for good cause pursuant to Section 626 German Civil Code (BGB), the Management Board member shall not receive any severance payment. Each Management Board member has agreed to a contractual and post-contractual non-competition clause for a period of two years after termination or expiration of the Management Board service agreement. For the duration of the post-contractual non-competition clause, the respective Management Board member shall receive Allowance corresponding per month to half of the contractual monthly base remuneration last received by the Management Board member (“Allowance”). Any severance payments, as well as amounts pursuant to §74c German Commercial Code (HGB), are to be credited against the Allowance.

There are no former Management Board members to whom benefits could have been promised or granted.

¹ Number of Options vested under the LTIP 2021 during the reporting period (Time Vesting). After the expiry of Tranche 1, the achievement of the targets is assessed on the basis of the Current or Future Mid-Term Performance Targets. If less than 85% of the respective Performance Targets are achieved, the affected Options forfeit without compensation.

² Grant Date Fair Value of EUR 4,377,389 per Option according to IFRS 2 for 1,702,128 Options granted per member of the Management Board.

³ For the period between 1 March 2021 and 15 April 2021 the values relate to the remuneration paid under the managing director service agreements with ABOUT YOU Holding GmbH. The amount of fixed remuneration has remained unchanged.

⁴ For the period between 1 March 2021 and 15 April 2021 the values relate to the fringe benefits paid under the managing director service agreements with ABOUT YOU Holding GmbH. The amount of fringe benefits has remained unchanged.

1.7 DEVELOPMENT OF THE LTIP 2021 IN THE FINANCIAL YEAR 2021/2022

The following table shows the development of the balance of options granted to the members of the Management Board under the LTIP 2021 in the reporting period.

Development of Options under the LTIP 2021 in the financial year 2021/2022

Figures in units	Allocated in the financial year	Time Vesting ¹	Exercised	Forfeited	Balance at the end of the financial year
Tarek Müller	1,702,128	204,256	–	–	1,702,128
Sebastian Betz	1,702,128	204,256	–	–	1,702,128
Hannes Wiese	1,702,128	204,256	–	–	1,702,128
Total	5,106,384	612,768	–	–	5,106,384

1.8 REMUNERATION GRANTED AND OWED IN THE FINANCIAL YEAR 2021/2022

The following table shows the remuneration granted and owed to the members of the Management Board in the financial year 2021/2022 within the meaning of Section 162 (1) Sentence 1 German Stock Corporation Act (AktG). The Company understands “remuneration granted” to be interpreted as remuneration that actually accrues to the member of the Management Board within the reporting period, and “remuneration owed” to mean remuneration with regard to which an obligation of the Company was established in the reporting period that is due but has not yet been fulfilled.

Remuneration granted and owed pursuant to Section 162 German Stock Corporation Act (AktG) (Amounts in EUR million or in % of the total remuneration)

		Fixed remuneration			Variable remuneration (LTIP 2021) ²	Total remuneration
		Base remuneration ³	Fringe benefits ⁴	Subtotal		
Tarek Müller	in kEUR	270	6	276	7,450.9	7,726.9
	in %	3.5	0.1	3.6	96.4	100
Sebastian Betz	in kEUR	270	6	276	7,450.9	7,726.9
	in %	3.5	0.1	3.6	96.4	100
Hannes Wiese	in kEUR	270	6	276	7,450.9	7,726.9
	in %	3.5	0.1	3.6	96.4	100

Since the variable remuneration is awarded in the form of stock options, in accordance with the explanatory memorandum to the German Act Implementing the EU Directive 2017/828 of the European Parliament and of the Council ("ARUG II"), not only the Options due but not yet fulfilled are displayed in the table, but all the Options that have been granted in total, as a legal fulfilment obligation was established for these during the reporting period, and these are thus to be regarded as "granted".

The options are valued using the Grant Date Fair Value in accordance with IFRS 2.

In the reporting period, the remuneration shown was in accordance with the provisions of the Management Board service contracts. An absolute maximum remuneration is not provided for in the current Management Board service contracts; the maximum amounts for fringe benefits of EUR 80,000.00 were not exceeded.

Information on the achievement of the Cap described in the LTIP 2021 can and will only be reported once the Options have been exercised.

2. REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

2.1 SYSTEM FOR THE REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

In accordance with the remarks on the remuneration system for the members of the Management Board, the Company will pursuant to Section 113 (3) Sentence 1 German Stock Corporation Act (AktG) submit the remuneration system for the members of the Supervisory Board to the Annual General Meeting for approval for the first time in 2022. A draft resolution on the remuneration of the members of the Supervisory Board that meets the requirements of Sections 113 (3) Sentence 3, 87a (1) Sentence 2 German Stock Corporation Act (AktG) will be submitted to the shareholders of the Company for approval in due time before this Annual General Meeting. This will essentially be aimed at confirming the regulations on Supervisory Board compensation contained in Section 15 of the Company's Articles of Association.

Accordingly, in the reporting period ending on 28 February 2022, despite the existence of compensation regulations in the Articles of Association, formally considered, there was not yet a system in place for the remuneration of Supervisory Board members based on the specific requirements of Sections 113 (3) Sentence 3, 87a (1) Sentence 2 German Stock Corporation Act (AktG). For this reason, also with regard to the remuneration of the Supervisory Board the disclosures pursuant to Section 162 German Stock Corporation Act (AktG), which require the existence of such a remuneration system, are not yet included in this remuneration report.

2.2 OVERVIEW OF SUPERVISORY BOARD REMUNERATION

The currently valid remuneration regulation for the Supervisory Board is contained in Section 15 of the Articles of Association.

The members of the Supervisory Board each receive a base annual remuneration of EUR 70,000.00. The base remuneration for the Chairman of the Supervisory Board is EUR 140,000.00 and for the Deputy Chairman of the Supervisory Board EUR 100,000.00. Any additional remuneration for membership or chairmanship of a committee is to be offset against this increased remuneration for the Chairman and Deputy Chairman of the Supervisory Board.

For membership of a committee of the Supervisory Board, the members concerned shall also each receive an additional fixed annual remuneration of EUR 10,000.00. The Chairman of a committee of the Supervisory Board shall receive a fixed annual remuneration of EUR 15,000.00 (i.e., a total of EUR 25,000.00) in addition to the remuneration payable under the preceding sentence; for the Chairman of the Audit Committee, this additional fixed remuneration shall be EUR 40,000.00 (i.e., the total additional remuneration for committee work shall in this case be EUR 50,000.00). A variable remuneration for the members of the Supervisory Board is not provided for and is not opportune from the Company's point of view in the light of the Supervisory Board's control function.

¹ Proportionate remuneration (including additional fixed remuneration for membership in a committee) for the period from 14 June 2021 to 28 February 2022.

² Chairperson of the Supervisory Board, Chairperson of the Presidential and Nomination Committee, member of the Audit Committee

³ Deputy Chairperson of the Supervisory Board, member of the Audit Committee, member of the Presidential and Nomination Committee

⁴ Member of the Audit Committee

⁵ Chairperson of the Audit Committee

⁶ Member of the Presidential and Nomination Committee

In addition to the fixed remuneration pursuant to the preceding paragraphs, the Company shall reimburse the members of the Supervisory Board for any expenses reasonably incurred by them in the exercise of their Supervisory Board mandate as well as for any value added tax payable on their fixed remuneration and expenses.

The Company has taken out a pecuniary damage liability insurance policy for members of the executive bodies (so-called D&O insurance) at the expense of the Company. The insurance conditions of the D&O insurance do not include a deductible for the members of the Supervisory Board.

Regulations on Supervisory Board remuneration have been included in the Company's Articles of Association since 14 June 2021 (until the change of legal form to an SE in the Articles of Association of ABOUT YOU Holding AG). Prior versions of the Articles of Association applicable until 14 June 2021 did not provide for Supervisory Board remuneration, so that the members of the Supervisory Board until 14 June 2021 could only claim reimbursement of their expenses.

2.3 REMUNERATION GRANTED AND OWED IN THE FINANCIAL YEAR 2021/2022

Pursuant to Section 15 (3) of the Articles of Association, the remuneration of the Supervisory Board is payable "after the end of the respective financial year". According to the understanding of the term (as set out in Section 1.8 above), the fixed remuneration of the Supervisory Board did not accrue to its

members in the reporting period, nor was it due in the reporting period (as it was not due before the end of the financial year).

