



ABOUT YOU[®]

CONVOCATION OF THE ANNUAL GENERAL MEETING 2023
CONVENIENCE TRANSLATION

ISIN DE000A3CNK42 (WKN A3CNK4)

INVITATION TO THE ANNUAL GENERAL MEETING (VIRTUAL GENERAL MEETING)

We hereby invite the shareholders of ABOUT YOU Holding SE ("**ABOUT YOU**" or "**Company**") with registered office in Hamburg to the Annual General Meeting to be held on **Friday, June 23, 2023, at 10:00 a.m. CEST**.

The Annual General Meeting will be held as a virtual Annual General Meeting. A physical presence of the shareholders or proxies (with the exception of the proxies of ABOUT YOU) on site is not possible. The voting rights of duly registered shareholders will be exercised exclusively by means of electronic postal voting, or by granting power of attorney and issuing instructions to the proxies appointed by ABOUT YOU, even if third parties have been authorized to vote on their behalf. Shareholders are requested to note the detailed information on exercising voting rights and other exercisable shareholder rights stated in this invitation underneath the agenda with the proposed resolutions.

The location of the Annual General Meeting as defined by the German Stock Corporation Act¹ (AktG) is Studio Hammerbrook, Gotenstraße 6, 20097 Hamburg, Germany. For duly registered shareholders and their proxies, the entire Annual General Meeting will be broadcast live in audio and video via the password-protected internet service of ABOUT YOU ("**Shareholder Portal**"), which can be accessed at annualgeneralmeeting.aboutyou.com.

¹ Based on the reference provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation), in particular Article 9 (1), Article 52 and Article 53 SE Regulation, the provisions applicable to stock corporations with their registered office in Germany shall apply to ABOUT YOU, unless otherwise stipulated in more specific provisions of the SE Regulation.

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I. Agenda

1. Presentation of the Approved Annual Financial Statements of ABOUT YOU Holding SE as of February 28, 2023, the Approved Consolidated Financial Statements as of February 28, 2023, and the Combined Management Report for ABOUT YOU Holding SE and the Group for the FY 2022/2023, the Report of the Supervisory Board, and the Explanatory Report of the Management Board on the Disclosures Pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (Handelsgesetzbuch - HGB).

These documents are available on the ABOUT YOU website at annualgeneralmeeting.aboutyou.com from the time the Annual General Meeting is convened. They will also be accessible during the Annual General Meeting via the aforementioned Internet address and will be explained at the Annual General Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board for the year ending February 28, 2023; the annual financial statements are thus adopted in accordance with Section 172 of the German Stock Corporation Act (AktG). In accordance with the statutory provisions, no resolution is therefore planned for agenda item 1. The other aforementioned documents are also merely to be made available to the Annual General Meeting pursuant to Section 176 (1) sentence 1 AktG without any resolution being required.

2. Discharge of the Members of the Management Board

The Management Board and Supervisory Board propose that the members of the Management Board who were in office in financial year 2022/2023 be each granted approval for their actions in financial year 2022/2023.

3. Discharge of the Members of the Supervisory Board

The Management Board and Supervisory Board propose that the members of the Supervisory Board who were in office in financial year 2022/2023 be each granted approval for their actions in financial year 2022/2023.

4. Approval of the Remuneration Report

The Management Board and Supervisory Board have prepared a Remuneration Report in accordance with Section 162 of the German Stock Corporation Act (AktG) for FY 2022/2023, which will now be submitted to the Annual General Meeting for approval in accordance with Section 120a (4) sentence 1 AktG.

In accordance with Section 162 (3) of the German Stock Corporation Act (AktG), the Remuneration Report was audited by the auditors, KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) of the German Stock Corporation Act (AktG) had been made. In addition to the statutory requirements, the auditors also examined the content of the Remuneration Report with regard to the disclosures required by Section 162 (1) and (2) AktG. The Remuneration Report and the report on the audit of the Remuneration Report are attached to this invitation.

The Management Board and Supervisory Board propose that the Remuneration Report for FY 2022/2023 be approved.

5. Election of the Auditor of the Financial Statements and Consolidated Financial Statements and of the Auditor for any Audit Review for the FY 2023/2024

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to the Annual General Meeting that KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, be elected as auditors of the annual financial statements and auditors of the consolidated financial statements for the financial year ending February 29, 2024 (FY 2023/2024) and as auditors for any review of the condensed interim financial statements and interim management report contained in the half-year financial report as of August 31, 2023 and any additional interim financial information for FY 2023/2024.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause limiting the selection options within the meaning of Article 16 (6) of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of April 16, 2014) has been imposed on it.

6. Appointment of the Auditor of the Financial Statements and Consolidated Financial Statements and of the Auditor for any Audit Review for the FY 2024/2025

According to the EU Regulation on Statutory Auditors (Regulation (EU) No. 537/2014), ABOUT YOU is obliged to change its auditor on a regular basis – in principle every ten years at the latest. This external rotation obligation has only applied since ABOUT YOU's listing in June 2021 and has therefore not yet expired in terms of time. Nevertheless, as an independent capital market-oriented company, ABOUT YOU is already aiming for a change of auditor for the FY 2024/2025 in order to appoint an auditor separate from the controlling shareholder.

The election of the new auditor and group auditor for the FY 2024/2025 is to be made at the Annual General Meeting on June 23, 2023. This serves to provide legal and planning security both for ABOUT YOU and for the future auditor. This is intended to facilitate the transfer of the audit mandate to a new auditor due to the associated extensive preparations both on the part of ABOUT YOU and on the part of the auditor. The election by the Annual General Meeting on June 23, 2023 is intended to ensure that the new auditor can carry out the necessary preparatory measures as auditor elected by the Annual General Meeting on a secure legal basis.

The Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, be elected as auditors of the annual financial statements and auditors of the consolidated financial statements for the financial year ending February 28, 2025 (FY 2024/2025) and as auditors for any review of the condensed interim financial statements and interim management report contained in the half-year financial report as of August 31, 2024 and any additional interim financial information for FY 2024/2025 and the first quarter of FY 2025/2026.

The election proposal is based on a corresponding recommendation and preference of the Audit Committee. Based on a selection process carried out in accordance with Article 16 of the EU Statutory Audit Regulation, the Audit Committee recommended to the Supervisory Board that it be appointed by the Annual General Meeting as auditors of the annual financial statements and consolidated financial statements for the financial year ending February 28, 2025 (FY 2024/2025) and as auditors for any review of the condensed interim financial statements and interim management report contained in the half-yearly financial report as of August 31, 2025 and any additional interim financial information for the FY 2024/2025. The Management Board proposes that the Supervisory Board nominate either BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, or Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, as auditors for the interim condensed financial statements and interim management report contained in the interim financial report as of August 31, 2024, and for any additional interim financial information for the FY 2024/2025 and the first quarter of the FY 2025/2026. In doing so, it has indicated that it prefers BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause limiting the selection options within the meaning of Article 16 (6) of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of April 16, 2014) has been imposed on it.

7. Resolution on Amendments to the Articles of Association to Enable Virtual Annual General Meetings and on Modalities for the Participation of Supervisory Board Members

On July 27, 2022, the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendments to Cooperative and Insolvency and Restructuring Law (BGBl. 2022 I, p. 1166) came into force. Pursuant to the new Section 118a of the German Stock Corporation Act (AktG) introduced by the Act, the Articles of Incorporation may provide or authorize the Management Board to provide that the shareholder meeting is held as a virtual Annual General Meeting, i.e., without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting. Such authorization of the Management Board shall be resolved.

In order to be able to decide flexibly on the format of the Annual General Meeting in a way that is appropriate and in line with the interests of the shareholders, the Management Board and Supervisory Board consider it useful to authorize the Management Board by way of a provision in the Articles of Association to decide, when convening an Annual General Meeting, whether the meeting is to be held as a virtual or an attendance meeting. In accordance with what is legally permissible, the authorization is to apply for a period of five years from entry of the corresponding amendment to the Articles of Association in the commercial register of the Company.

During the term of the authorization, the Management Board will decide anew for each Annual General Meeting whether it should be convened as a virtual Annual General Meeting and how it should be structured to the extent permitted by law. The relevant concrete circumstances of the individual case will be taken into account and the Management Board will make its decision at its due discretion for the benefit of the Company and the shareholders. In doing so, the Management Board will take into account the appropriate protection of shareholder rights, in particular the shareholders' right to ask questions, as well as costs and effort and sustainability considerations in its decision.