The reporting pursuant to Section 162 (1) Sentence 1 German Stock Corporation Act (AktG) for the reporting period therefore does not include any amounts for basic or additional remuneration. For transparency reasons, the remuneration earned but not yet due and thus not owed is presented additionally.

The remuneration of the individual members of the Supervisory Board for the financial year 2021/2022 in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG) is shown below:

No benefits were promised, granted or owed to former members of the Supervisory Board.

3. COMPARATIVE PRESENTATION: INFORMATION ON THE DEVELOPMENT OF MANAGEMENT BOARD AND SUPERVISORY BOARD REMUNERATION IN RELATION TO THE REMUNERATION OF THE REST OF THE WORKFORCE AND THE COMPANY'S EARNINGS DEVELOPMENT

Pursuant to Section 162 (1) Sentence 2 no. 2 German Stock Corporation Act (AktG), the following overview presents the development of the compensation granted and owed to current and former members of the

Remuneration granted and owed pursuant to Section 162 German Stock Corporation Act (AktG) (Amounts in kEUR or in % of the total remuneration)

			Fixed remuneration		Total remuneration	Earned remuneration ¹
Time on the Supervisory Board			Base remuneration	Additional remuneration for committee work		
Sebastian Klauke ²	Since 11 March 2021	in kEUR	0	0	0	105
		in %	–	–	–	100
Niels Jacobsen ³	Since 11 March 2021	in kEUR	0	0	0	75
		in %	–	–	–	100
Petra Scharner-Wolff ⁴	Since 11 March 2021	in kEUR	0	0	0	58.3
		in %	–	–	–	100
Christina Johansson ⁵	Since 8 June 2021	in kEUR	0	0	0	90
		in %	–	–	–	100
Christian Leybold ⁶	Since 8 June 2021	in kEUR	0	0	0	60
		in %	–	–	–	100
André Schwämmlein	Since 8 June 2021	in kEUR	0	0	0	52.5
		in %	–	–	–	100

¹ The presentation of the Management Board remuneration includes the full grant value of the Options at Grant Date Fair Value according to IFRS 2 with respect to 1,702,128 options granted per Management Board member.

² Previously managing director at ABOUT YOU Holding GmbH.

³ For the earned remuneration of the members of the Supervisory Board, see Section 2.3 of this remuneration report.

⁴ Average gross annual salary (excluding employer's social security contributions) of all permanent employees of ABOUT YOU Holding SE and ABOUT YOU SE & Co. KG on a full-time equivalent basis. Variable remuneration components that have not yet accrued are not considered.

Management Board and Supervisory Board as well as the average remuneration of the employees of the ABOUT YOU Group in comparison with the development of the Group's earnings.

In accordance with the applicable transitional regulations pursuant to Section 26j (2) Sentence 2 Introductory Act to the German Stock Corporation Act (EGAktG), the key figures for the reporting period regarding the employee remuneration are presented in comparison to those of the financial year 2020/2021. The presentation will be further expanded in the coming

reporting years and will be made for the first time in the remuneration report for the financial year 2025/2026 over the full five-year period pursuant to Section 162 (1) Sentence 2 No. 2 German Stock Corporation Act (AktG).

For the average employee remuneration, the remuneration of employees of ABOUT YOU Holding SE and ABOUT YOU SE & Co. KG is considered in relation to the number of employees on a full-time equivalent basis (FTE). For the development of the average employee remuneration, the regular fixed remuneration in the financial year is taken into account

in each case. Variable remuneration components granted to the employees are not taken into account as they did not accrue in the reporting period.

The earnings development is presented on the basis of the Company's annual result according to the German Commercial Code (HGB), as well as the financial key figures Adjusted EBITDA, and basic resp. diluted earnings per share of the ABOUT YOU Group each in accordance with IFRS.

	Time on Management Board/ Supervisory Board	2021/2022 in kEUR	2020/2021 in kEUR	Change in %
Members of the Management Board¹				
Tarek Müller	Since 11 March 2021 ²	7,726.9	276	2,699.6
Sebastian Betz	Since 11 March 2021 ²	7,726.9	276	2,699.6
Hannes Wiese	Since 11 March 2021 ²	7,726.9	276	2,699.6
Members of the Supervisory Board³				
Sebastian Klauke	Since 11 March 2021	0	–	–
Niels Jacobsen	Since 11 March 2021	0	–	–
Petra Scharner-Wolff	Since 11 March 2021	0	–	–
Christina Johansson	Since 8 June 2021	0	–	–
Christian Leybold	Since 8 June 2021	0	–	–
André Schwämmlein	Since 8 June 2021	0	–	–
Employees				
Average ⁴ (in kEUR)		53.3	52.1	2.3
Earnings development				
Annual result of ABOUT YOU Holding SE according to HGB (in EUR million)		(43.1)	(5.3)	713.2
Adjusted EBITDA of ABOUT YOU Group (in EUR million)		(66.9)	(35.5)	88.5
Basic earnings per share ABOUT YOU Group (in EUR)		(0.77)	(0.42)	83.3
Diluted earnings per share ABOUT YOU Group (in EUR)		(0.77)	(0.42)	83.3

DOCUMENTS ON AGENDA ITEM 5:

REMUNERATION SYSTEM FOR MEMBERS OF MANAGEMENT BOARD

I. MAIN FEATURES OF THE REMUNERATION SYSTEM FOR THE MEMBERS OF THE MANAGEMENT BOARD OF ABOUT YOU HOLDING SE

The remuneration structure for the members of the Management Board of ABOUT YOU Holding SE (**"ABOUT YOU"**) laid down in the remuneration system is geared towards the long-term development of the ABOUT YOU Group, as a large part of the remuneration consists of variable remuneration components. The long-term compensation component (Long Term Incentive, **"LTI"**) is of particular importance. The design of the LTI promotes the strategic objectives of ABOUT YOU as well as sustainable and profitable growth of ABOUT YOU and the ABOUT YOU Group. Through the primary link to financial and operational objectives as well as the inclusion of ESG parameters in relation to the development of the share price, the LTI ensures that the variable Management Board remuneration is measured on the basis of a comprehensive assessment of the overall development of the ABOUT YOU Group, taking into account the interests of ABOUT YOU shareholders and other stakeholders.

The remuneration system is clear and comprehensible. It complies with the requirements of the German Stock Corporation Act (Aktiengesetz, **"AktG"**) and the recommendations of the German Corporate Governance Code as amended on 28 April 2022 (published in the Federal Gazette on 27 June 2022) (GCGC). With the remuneration system, the Supervisory Board wants to offer fair and appropriate remuneration in order to be able to attract the best national and international candidates for a position on the Management Board for ABOUT YOU in the future as well. At the same time, the remuneration system ensures that it can react appropriately to organisational changes and flexibly take account of changed market conditions.

The Supervisory Board has designed the remuneration system in particular in accordance with the following guidelines, which thus

also apply to the determination of the specific remuneration of the Management Board:

Promotion of the business strategy:	The remuneration system as a whole makes a significant contribution to the promotion and implementation of the long-term development and sustainable and profitable growth of ABOUT YOU. This is ensured by setting performance criteria that relate to ambitious annual and multiannual targets.
Respect for ESG criteria:	The remuneration system respects non-financial objectives in the field of environmental social governance (ESG) and promotes their achievement. These are taken into account in both short-term (STI) and long-term (LTI) variable remuneration in order to promote sustainable action by ABOUT YOU.
Pay for Performance:	Alignment of the remuneration model on the basis of a performance-related opportunity-risk profile by setting incentive performance targets.
Definition of ambitious performance indicators:	The remuneration system links variable remuneration with sales growth and underlines the growth targets of ABOUT YOU and the ABOUT YOU Group as the fastest growing digital fashion platform in Europe.
Remuneration for individual achievements:	The individual performance of a member of the Management Board should be taken into account appropriately: successes should be rewarded and missed targets should lead to an appropriate reduction in variable remuneration. This is ensured by the Management Board-specific remuneration structure and target definition.
Appropriate and market-driven remuneration:	The remuneration model guarantees an overall appropriate and customary remuneration; it takes into account the size, complexity and economic situation of ABOUT YOU.
Comparability of remuneration:	The remuneration model guarantees a customary remuneration in relation to the carefully selected comparison group (horizontal comparison) and to the employees of ABOUT YOU (vertical comparison).
Safeguarding the interests of stakeholders and capital market orientation:	The remuneration model links the interests of shareholders and the members of the Management Board through the share-based, capital market-oriented design of the long-term remuneration components in the form of virtual shares. Overall, the incentive is set to increase the value of ABOUT YOU in the long term and sustainably. In this way, it also makes an important contribution to realising the interests of other stakeholders such as creditors, customers and suppliers in a sustainably successful development.

II. PARTICIPATION OF THE ANNUAL GENERAL MEETING, PROCEDURE FOR DETERMINING, APPLYING AND REVIEWING THE REMUNERATION SYSTEM, SCOPE

The remuneration system adopted by the Supervisory Board will be submitted to the Annual General Meeting for approval. On the basis of a recommendation by the Executive and Nomination Committee, the Supervisory Board adopted the remuneration system at its meeting on 5 July 2022. If the Annual General Meeting does not approve the remuneration system put to the vote in each case, a revised remuneration system will be presented at the latest at the next following Annual General Meeting.

If necessary, the Supervisory Board may call in an external remuneration expert to (further) develop the remuneration system and to assess the appropriateness of the remuneration. In accordance with Recommendation G.5 CCGC, the Supervisory Board ensures that the external remuneration expert is independent of the Management Board and ABOUT YOU.

The Supervisory Board regularly reviews the appropriateness of the remuneration components. In order to assess the appropriateness

of the remuneration of the Management Board, it makes a horizontal and vertical comparison of the remuneration in accordance with Recommendations G.3 and G.4 GCGC. In a horizontal comparison, the Supervisory Board assesses the appropriateness of Management Board remuneration in relation to comparable companies. For this purpose, the Supervisory Board makes a comparison with the Management Board compensation of a group of comparable companies to be determined by the Supervisory Board, taking into account in particular the market position (especially industry, size and country) as well as the economic situation of ABOUT YOU. The companies in the peer group are comparable listed companies primarily from the SDAX® from the fashion and/or e-commerce sector and from industries with comparable business models, such as SDAX® companies with a focus on digitalisation, e-commerce and fashion. The selected peer companies are disclosed in the annual compensation report. In the consideration, both the positioning of ABOUT YOU in the peer group and the respective compensation components are taken into account. In a vertical comparison, the Supervisory Board assesses the appropriateness of Management Board remuneration in relation to senior management and the workforce as a whole. The Supervisory Board has defined all those employees of the ABOUT YOU Group who report directly to the respective Management Board as senior management.

In the event of significant changes to the remuneration system, but at least every four years, the remuneration system shall be submitted to the Annual General Meeting for approval.

In order to avoid and deal with (potential) conflicts of interest in the Supervisory Board, both the provisions of the German Stock Corporation Act and the recommendations of the GCGC (Principle 19 GCGC and the recommendations E.1 and E.2 GCGC based on this) are also taken into account in the procedure for the determination and implementation as well as for the review of the remuneration system by the Supervisory Board and the Executive and Nomination Committee. Each member of the Supervisory Board must disclose potential conflicts of interest to the chairperson of the Supervisory Board without delay. In its report to the Annual General Meeting, the Supervisory Board provides information on conflicts of interest that have arisen and how they are dealt with. In the event of a conflict of interest, the Supervisory Board member concerned does not participate in the deliberations and resolutions affected. Material and not only temporary conflicts of interest in the person of a Supervisory Board member should lead to the termination of the mandate.

The remuneration system adopted on 5 July 2022 applies to all new Management Board service contracts to be concluded or renewed. In accordance with Section 26j (1) Introductory Act to the Stock Corporation Act and in accordance with the justification of the GCGC, the Management Board service contracts

already concluded with the current Management Board members, Sebastian Betz, Tarek Müller and Hannes Wiese ("old contracts") remain unaffected. The previous remuneration practice will continue to apply to these until the end of the respective contract term at the latest, i.e. until the end of 15 April 2025.

When concluding the old contracts, the Supervisory Board has already taken up key points of the subsequent remuneration system submitted to the Annual General Meeting. However, there are discrepancies in some respects; for example, the remuneration of the Management Board on the basis of current contracts, as can be seen from the Remuneration Report, does not contain a dedicated short-term variable remuneration component.

III. REMUNERATION COMPONENTS

The total remuneration of each member of the Management Board under the new remuneration system consists of non-performance-related, i.e. fixed, and performance-related, i.e. variable, components. The variable components include a short-term variable incentive ("**STI**") and the LTI.

The remuneration components described in more detail below are the reference values for the target total remuneration and the maximum remuneration of the members of the Management Board, which are to be determined in the remuneration system in accordance with Recommendation G.1 GCGC.

1. Fixed Remuneration

The fixed remuneration comprises a fixed, performance-independent basic remuneration, which is paid monthly (12 times a year) as a salary.

The fixed remuneration also includes fringe benefits such as contributions to pension, health and long-term care insurance as well as the provision of a company car or, in the event of a waiver of such, a corresponding compensation payment. In addition, ABOUT YOU takes out appropriate financial loss liability insurance (so-called D&O insurance) for the members of the Management Board to protect against risks arising from their professional activities for ABOUT YOU, whereby the insurance conditions provide for a deductible in accordance with the legal requirements. The Supervisory Board may grant other or additional fringe benefits customary in the market, such as the assumption of relocation costs or costs for double housekeeping. In order to attract qualified candidates for the Management Board, the Supervisory Board may also supplement the remuneration of first-time appointed members of the Management Board with a starting bonus (so-called signing bonus) in an appropriate and market-driven manner – for example, to compensate for forfeited remuneration payments from previous employment or service relationships. The expenses of ABOUT YOU for the sum of the fringe benefits (excl. D&O insurance) are generally limited to an amount of around 30% of the basic remuneration owed annually per year per Management Board member. However, the type, amount and duration of benefits in kind of fringe benefits may vary

according to the personal situation of the members of the Management Board and, if necessary, lead to a slight deviation in the proportions of the fringe benefit in the fixed remuneration and the target total remuneration (see Section IV. 3). Fringe benefits can only be granted to the extent that the fixed maximum remuneration for each member of the Management Board is complied with.

2. Variable Remuneration

The variable remuneration components are based on the success of the ABOUT YOU Group. They are composed of the STI and the LTI in accordance with Recommendation G.6 GCGC. The amount of the individual variable remuneration components depends on the achievement of the performance targets set by the Supervisory Board. These are determined by the Supervisory Board before the start of each assessment period.

The Supervisory Board agrees the relative proportions of performance targets individually with each Management Board member in the Management Board service contract in order to create a long-term and performance-based incentive structure that is strongly aligned with the interests of shareholders and other stakeholders in the long-term successful development of the ABOUT YOU Group (cf. Recommendation G.7 GCGC).

a. Short Term Incentive – STI

The STI is a short-term, one-year performance-related remuneration component that is granted annually in cash. The STI incentivises the members of the Management Board to achieve important financial and operational

goals for ABOUT YOU as well as ESG goals (financial, operational and ESG goals together “Performance Goals”), which are derived from strategic planning.

The combination of variable Management Board remuneration with operational targets underlines the long-term growth targets of ABOUT YOU and the ABOUT YOU Group as the fastest growing digital fashion platform in Europe. The additional link to financial key figures also creates an incentive for long-term profitable growth. In addition, the authoritative nature of ESG objectives integrates the strategic goal of advancing an environmentally friendly, integrative and sustainable business model into the remuneration of the Management Board.

Against the background of a sustainable, successful development of ABOUT YOU geared to the interests of stakeholders, the Supervisory Board agrees a certain target amount with each member of the Management Board in the Management Board service contract, which is paid out if the sum of the target achievement for the STI targets is 100% (“target STI”). The achievement of the target is limited to a maximum of 200%. If the STI targets actually achieved in a financial year are less than 80%, the STI for the financial year is omitted. Linear interpolation takes place between these values.

Before the beginning of each financial year, the type of Supervisory Board determines the performance targets relevant for determining the STI for each member of the Management Board in relation to the respective

financial year (“STI targets”). The relative weighting is 40% financial targets, 40% operational targets and 20% ESG targets. At the first Supervisory Board meeting after the end of the financial year, the Supervisory Board determines the actual achievement of targets for the respective Management Board member in accordance with Recommendation G.9 GCGC.