In principle, Supervisory Board members physically attend the Annual General Meeting. However, under Section 118 (3) sentence 2 AktG, the Articles of Association may provide for certain cases in which members of the Supervisory Board may participate in the Annual General Meeting by means of video and audio transmission. In this respect, the Articles of Association already provide that such participation by means of video and audio transmission is permissible if members of the Supervisory Board are prevented from physically attending for professional or personal reasons. This provision of the Articles of Association is to be supplemented to the effect that holding the Annual General Meeting as a virtual Annual General Meeting also opens up the possibility for Supervisory Board members to participate by way of video and audio transmission.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

1. The current Article 17 (8) of the Articles of Association shall become Article 17 (9) of the Articles of Association. Article 17 (8) shall be reworded as follows:

"(8) The Management Board is authorized for a period of five years from registration of the amendment to the Articles of Association adopted by the Annual General Meeting on June 23, 2023 to introduce this subsection 8 in the commercial register of the Company to provide that the Annual General Meeting will be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). In the case of the virtual General Stockholders' Meeting, Article 16(1) of the Articles of Association shall not apply."

2. The former Article 17 (8) of the Articles of Association (now Article 17 (9) of the Articles of Association) shall be reworded as follows:

"(9) Members of the Supervisory Board may participate in the Annual General Meeting by means of video and audio transmission if the member of the Supervisory Board in question is prevented from physically attending the meeting for professional or personal reasons or if the Annual General Meeting is held as a virtual Annual General Meeting."

The two aforementioned amendments to the Articles of Association are each voted on separately.

II. Further Information and Notes

1. Total Number of Shares and Voting Rights

At the time of convening this Annual General Meeting, the share capital of ABOUT YOU amounts to EUR 186,153,487 and is divided into 186,153,487 no-par value bearer shares. Each no-par share grants one vote at the Annual General Meeting. At the time of convening the meeting, ABOUT YOU holds 13,708,568 own shares. ABOUT YOU is not entitled to any rights from this. The total number of shares with voting rights is therefore 172,444,919.

2. Virtual Shareholder Meeting and Exercisable Shareholder Rights

With the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendments to Cooperative and Insolvency and Restructuring Law (BGBl. I 2022, p. 1166), the legislator created the option in Section 118a of the German Stock Corporation Act (AktG) for the Articles of Association to provide or authorize the Management Board to provide for the Annual General Meeting to be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the location of the General Meeting. Based on the transitional provision of Section 26n (1) of the Introductory Act to the Stock Corporation Act (EGAktG), the Management Board may decide, with the consent of the Supervisory Board, for Annual General Meetings convened up to and including August 31, 2023, that the Annual General Meeting be held as a virtual Annual General Meeting pursuant to Section 118a AktG. With the consent of the Supervisory Board, the Management Board has decided to make use of this statutory option and to hold the Annual General Meeting as a virtual Annual General Meeting.

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

- A physical presence on site is not possible for shareholders or their proxies (with the exception of ABOUT YOU proxies). The Annual General Meeting will be broadcast in full in audio and video format for all duly registered shareholders or their proxies via the shareholder portal (accessible at annualgeneralmeeting.aboutyou.com) (for further details, see section 5 below).
- Duly registered shareholders or their proxies may exercise their voting rights by electronic postal vote via the shareholder portal (for further details see below under 6. and 7.). Furthermore, it is possible to entrust the proxies appointed by ABOUT YOU to exercise voting rights in accordance with instructions (for further details see below under 8.). There are no other options for exercising voting rights. Until the formal termination of the possibility to exercise voting rights by the chairman of the meeting on the day of the Annual General Meeting, it is possible to exercise voting rights and to authorize the proxies nominated by ABOUT YOU via the shareholder portal. For organizational reasons, shorter deadlines apply for the written authorization of the proxies appointed by ABOUT YOU (for further details, see below under 6., 7. and 8.).

- Duly registered shareholders or their proxies may submit statements on the agenda prior to the Annual General Meeting by means of electronic communication via the shareholder portal (for further details, see sections 5. and 9. below).
- Shareholders or their proxies who are electronically connected to the Annual General Meeting have the right to speak at the Annual General Meeting via video communication. Within this right to speak, they may also submit motions and nominations at the Annual General Meeting (for further details, see below under 5., 10. and 11.).
- Shareholders who are electronically connected to the Annual General Meeting or their proxies have the right to request information and make inquiries at the Annual General Meeting by means of electronic communication (for further details, see section 12 below).
- Any objections to the notary's minutes against resolutions of the Annual General Meeting may be declared by shareholders or their proxies who have exercised their voting rights during the Annual General Meeting by means of electronic communication via the shareholder portal (for further details, see section 13 below).