The performance goals from which the Supervisory Board can select to define STI targets before the beginning of a financial year include the following targets:

Financial	Adjusted EBITDA
	Total Shareholder Return (TSR)
	Earnings per Share (EPS)
Operational	Compound Annual Growth Rate – CAGR
	Free Cash Flow
	Innovation
	Development of business areas and markets
	Implementation of operational measures such as efficiency increases and cost reductions
ESG	Reduction of the annual direct and indirect greenhouse gas emissions of the ABOUT YOU Group within the organisation and/or from private label products
	Increase in the “Sustainable Fashion Share”
	Diversity in the management levels of the ABOUT YOU Group
	Data integrity
	Transparency in the supply chain
	Employee satisfaction
	Goods cycle

The Supervisory Board can define further targets and set them as a performance goal for the respective financial year.

The Management Board service contracts concluded in June 2021 and thus before the adoption of the new remuneration system with the current members of the Management Board, Sebastian Betz, Tarek Müller and Hannes Wiese, do not contain a dedicated STI.

b. Long Term Incentive – LTI

The LTI is a four-year virtual stock option programme. It reflects the long-term and sustainable development of the ABOUT YOU Group reflected in the share price of ABOUT YOU over a period of four years and is granted in cash – within the meaning of Recommendation G.10 GCGC – after the four-year term. As a result, the members of the Management Board have a long-term and performance-based incentive structure that is strongly aligned with the interests of shareholders and other stakeholders in the sustainable successful development of the ABOUT YOU Group.

(i.) Granting and Setting of Objectives

The Supervisory Board determines the performance target relevant for determining the LTI (“LTI targets”) for each member of the Management Board in relation to the coming 4-year period from the beginning of a financial year. The relative weighting is 40% financial targets, 40% operational targets and 20% ESG targets. The 4-year period begins with the financial year of ABOUT YOU following the target setting and includes the three following financial years (“Reference Period”).

The performance targets from which the Supervisory Board can select to define the LTI targets before the beginning of a financial year include, among others, the following targets:

Financial	Adjusted EBITDA
	Total Shareholder Return (TSR)
	Earnings per Share (EPS)
Operational	Compound Annual Growth Rate – CAGR
	Free Cash Flow
	Innovation
	Development of business areas and markets
	Implementation of operational measures such as efficiency increases and cost reductions
ESG	Reduction of the annual direct and indirect greenhouse gas emissions of the ABOUT YOU Group within the organisation and/or from private label products
	Increase in the “Sustainable Fashion Share”
	Diversity in the management levels of the ABOUT YOU Group
	Data integrity
	Transparency in the supply chain
	Employee satisfaction
	Goods cycle

The Supervisory Board can define further targets and set them as a performance goal for the respective financial year.

At the beginning of the reference period, each member of the Management Board receives a preliminary number of virtual shares in the amount of the contractually promised target

amount ("target LTI"). The conversion into virtual shares is carried out by dividing the promised target amount by the volume-weighted average market price of the ABOUT YOU share (XETRA or successor system) on the last 90 trading days before the start of the plan. Depending on the achievement of the LTI targets, the number of virtual shares may increase or decrease.

(ii.) Target Achievement and Payment

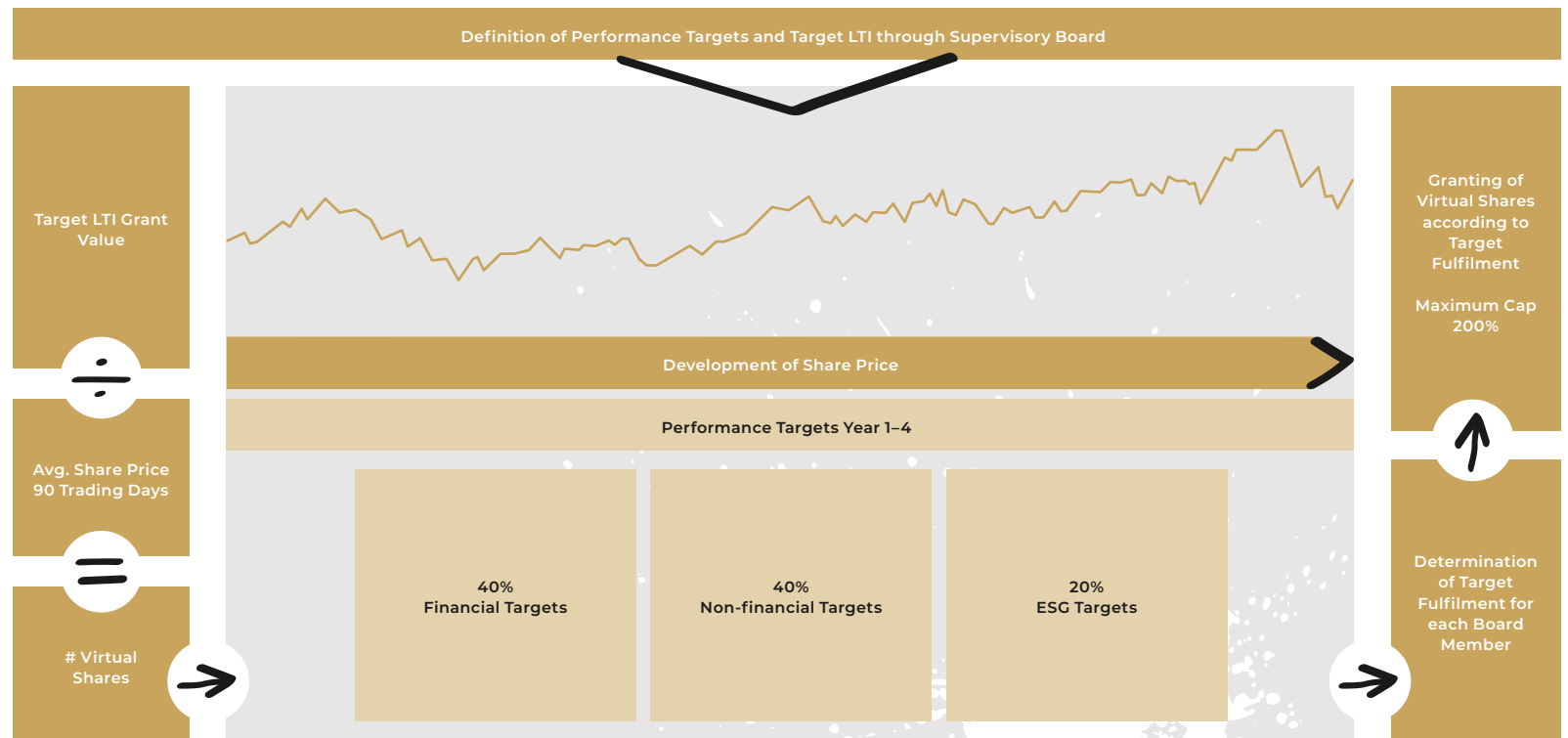
At the first Supervisory Board meeting after the end of the reference period, the Supervisory Board determines the weighted target

achievement of the LTI for the reference period for each Management Board member in accordance with G.9 GCGC. The weighted target achievement results from the weighted average of the target achievement of the individual LTI goals and cannot exceed 200%. The target achievement for an LTI target is limited to 200%.

The final number of virtual shares is multiplied by the volume-weighted average market price of the ABOUT YOU share (XETRA or successor system) on the last 90 trading days plus the cumulative dividend payments during the

reference period. The amount of the LTI is paid out in the year following the reference period following the Annual General Meeting. The payout is limited to 200% of the target amount (cap).

The Supervisory Board may provide that instead of a cash payment, a corresponding number of ABOUT YOU shares will be transferred. The Supervisory Board may also provide that the Management Board member is obliged to invest a certain proportion of the LTI to be paid out in ABOUT YOU shares.



The Management Board service contracts concluded in June 2021 and thus before the adoption of the new remuneration system with the current members of the Management Board, Sebastian Betz, Tarek Müller and Hannes Wiese, also contain a long-term stock option programme; however, this is not purely virtual, but primarily aimed at granting shares of the Company when the defined objectives are achieved. For further details, please refer to the remuneration report of 24 March 2022 on page 4 et seq., which describes in detail the long-term remuneration component applicable to the current members of the Management Board.

IV. TARGET TOTAL REMUNERATION, REMUNERATION LIMITS, RELATIVE PROPORTION OF REMUNERATION COMPONENTS (REMUNERATION STRUCTURE)

The remuneration of the Management Board should be proportionate to its tasks and achievements as well as to the situation of the ABOUT YOU Group. With the remuneration system, the Supervisory Board intends to offer fair and appropriate remuneration in line with the market in order to provide an incentive for the long-term commitment of the members of the Management Board. The Supervisory Board takes this into account when determining a target total remuneration for each Management Board member (see section 1.).

At the same time, the Supervisory Board intends to adequately reward the successful work of the Management Board. In principle, the Management Board, like a shareholder of

ABOUT YOU, should participate in a positive development of ABOUT YOU without taking unreasonable risks. To ensure this, the Supervisory Board determines a maximum remuneration (see Section 2.).

ABOUT YOU is an agile, innovative growth company in a dynamic market and competitive environment. Therefore, with the proposed remuneration structure (see Section 3.) the necessary flexibility in the structural alignment of Management Board remuneration in accordance with the respective circumstances and opportunities, while ensuring the homogeneity of the remuneration structure within the Management Board.

1. Target Total Compensation

For the coming financial year, the Supervisory Board determines a target total compensation for each Management Board member. The target total remuneration corresponds to the sum of fixed remuneration, target STI and target LTI. An effort-related consideration is decisive.

2. Maximum Remuneration

The total remuneration for the respective Management Board position attributable to a financial year is limited to a maximum amount (so-called "Management Board position"). Maximum remuneration within the meaning of Section 87 (1) sentence 2 no. 1 AktG or Recommendation G.1 GCGC). In addition to the caps at the level of the individual performance criteria and the variable remuneration components, the Supervisory Board has set a maximum remuneration which is the total remuneration allocated in each case, i.e.

the sum of all remuneration components spent on the respective Management Board member in accordance with IFRS for the respective financial year (expense cap). This includes the fixed remuneration spent for the relevant financial year (basic remuneration incl. fringe benefits) and the amounts attributable to variable short- and long-term remuneration (STI and LTI). The maximum amount (total cap) is EUR 3.00 million for the chairperson of the Management Board, EUR 2.00 million for the vice-chairperson of the Management Board and EUR 1.6 million for a member of the Management Board.

In individual cases, the sum of the remuneration components promised in individual contracts may be significantly below the maximum remuneration determined in accordance with Section 87 (1) sentence 2 no. 1 AktG. If the remuneration for a financial year exceeds this maximum limit, the variable remuneration components will be reduced accordingly.

3. Relative Proportion of Remuneration Components

Since the Supervisory Board determines the individual remuneration components individually for the Management Board, the expected relative proportion of the individual remuneration components within the meaning of Recommendation G.1 GCGC can only be stated as possible percentage ranges.

The Supervisory Board will choose the connecting factors for the variable remuneration components in newly concluded or to be extended Management Board service contracts

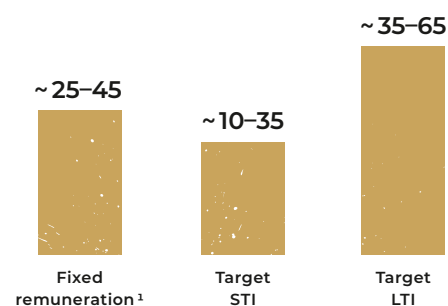
in such a way that a relative proportion of the respective contracts is generally concluded during the term of the respective contracts.

- the fixed remuneration (basic remuneration and fringe benefits) of ~25%–45%,
- the target STI of ~10%–35% and
- of the target LTI of ~35%–65%

is to be expected from the target total remuneration.

When designing the target total remuneration, the Supervisory Board will ensure that the long-term variable remuneration exceeds the short-term variable remuneration in accordance with Recommendation G.6 GCGC. The remuneration structure is thus geared towards long-term and sustainable development.

Relative Proportion of Remuneration Components (%)



¹ Basic remuneration and fringe benefits

V. CLAWBACK AND RETENTION OR REDUCTION OF REMUNERATION COMPONENTS

In the event of breaches of duty or compliance, the Supervisory Board may retain or reclaim the variable remuneration components in accordance with Recommendation G.11 GCGC.

On the one hand, it can reduce the variable remuneration components or retain them completely (malus). The STI and LTI are affected, in each case insofar as they have not yet been paid out.

On the other hand, it can reclaim variable remuneration components (clawback consisting of compliance clawback and performance clawback):

- In cases of a grossly negligent or intentional breach of the duty of care of a prudent and conscientious managing director pursuant to Section 93 (1) AktG by a member of the Management Board, the Supervisory Board is entitled, at its dutiful discretion, to reclaim from the Management Board member in whole or in part the variable remuneration components or to allow virtual shares (LTI) to expire paid out for the respective assessment period in which the breach of duty took place (compliance clawback). An assertion of the right of reclaim is excluded if the violation dates back more than 10 years.

- If variable remuneration components linked to the achievement of certain objectives have been wrongly paid out on the basis of incorrect data, the Supervisory Board is entitled, at its dutiful discretion, to reclaim in whole or in part the difference resulting from the recalculation of the amount of variable remuneration compared to the payment made (performance clawback).

These possibilities can also be used if the office as a member of the Management Board or the service relationship with the member of the Management Board has already ended at the time the right of reclaim and/or the right of retention is asserted. The member of the Management Board cannot rely on the fact that the reclaimed variable remuneration no longer exists in his/her assets. Claims for damages against the Management Board member, the right of ABOUT YOU to revoke the appointment and the right of ABOUT YOU to terminate the Management Board service contract without notice remain unaffected.

VI. REGULATIONS AT THE END OF THE ACTIVITY

In the event of termination of a Management Board contract, outstanding variable remuneration components attributable to the period up to the termination of the contract shall be granted in accordance with Recommendation G.12 GCGC in accordance with the

originally agreed objectives and comparison parameters and according to the due dates specified in the contract. If a Management Board contract ends during the course of a financial year, the STI and the LTI are granted pro rata of the service period performed in that financial year.

This does not apply to cases in which the Management Board service contract is terminated without notice for an important reason in the person of the Management Board member and for which he/she is responsible or ends or is dissolved in connection with a resignation of the Management Board member without agreement with the Supervisory Board; in these cases a variable remuneration is not granted for the year in which the termination of the Management Board service contract takes effect.

In the event of premature termination of the Management Board mandate due to the revocation of the appointment, the Management Board member will receive a severance payment in the amount of the remuneration expected to be due for the remaining term of the Management Board service contract of ABOUT YOU, but no more than two years' remuneration (severance payment cap within the meaning of Recommendation G.13 sentence 1 GCGC).

Benefits beyond this severance payment are excluded.

In the event of premature termination of the Management Board mandate due to an amicable termination of the Management Board

service contract (with the exception of termination in connection with the resignation of the Management Board member without agreement with the Supervisory Board), the total value of the benefits promised by ABOUT YOU to the Management Board member under such an agreement shall be equal to the amount of the benefits promised by ABOUT YOU for the original remaining term of the Management Board service contract of ABOUT YOU, however, in accordance with Recommendation G.13 sentence 1 GCGC no more than the value of two annual remunerations.

Commitments in the event of premature termination of the Management Board's activities due to a change of control (so-called "Change of Control") are not made (Recommendation G.14 GCGC).

The Supervisory Board may agree on a post-contractual non-competition clause with a member of the Management Board. In such a case, the severance payment in accordance with Recommendation G.13 sentence 2 GCGC shall be offset against the compensation for absenteeism.

VII. TEMPORARY DEVIATION AND EXCEPTIONAL DEVELOPMENTS

In exceptional and duly justified cases, the Supervisory Board may decide to temporarily deviate from the remuneration system if this is necessary in the interest of the long-term well-being of ABOUT YOU. These include, for example, far-reaching changes in

the economic framework conditions (e.g. due to an economic or financial crisis or a pandemic), a corporate crisis, the mapping of changed regulatory frameworks, a significant change in business strategy or all other circumstances or events which, alone or together with other circumstances or events, significantly impair or even eliminate the principles of the remuneration system to the extent that an appropriate material incentive for the members of the Management Board can no longer be set or maintained. The Supervisory Board may decide to deviate from the provisions on the remuneration structure and amount (including the maximum remuneration), the provisions relating to the individual remuneration components or the composition of the peer group.