In order to better prepare shareholders for the Annual General Meeting, ABOUT YOU plans to voluntarily publish the main content of the report of the Management Board at annualgeneralmeeting.aboutyou.com no later than seven days before the Annual General Meeting – i.e., no later than June 15, 2023; modifications for the day of the Annual General Meeting remain reserved. The final presentation used during the Annual General Meeting and the spoken word of the Management Board shall apply.

Unless otherwise stated below, there are no further shareholder rights that can be exercised at the Annual General Meeting other than the rights set out above (including the requirements for the manner in which they are to be exercised).

The new legal framework means significant changes for this year's Annual General Meeting compared to last year's Annual General Meeting, which was held on August 23, 2022. Shareholders are therefore asked to pay particular attention to the following information on registration, exercising voting rights and other exercisable shareholder rights.

3. Registration for the Annual General Meeting, Proof of Authorization, Personal Access Data

Only shareholders of ABOUT YOU who are shareholders as at the beginning of the 21st day prior to the Annual General Meeting, i.e., on June 2, 2023, 00:00 hours CEST (record date), and who register for the Annual General Meeting, are entitled to exercise voting rights and other exercisable shareholder rights. The registration together with a proof of shareholding issued by the custodian bank or financial services institution on the record date must be received by the registration office named below no later than June 16, 2023, 24:00 CEST. The registration and the proof of shareholding must be in writing in German or English and does not need to be signed.

Registration office:

ABOUT YOU Holding SE
c/o Computershare Operations Center
80249 Munich Germany
E-mail: anmeldestelle@computershare.de

After receipt of the registration and proof of share ownership, shareholders will receive a registration confirmation from the registration office containing their personal access data for the shareholder

portal. In order to ensure timely receipt of the registration confirmation, we ask shareholders to ensure that their registration and proof of share ownership are sent to the above address in good time. This does not constitute a restriction on the exercise of voting rights or other exercisable shareholder rights.

4. Significance of the Record Date

The entitlement to exercise voting rights and other exercisable shareholder rights is based exclusively on the shareholding of the shareholder as of the record date. In relation to ABOUT YOU, only those who have provided proof shall be deemed to be shareholders for the purpose of exercising voting rights and other exercisable shareholder rights. The record date does not imply any block on selling the shareholding. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholding as of the record date is relevant for exercising voting rights and other exercisable shareholder rights; i.e., sales of shares after the record date have no effect on the entitlement to exercise voting rights and other exercisable shareholder rights. The same applies to additional purchases of shares after the record date. Persons who do not yet hold any shares on the record date and only become shareholders thereafter are generally not entitled to exercise voting rights or other exercisable shareholder rights in respect of the shares they hold; this does not apply if and to the extent that they have been authorized or empowered to exercise rights by the previous owner who still held the shares on the record date.

5. Transmission of the Annual General Meeting in Audio and Video and Exercise of Voting Rights and other Exercisable Shareholder Rights via the Shareholder Portal

For duly registered shareholders or their proxies, the entire Annual General Meeting will be broadcast live in audio and video format via the shareholder portal (accessible at annualgeneralmeeting.aboutyou.com). Duly registered shareholders can exercise their voting rights and other exercisable shareholder rights via the shareholder portal in accordance with the following provisions.

Access to the shareholder portal is granted to duly registered shareholders or proxies. They have received the relevant access data with the confirmation of registration. Shareholders or proxies can then access the shareholder portal using this access data.

6. Procedure for Voting by Electronic Postal Vote

Only those shareholders who have duly registered and provided proof of eligibility are entitled to exercise their voting rights by electronic postal vote.

Votes may be cast by electronic postal vote exclusively via the shareholder portal. Postal votes can be cast from June 2, 2023 and also on the day of the Annual General Meeting until the formal end of the opportunity to exercise voting rights by the chairman of the meeting following the discussion. Votes cast up to this point can be changed or revoked via the shareholder portal.

7. Procedure for Exercising Voting Rights and Other Exercisable Shareholder Rights by Proxy

Shareholders may also have their voting rights and other exercisable shareholder rights exercised by a proxy, e.g., by an intermediary as per Section 135 AktG, a shareholders' association or another third party. In this case, too, timely registration and proof of share ownership for the relevant shares are required.

If a shareholder authorizes more than one person, ABOUT YOU may reject one or more of them.