The targets and target values do not change during the respective periods relevant for the achievement of the targets, Recommendation G.8 GCGC. In the event of extraordinary, unforeseen developments (e.g. severe economic crises), the effects of which are not sufficiently reflected in the objective and which render the original corporate targets obsolete, the Supervisory Board may take this into account appropriately in justified special cases when determining the objectives. Generally unfavourable market developments are expressly not regarded as exceptional developments during the year.

VIII. FURTHER PROVISIONS AND REPORTING

If the member of the Management Board exercises internal Supervisory Board mandates, such an activity is fully compensated by the remuneration as a member of the Management Board of ABOUT YOU. If a member of the Management Board assumes non-Group Supervisory Board mandates, the Supervisory Board decides within the context of the approval whether and to what extent a remuneration is to be credited.

The Management Board and Supervisory Board prepare an annual remuneration report in accordance with the statutory provisions. In the event of a temporary deviation within the meaning of Section VII. the remuneration report of the following year explains the specifically affected components of the remuneration system from which deviations have been made and the necessity of the deviation.

DOCUMENTS ON AGENDA ITEM 6:

REMUNERATION SYSTEM OF MEMBERS FOR SUPERVISORY BOARD AND CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION

The remuneration arrangement in Section 15 of the Articles of Association (reflecting the proposed deletion in Section 15 (1) of the Articles of Association) reads as follows:

(1) The Supervisory Board members shall each receive a fixed annual remuneration in the amount of EUR 70,000.00. The chairperson of the Supervisory Board shall receive a fixed remuneration in accordance with sentence 1 in the amount of EUR 140,000.00 and the vice-chairperson of the Supervisory Board shall receive EUR 100,000.00.

(2) For the membership in a committee of the Supervisory Board, the respective members of the Supervisory Board further receive each a fixed annual remuneration in the amount of EUR 10,000.00. The chairperson of a committee of the Supervisory Board shall receive, in addition to the remuneration payable pursuant to the foregoing sentence, an additional fixed annual remuneration in the amount of EUR 15,000.00; for the chairperson of the audit committee, such additional fixed remuneration shall amount to EUR 40,000.00.

(3) The remuneration under this Section 15 shall apply for the activities as Supervisory Board member as from the beginning of the month following the date of the effectiveness of the merger of ABOUT YOU Tiger Holding AG with seat in Vienna, Austria, into ABOUT YOU Holding AG and the associated establishment of ABOUT YOU Holding SE, and shall be payable after the end of each financial year. Supervisory Board members who serve on the Supervisory Board or the respective committee or as chairperson or vice chairperson of the Supervisory Board or chairperson of the respective committee for only part of the financial year shall receive a respective pro rata remuneration whereby for any month commenced the full remuneration for such month shall be payable. With respect to any short financial years, also only a respective pro-rata remuneration shall be payable.

(4) In addition to the remuneration pursuant to the paragraphs above, the Company shall reimburse the members of the Supervisory Board for all reasonable out-of-pocket expenses when exercising their duties as

Supervisory Board members and for any sales tax payable on their out-of-pocket expenses and remuneration.

(5) The Company takes out a separate financial loss liability insurance for directors and officers (so-called D&O insurance) for members of the Supervisory Board in an appropriate amount.

The system on which the Supervisory Board's remuneration is based may be characterised as follows (taking into account the proposed amendments) (information pursuant to Section 113 (3) sentence 3 in conjunction with Section 87a (1) sentence 2 AktG:

In accordance with Recommendation G.18 sentence 1 of the German Corporate Governance Code, the Supervisory Board's remuneration constitutes fixed remuneration only, the amount of which depends in detail on the duties assumed on the Supervisory Board or its committees. There are no variable elements of remuneration, such as share-based or other performance related remuneration components.

At this time, fixed remuneration is offered at a rate of EUR 70,000.00 per year as a rule, whereas the chairperson of the Supervisory Board collects EUR 140,000.00 and the vice-chairperson EUR 100,000.00. In addition, the chairperson of any committee receives additional fixed annual remuneration at a rate of EUR 15,000.00 (for the audit committee, that figure is EUR 40,000.00), while each of the other members receives additional fixed annual remuneration at a rate of EUR 10,000.00. In line with Recommendation G.17 of the German Corporate Governance Code, the structure set forth above reflects the greater demands placed on the time of the chairperson and the vice-chairperson of the Supervisory Board as well as the chairpersons and members of committees.

No attendance fee is offered. There are no contractual arrangements regarding remuneration between ABOUT YOU and the members of the Supervisory Board that depart from the pertinent provisions of the Articles of Association. There is no further remuneration in the event of departure or a provision calling for remuneration following a completed regular term of office.

Members of the Supervisory Board who were not active for the entire financial year are remunerated on a pro-rata basis. ABOUT YOU reimburses the members of the Supervisory Board for any expenses they reasonably incur in exercising their Supervisory Board mandate, along with any value added tax payable

on their remuneration and expenses. In particular, the Company observes the value added tax application decree III C 2 – S 7104/19/10001:003 (Federal Tax Gazette I 2021 p. 919), as last amended by the communication by the Federal Ministry of Finance dated 8 July 2021, and of 29 March 2022 III C 2 – S 7104/19/10001:005 (DOK 2022/0096963). In addition, the members of the Supervisory Board are covered by directors' and officers' liability insurance (so-called D&O insurance) to cover against risks arising from their board activities for ABOUT YOU, the premium of which is paid by ABOUT YOU.

The fact that members of the Supervisory Board only receive fixed remuneration reinforces the board's independence and ensures objective and neutral performance of the advisory and monitoring function, as well as independent personnel and remuneration decisions. The amount of remuneration for the Supervisory Board is in line with the market when considering what other publicly traded companies pay the members of their Supervisory Boards. As a result, the remuneration offered to the Supervisory Board promotes the long-term development of ABOUT YOU.

The Supervisory Board will check at regular intervals, but at least once every four years, whether its members are adequately remunerated given their responsibilities and the Company's standing. The Supervisory Board may undertake a horizontal market comparison and/or a vertical comparison to the

remuneration offered to employees of the enterprise. In view of the specific nature of the work performed by the Supervisory Board, a vertical comparison to the remuneration offered to employees of the enterprise is not typically a part of the review of Supervisory Board remuneration. Depending on the result of such a review, the Supervisory Board, together with the Management Board, may submit to the Annual General Meeting a proposal for an adjustment of the Supervisory Board remuneration.

The provisions set forth in the rules of procedure for the Management and Supervisory Boards with respect to conflicts of interest are observed in the procedures used to determine, implement, and review the remuneration system. The law takes account of possible conflicts of interest by reserving the final decision on the structure of the remuneration system and the remuneration for decision by the Annual General Meeting requiring a resolution proposal by both the Supervisory Board and the Management Board.

DOCUMENTS ON AGENDA ITEM 7:

CANDIDATES' RESUMES (INCLUDING INFORMATION PURSUANT TO SECTION 125 AKTG)

Please find the resumes on the following pages.

ABOUT NIELS[®]

NIELS JACOBSEN

ACADEMIC BACKGROUND

1978 – 1983

Aarhus University, Denmark

Degree: Master of Science in Economics

PROFESSIONAL EXPERIENCE

Since 2017 | CEO

William Demant Invest A/S, Smørum, Denmark

1998 – 2017 | President & CEO

William Demant Holding A/S

(now Demant A/S), Smørum, Denmark

1992 – 1998 | Executive Vice President

William Demant Holding A/S

(now Demant A/S), Smørum, Denmark

2008 – 2022 | Deputy Chairman of the Board of Directors

KIRKBI A/S, Billund, Denmark

2007 – 2018 | Member of the Board of Directors

(from 2009 Deputy Chairman), A. P. Møller-Mærsk A/S, Copenhagen, Denmark

2008 – 2017 | Chairman of the Board of Directors

LEGO A/S, Billund, Denmark

2000 – 2008 | Member of the Board of Directors

Novo Nordisk A/S, Copenhagen, Denmark

MEMBERSHIP OF THE SUPERVISORY BOARD OF ABOUT YOU

Since June 2021 | Member and Deputy Chairman of the Supervisory Board

of ABOUT YOU Holding SE (former ABOUT YOU Holding AG)

■ current term until the end of Annual General Meeting 2026

Since June 2021 | Member

of the Presidential and Nomination Committee

Since June 2021 | Member

of the Audit Committee

CURRENT MEMBERSHIPS IN GERMAN STATUTORY SUPERVISORY BOARDS

Since June 2021 | Member of Supervisory Board

of ABOUT Verwaltungs SE, Hamburg, Germany, being the general partner of ABOUT YOU SE & Co. KG, not listed (Group company of ABOUT YOU)



CEO of William Demant Invest A/S

PERSONAL INFORMATION

Year of birth: 1957

Place of birth: Fredericia, Denmark

Nationality: Danish

Residence: Copenhagen, Denmark

ABOUT NIELS

NIELS JACOBSEN

CURRENT MEMBERSHIPS IN COMPARABLE GERMAN AND FOREIGN CONTROLLING BODIES

Since July 2020 | Member of the Board of Directors of EKF Danmarks Eksportkredit (Denmark's Export Credit Agency), Copenhagen, Denmark, not listed (state-owned)

Since April 2017 | Deputy Chairman of the Board of Directors and member of its Audit Nomination, Remuneration and IT Security Committees of Demant A/S, Smørum, Denmark, listed

Since April 2017 | Chairman of the Board of Directors of Jeudan A/S, Copenhagen, Denmark, listed

Since February 2005 | Chairman of the Board of Directors of Össur hf., Reykjavík, Iceland, listed

OTHER ACTIVITIES

Since 2011 | Chairman of the Board of the Danish Industries Employers' Federation, Copenhagen, Denmark, not listed

Since 1999 | Member of the Central Board of the Confederation of Danish Industries, Copenhagen, Denmark, not listed

INFORMATION ACCORDING TO THE RECOMMENDATION OF THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

In the assessment of the Supervisory Board, Niels Jacobsen is to be considered independent. According to the Supervisory Board's assessment, Niels Jacobsen has no personal or business relationships with the Company, its Group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.



CEO of William Demant Invest A/S

PERSONAL INFORMATION

Year of birth: 1957

Place of birth: Fredericia, Denmark

Nationality: Danish

Residence: Copenhagen, Denmark



CFO of Bilfinger SE

PERSONAL INFORMATION

Year of birth: 1966

Place of birth: Ljungsby, Sweden

Nationality: Swiss/Swedish

Residence: Mannheim, Germany

ABOUT | CHRISTINA[®]

CHRISTINA JOHANSSON

ACADEMIC BACKGROUND

1986–1990 | Business Administration and Economics

University of Växjö/Lund, Sweden

Degree: Master of Science in Business Administration and Economics

1996–2005 | Various Senior Finance Positions

at Amcor Group

1993–1996 | Financial Controller

Securitas AB, Stockholm, Sweden

PROFESSIONAL EXPERIENCE

Since 2018 | CFO and Deputy CEO

(2021–2022), Bilfinger SE

2016–2018 | CFO

Bucher Industries AG, Niederweningen, Switzerland

2014–2016 | CFO and Deputy CEO

SR Technics Switzerland AG, Kloten, Switzerland

2007–2013 | Division CFO

Pöry Energy AG, Zurich, Switzerland

2005–2007 | CFO and Deputy CEO

ZEAG AG, Spreitenbach, Switzerland

MEMBERSHIP OF THE SUPERVISORY BOARD OF ABOUT YOU

Since June 2021 | Member of Supervisory Board

of ABOUT YOU Holding SE (former ABOUT YOU Holding AG)

■ current term until the end of Annual General Meeting 2026

Since June 2021 | Member and Chairperson

of the Audit Committee

CURRENT MEMBERSHIPS IN GERMAN STATUTORY SUPERVISORY BOARDS

Since June 2021 | Member of Supervisory Board

of ABOUT Verwaltungs SE, Hamburg, Germany, being the general partner of ABOUT YOU SE & Co. KG, not listed (Group company of ABOUT YOU)



CFO of Bilfinger SE

PERSONAL INFORMATION

Year of birth: 1966

Place of birth: Ljungsby, Sweden

Nationality: Swiss/Swedish

Residence: Mannheim, Germany

ABOUT | CHRISTINA[®]

CHRISTINA JOHANSSON

CURRENT MEMBERSHIPS IN COMPARABLE GERMAN AND FOREIGN CONTROLLING BODIES

Since 2018 | Administrative Board Member and Chairperson

(from 2021) of Audit Committee of Emmi AG, Luzern, Switzerland, listed

INFORMATION ACCORDING TO THE RECOMMENDATION OF THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

In the assessment of the Supervisory Board, Christina Johansson is to be considered independent. According to the Supervisory Board's assessment, Christina Johansson has no personal or business relationships with the Company, its Group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

ABOUT SEBASTIAN[®]

SEBASTIAN KLAUKE

ACADEMIC BACKGROUND

2002–2006 | Physics

at University Münster, Germany

Degree: Master's Degree, Physics; Diploma Physicist (Diplom-Physiker)

2001–2002 | Physics

at Imperial College London, United Kingdom

1999–2001 | Physics

at University Freiburg, Germany

Degree: Bachelor's Degree; Physics

PROFESSIONAL EXPERIENCE

Since 2019 | Managing Director

Verwaltungsgesellschaft Otto mbH, Hamburg, Germany, being the general partner of Otto (GmbH & Co KG), Hamburg, Germany

2017–2019 | Chief Digital Officer

of Otto Group

2014–2017 | Partner and Managing Director

BCG Digital Ventures GmbH, Berlin, Germany

2013–2014 | Freelance Consultant

for technology & e-commerce start-ups

2010–2013 | Co-Founder & Managing Director

Moto GmbH (autoda.de), Hamburg, Germany

2006–2010 | Strategy Consultant

at Boston Consulting Group, Duesseldorf, Germany

MEMBERSHIP OF THE SUPERVISORY BOARD OF ABOUT YOU

Since June 2021 | Member and Chairperson of Supervisory Board

of ABOUT YOU Holding SE (former ABOUT YOU Holding AG)

- current term until the end of Annual General Meeting 2026

Since June 2021 | Member and Chairperson of the Presidential and Nomination Committee

Since June 2021 | Member of the Audit Committee



Member of the Executive Board of Otto

PERSONAL INFORMATION

Year of birth: 1979

Place of birth: Rheda-Wiedenbrück, Germany

Nationality: German

Residence: Hamburg, Germany

ABOUT SEBASTIAN[®]

SEBASTIAN KLAUKE

CURRENT MEMBERSHIPS IN OTHER GERMAN STATUTORY SUPERVISORY BOARDS

Since June 2021 | Member of Supervisory Board
of ABOUT Verwaltungs SE, Hamburg, Germany, being the general partner of ABOUT YOU SE & Co. KG, not listed (Group company of ABOUT YOU)

CURRENT MEMBERSHIPS IN COMPARABLE GERMAN AND FOREIGN CONTROLLING BODIES

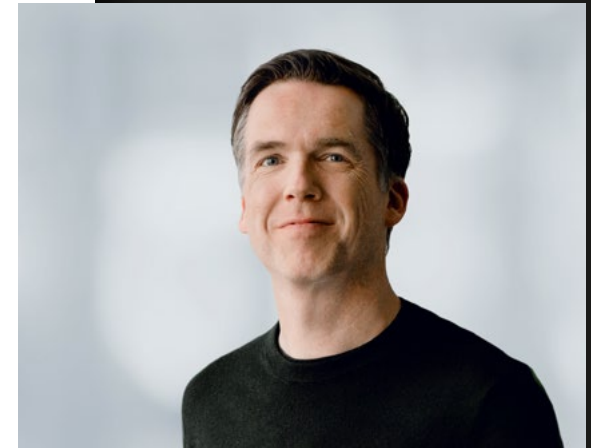
■ None

OTHER ACTIVITIES

Since 2021 | Advisory Board member
of Kienbaum Consultants International GmbH, Cologne, Germany

INFORMATION ACCORDING TO THE RECOMMENDATION OF THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

Sebastian Klauke is a member of the Executive Board of Verwaltungsgesellschaft Otto mbH. Verwaltungsgesellschaft Otto mbH is the general partner of Otto (GmbH & Co KG), a major ABOUT YOU shareholder. Business relationships exist between ABOUT YOU and companies of the Otto Group. Apart from that, Sebastian Klauke has no personal or business relations with the governing bodies of the Company or with any shareholder with a significant holding in the Company.