Shareholders entitled to vote may authorize a proxy by declaration directly to ABOUT YOU via the shareholder portal or by mail service or e-mail to the address of the Annual General Meeting.

Annual General Meeting address:

ABOUT YOU Holding SE
c/o Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de

The revocation of an already granted power of attorney can also be declared directly to ABOUT YOU via the aforementioned channels. Separate proof of authorization is then no longer required.

Shareholders who wish to authorize a proxy by sending a declaration directly to ABOUT YOU by mail service or e-mail to the above Annual General Meeting address are requested to use the forms provided by ABOUT YOU for this purpose. A proxy form is printed on the registration confirmation sent to the shareholders after proper registration; it can also be downloaded at annualgeneralmeeting.aboutyou.com.

If the power of attorney is not granted directly to ABOUT YOU, but to the representative (so-called internal power of attorney), the granting of the power of attorney, the proof of authorization to ABOUT YOU and, in principle, also the revocation of the power of attorney must be made in writing but do not need to be signed. Proof of an authorization granted internally can be provided by sending the proof by mail service or by e-mail to the above-mentioned address of the Annual General Meeting.

Shareholders are also requested to use the forms provided by ABOUT YOU for granting a power of attorney by declaration to the representative.

When authorizing an intermediary covered by Section 135 AktG, a proxy advisor, a shareholders' association or a person who offers a professional service to shareholders for exercising voting rights in an annual general meeting, special features must generally be taken into account, which must be enquired about with the person to be authorized in each case.

In any case, a proxy may only exercise the exercisable shareholder rights via the shareholder portal if he/she has received individual access data to the shareholder portal at the instigation of the shareholder.

In order to be able to ensure the authorized representative(s) is recorded as a proxy, the following applies:

If the authorization is given directly to ABOUT YOU via the shareholder portal, the authorization can also be given on the day of the Annual General Meeting until the formal closing of the Annual General Meeting by the chairman of the meeting following the discussion via the shareholder portal.

However, for organizational reasons, a proxy issued directly to ABOUT YOU by mail service or e-mail, or proof of proxy issued to the representative, must be received at the above Annual General Meeting address no later than June 22, 2023, 24:00 CEST (receipt by ABOUT YOU).

8. Procedure for Exercising Voting Rights by Proxies Appointed by ABOUT YOU

In addition, shareholders who have duly registered are offered the opportunity to authorize proxies appointed by ABOUT YOU and to be represented in the voting by issuing instructions. The proxies are obliged to vote in accordance with the instructions; they cannot exercise the voting rights at their own discretion. Please note that the proxies can only exercise voting rights on those items of the agenda on which they have received instructions and that they cannot accept instructions on procedural motions either in advance of or during the Annual General Meeting. Similarly, the proxies may not accept

instructions to ask questions or make motions or to file objections to resolutions of the Annual General Meeting.

The power of attorney and instructions to the proxies appointed by ABOUT YOU are to be issued either via the shareholder portal or by mail service as well as by e-mail to the above-mentioned address of the Annual General Meeting.

Shareholders will receive a form for granting power of attorney and issuing instructions to the proxies appointed by ABOUT YOU by mail service or e-mail together with the registration confirmation after proper registration. The form for granting power of attorney and issuing instructions to the proxies appointed by ABOUT YOU can also be downloaded from annualgeneralmeeting.aboutyou.com; it can also be requested by mail service or e-mail from the above Annual General Meeting address.

Shareholders who wish to authorize the proxies appointed by ABOUT YOU via the shareholder portal can also submit proxies and instructions via the shareholder portal on the day of the Annual General Meeting until the formal end of the opportunity to exercise voting rights by the chairman of the meeting following the discussion. Following the formal termination of the opportunity to exercise voting rights (i.e., in this case the opportunity to issue instructions to the proxies appointed by ABOUT YOU), the proxies appointed by ABOUT YOU will then implement the instructions issued to them accordingly.

Shareholders who wish to authorize the proxies nominated by ABOUT YOU by mail service or e-mail may submit proxies and instructions by mail service or e-mail to the above-mentioned address of the Annual General Meeting until June 22, 2023, 24:00 CEST (receipt by ABOUT YOU). The same applies to the amendment and revocation of proxies and instructions issued, which should be made in this way.

Via the shareholder portal, amendments to and revocation of proxies already issued - via the shareholder portal and in writing (by mail service or e-mail) - together with instructions are also possible on the day of the Annual General Meeting until the formal termination of the opportunity to exercise voting rights by the chairman of the meeting following the discussion.