Member of the Executive Board of Otto

PERSONAL INFORMATION

Year of birth: 1979

Place of birth: Rheda-Wiedenbrück, Germany

Nationality: German

Residence: Hamburg, Germany



**Co-Founder and Managing
Partner of Headline**

PERSONAL INFORMATION

Year of birth: 1977

Place of birth: Lindau (Bodensee),
Germany

Nationality: German

Residence: Kreuzlingen, Switzerland

ABOUT | CHRISTIAN[®]

CHRISTIAN LEYBOLD

ACADEMIC BACKGROUND

1999–2000

University of Illinois at Urbana-Champaign, USA
Degree: Master of Science in Electrical and Computer
Engineering

1996–1999

Technische Universität München
Basic Studies: Electrotechnology and IT

PROFESSIONAL EXPERIENCE

2008–today | Co-Founder and Managing Partner
of Headline (formerly e.Ventures), Hamburg, Germany

2003–2010 | Different positions

at BV Capital Management LLC, San Francisco, USA:

- **2008–2010 | Managing Director**
- **2005–2008 | Principal**
- **2003–2005 | Associate**

2001–2003 | Consultant

(Management, Technology, Telecom Strategy),
Detecon International GmbH, Cologne, Germany

01/2001–09/2001 | Consultant

(Technology and Telecom Strategy), Siticom S.A.
(Paris, France)

05/1999–08/1999 | Software Engineer

Daimler Benz Research Center (India)

MEMBERSHIP OF THE SUPERVISORY BOARD OF ABOUT YOU

Since June 2021 | Member of Supervisory Board
of ABOUT YOU Holding SE (former ABOUT YOU
Holding AG)

- current term until the end of Annual General
Meeting 2026

Since June 2021 | Member

of the Presidential and Nomination Committee

CURRENT MEMBERSHIPS IN GERMAN STATUTORY SUPERVISORY BOARDS

Since June 2021 | Member of Supervisory Board
of ABOUT Verwaltungs SE, Hamburg, Germany, being
the general partner of ABOUT YOU SE & Co. KG, not
listed (Group company of ABOUT YOU)



**Co-Founder and Managing
Partner of Headline**

PERSONAL INFORMATION

Year of birth: 1977

Place of birth: Lindau (Bodensee),
Germany

Nationality: German

Residence: Kreuzlingen, Switzerland

ABOUT | CHRISTIAN[®]

CHRISTIAN LEYBOLD

CURRENT MEMBERSHIPS IN COMPARABLE GERMAN AND FOREIGN CONTROLLING BODIES

- Member of the Board of SharpTx Limited, London, United Kingdom, not listed
- Member of Board of NaturalCycles Nordic AB, Stockholm, Sweden, not listed
- Member of the Board of Directors of Karmalicious AB, Stockholm, Sweden, not listed
- Member of the Board of JOW SAS, Paris, France, not listed

INFORMATION ACCORDING TO THE RECOMMENDATION OF THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

In the assessment of the Supervisory Board, Christian Leybold is to be considered independent. According to the Supervisory Board's assessment, Christian Leybold has no personal or business relationships with the Company, its Group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

ABOUT PETRA[©]

PETRA SCHARNER-WOLFF

ACADEMIC BACKGROUND

1990–1995 | Business Management

at University of Göttingen, Germany
Degree: Business Graduate (Diplomkauffrau)

PROFESSIONAL EXPERIENCE

Seit 2015 | Managing Director

Verwaltungsgesellschaft Otto mbH, Hamburg, Germany, being the general partner of Otto (GmbH & Co KG), Hamburg, Germany

2012–2015 | Divisional Managing Director

(Finance & Controlling), Verwaltungsgesellschaft Otto mbH, Hamburg, Germany, being the general partner of Otto (GmbH & Co KG), Hamburg, Germany

2009–2012 | Speaker of the Executive Board

Schwab Group SCHWAB VERSAND GmbH, Hanau

2007–2009 | Executive Board member

Schwab Group SCHWAB VERSAND GmbH, Hanau

2003–2007 | Director of Group Controlling Affiliates

of Otto (GmbH & Co KG), Hamburg, Germany

1999–2003 | Financial Controller

Otto (GmbH & Co KG), Hamburg, Germany

1995–1999 | Management Consultant

at Nymphenburg Consult AG, Munich, Germany

MEMBERSHIP OF THE SUPERVISORY BOARD OF ABOUT YOU

Since June 2021 | Member of Supervisory Board
of ABOUT YOU Holding SE (former ABOUT YOU Holding AG)

- current term until the end of Annual General Meeting 2026

Since August 2021 | Member

of the Audit Committee

CURRENT MEMBERSHIPS IN GERMAN STATUTORY SUPERVISORY BOARDS

Since June 2021 | Member of Supervisory Board
of ABOUT Verwaltungs SE, Hamburg, Germany, being the general partner of ABOUT YOU SE & Co. KG, not listed (Group company of ABOUT YOU)

Since June 2019 | Member of the Supervisory Board

of SCHUFA Holding AG, Wiesbaden, Germany, not listed

Since May 2018 | Member of the Supervisory Board

of HELM AG, Hamburg, Germany, not listed



Member of the Executive Board of Otto

PERSONAL INFORMATION

Year of birth: 1971

Place of birth: Göttingen, Germany

Nationality: German

Residence: Hamburg, Germany

ABOUT PETRA[®]

PETRA SCHARNER-WOLFF

CURRENT MEMBERSHIPS IN COMPARABLE GERMAN AND FOREIGN CONTROLLING BODIES

■ None

INFORMATION ACCORDING TO THE RECOMMENDATION OF THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

Petra Scharner-Wolff is a member of the Executive Board of Verwaltungsgesellschaft Otto mbH. Verwaltungsgesellschaft Otto mbH is the general partner of Otto (GmbH & Co KG), a major ABOUT YOU shareholder. Business relationships exist between ABOUT YOU and companies of the Otto Group. Apart from that, Petra Scharner-Wolff has no personal or business relations with the governing bodies of the Company or with any shareholder with a significant holding in the Company.



Member of the Executive Board
of Otto

PERSONAL INFORMATION

Year of birth: 1971

Place of birth: Göttingen, Germany

Nationality: German

Residence: Hamburg, Germany



CEO and Co-Founder of Flix SE

PERSONAL INFORMATION

Year of birth: 1981

Place of birth: Nuremberg, Germany

Nationality: German

Residence: Munich, Germany

ABOUT | ANDRÉ[®]

ANDRÉ SCHWÄMMLEIN

ACADEMIC BACKGROUND

2002–2008 | Industrial Engineering
at University of Erlangen-Nuremberg, Germany
Degree: Diploma

PROFESSIONAL EXPERIENCE

Since 2012 | CEO and Co-Founder
Flix SE, Munich, Germany

Since 2012 | Managing Director
SEK Ventures GmbH, Graefelfing, Germany

2007–2010 | Strategy Consultant
Boston Consulting Group, Munich, Germany

MEMBERSHIP OF THE SUPERVISORY BOARD OF ABOUT YOU

Since June 2021 | Member of Supervisory Board
of ABOUT YOU Holding SE (former ABOUT YOU
Holding AG)

- current term until the end of Annual General Meeting 2026

CURRENT MEMBERSHIPS IN GERMAN STATUTORY SUPERVISORY BOARDS

Since September 2019 | Member of Supervisory Board
of Scout24 SE, Munich, Germany, listed

Since June 2021 | Member of Supervisory Board
of ABOUT Verwaltungs SE, Hamburg, Germany, being
the general partner of ABOUT YOU SE & Co. KG, not
listed (Group company of ABOUT YOU)

CURRENT MEMBERSHIPS IN COMPARABLE GERMAN AND FOREIGN CONTROLLING BODIES

- None



CEO and Co-Founder of Flix SE

PERSONAL INFORMATION

Year of birth: 1981

Place of birth: Nuremberg, Germany

Nationality: German

Residence: Munich, Germany

ABOUT ANDRÉ[®]

ANDRÉ SCHWÄMMLEIN

INFORMATION ACCORDING TO THE RECOMMENDATION OF THE GERMAN CORPORATE GOVERNANCE CODE (GCGC)

In the assessment of the Supervisory Board, André Schwämmlein is to be considered independent. According to the Supervisory Board's assessment, André Schwämmlein has no personal or business relationships with the Company, its Group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.



ABOUT YOU[©]