Further information on using the shareholder portal and issuing proxies together with instructions as well as the relevant information for issuing a proxy can be found on the registration confirmation sent to the shareholders after proper registration and is also available at annualgeneralmeeting.aboutyou.com.

9. Opportunity to Submit Statements Regarding the Agenda

Duly registered shareholders or their proxies may submit statements regarding the agenda items via the shareholder portal. The statements must be received by ABOUT YOU by the end of June 17, 2023, 24:00 CEST.

Statements must be submitted in writing in German via the shareholder portal. They may not exceed 10,000 characters (including spaces) and do not require a signature.

ABOUT YOU will make the statements available on the shareholder portal (accessible at annualgeneralmeeting.aboutyou.com) no later than four days before the Annual General Meeting, i.e., by June 18, 2023, 24:00 CEST, stating the name of the submitting shareholder(s).

ABOUT YOU will not make a statement accessible if it comprises more than 10,000 characters (including spaces) and if it contains insulting, criminally relevant, obviously false or misleading content or if the content does not show sufficient reference to the agenda of the Annual General Meeting. Similarly, statements will not be made available if they have not been submitted by the aforementioned deadline or if they have been submitted in another manner or in a language other than German or if it is evident

that the submitting shareholder or their proxy will not be attending the Annual General Meeting or will not be represented.

Any motions, nominations, questions and objections to resolutions of the Annual General Meeting in the context of the statements will not be considered at the Annual General Meeting. Such exercisable shareholder rights are only possible via the channels described separately in this invitation.

Only one statement per shareholder will be published.

10. Right to Speak as well as Countermotions and Nominations to Be Made Within the Scope of the Right to Speak

Shareholders or their proxies who are electronically connected to the Annual General Meeting have the right to speak at the Annual General Meeting via video communication.

To exercise the right to speak, contributions can be registered via the shareholder portal from the start of the Annual General Meeting.

Pursuant to Article 18 (3) of the Articles of Association, the chairman of the meeting may impose reasonable time limits on the right of shareholders or their proxies to ask questions and speak. In particular, they may set reasonable limits on the time allowed to speak, the time allowed to ask questions or the combined time allowed to speak and ask questions, as well as the appropriate framework for the entire course of the Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning or during the course of the Annual General Meeting; this also includes, in particular, the possibility of closing the list of speakers early and determining the end of the discussion.

The technical prerequisite for exercising the right to speak is that shareholders or their proxies have an Internet-enabled device that also has a camera and a microphone that can be accessed from the browser.

ABOUT YOU reserves the right to check the functionality of the video communication between shareholders or their proxies and ABOUT YOU during the Annual General Meeting and prior to their turn to speak and reserves the right to refuse such speaker if the functionality is not ensured.

Motions and nominations (see 11. below) as well as questions and follow-up questions (see 12. below) may be submitted while speaking. Further details on the respective exercisable shareholder rights can be found below.

11. Countermotions and Nominations by Shareholders

Shareholders or their proxies who are electronically connected to the Annual General Meeting have the right to submit motions and nominations at the Annual General Meeting via video communication.

Motions and nominations must be made within the scope of the shareholders' or their proxies' right to speak. The above statements on exercising the right to speak, in particular on the technical requirements, apply accordingly.

In addition, shareholders or their proxies are entitled to submit countermotions and nominations to the proposed resolutions on the items of the agenda in advance of the Annual General Meeting. Further details can be found below under 14.b. Countermotions and nominations of shareholders or their proxies to be made accessible by ABOUT YOU shall be deemed to have been made at the time of making them accessible.

12. Right to Information and Right to Ask Questions

Shareholders or their proxies who are electronically connected to the Annual General Meeting have a right to information at the Annual General Meeting via electronic communication. Shareholders or their proxies have the right to ask questions pertaining to all answers given by the Management Board at the Annual General Meeting.

It is intended that the chairman of the meeting will determine that the aforementioned right to information and to ask questions may be exercised at the shareholder meeting exclusively by way of video communication. In this case, the above statements on exercising the right to speak (II.10) apply accordingly.

Further details on the right to information can be found below under 14.c.

13. Objection to Resolutions of the Annual General Meeting

Shareholders who are electronically connected to the Annual General Meeting or their proxies have the right to lodge objections to a resolution of the Annual General Meeting in German by means of electronic communication via the shareholder portal during the Annual General Meeting.

14. Rights of the Shareholders' Pursuant to Article 56 SE Regulation, Section 50 (2) SE Implementation Act, Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG

a. Request for Addition to the Agenda Pursuant to Article 56 SE Regulation, Section 50 (2) SE Implementation Act, Section 122 (2) AktG

Shareholders whose shares together amount to five percent of the share capital or a proportionate amount of the share capital of EUR 500,000 (corresponding to 500,000 no-par value shares) may request that items be placed on the agenda and published. The request must be made in writing to the Management Board and must be received by ABOUT YOU no later than the end of May 23, 2023, 24:00 CEST. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Please send corresponding requests to the following address:

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

Additions to the agenda to be announced will be published in the Federal Gazette without delay after receipt of the request and, in accordance with Section 121 (4a) AktG, forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be made available to shareholders at annualgeneralmeeting.aboutyou.com. The amended agenda will also be communicated in accordance with Section 125 (1) sentence 3 AktG.

The proposed resolution announced as a permissible addition to the agenda will be voted on during the Annual General Meeting.

b. Countermotions and Nominations by Shareholders' Pursuant to Sections 126, 127 AktG

Shareholders or their proxies are entitled to submit countermotions to the proposed resolutions on the items of the agenda. If the countermotions are to be made available in advance of the Annual General Meeting, they must be sent to the address below by no later than June 8, 2023, 24:00 hours CEST, in accordance with Section 126 (1) AktG. Countermotions announced and sent to any other address will not be considered.

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

Subject to Section 126 (2) and (3) AktG, countermotions by shareholders that are to be made accessible, including the name, any statement of reasons and any statement by the management, will be published without delay at annualgeneralmeeting.aboutyou.com.

For nominations by shareholders (election of auditors) pursuant to Section 127 AktG, the above statements, including the deadline for making the nomination available (receipt no later than the end of June 8, 2023, 24:00 hours CEST), shall apply accordingly; the nomination need not be substantiated. Pursuant to Section 127 sentence 3 AktG, the Management Board is also not required to make the nomination available if the proposal does not contain the name, profession, and place of residence of the proposed person.

Pursuant to Section 126 (4) of the German Stock Corporation Act (AktG), countermotions and nominations of shareholders or their proxies to be made available by ABOUT YOU are deemed to have been made at the time of publication. Shareholders who have duly registered for the Annual General Meeting or their proxies may exercise their voting rights in respect of these motions. If the shareholder submitting the motion or the nomination or their proxy has not duly registered for the Annual General Meeting, the countermotion or nomination need not be dealt with at the Annual General Meeting.

c. Right to Information Pursuant to Section 131 (1), Section 118a (1) Sentence 2 no. 4 AktG

Shareholders or their proxies who are electronically connected to the Annual General Meeting have a right to information at the Annual General Meeting via electronic communication.

The right to information includes the right to request information from the Management Board on matters concerning the Company, insofar as the information is necessary for the proper assessment of the agenda (cf. Section 131 (1) AktG). The right to information also extends to the legal and business relationships of ABOUT YOU with affiliated companies. Since, among other things, the consolidated financial statements and the combined management report for ABOUT YOU Holding SE and the Group will be presented to the Annual General Meeting hereby convened, the right to ask questions also extends in principle to the situation of the Group cited by ABOUT YOU and the companies included in the consolidated financial statements.

The general rights to refuse to provide information pursuant to Section 131 (3) of the German Stock Corporation Act (AktG) shall apply. This applies in particular insofar as the provision of the information would, according to reasonable commercial judgment, be likely to cause a not inconsiderable disadvantage to ABOUT YOU or an affiliated company, or insofar as the Management Board would render itself liable to prosecution by providing the information.

Shareholders or their proxies have the right to ask questions on all answers given by the Management Board, Section 131 (1d) AktG.

Further explanations of the rights of shareholders' pursuant to Article 56 SE Regulation, Section 50 (2) SE Implementation Act, Sections 118a, 122 (2), 126, 127, 130a, 131 (1) AktG can also be found at annualgeneralmeeting.aboutyou.com. The documents and information on the Annual General Meeting to be made available in accordance with Section 124a AktG can also be found there. The voting results will be published at the same internet address after the Annual General Meeting.

15. Privacy Information

As the controller within the meaning of Article 4 No. 7 of Regulation (EU) 2016/679 of 27 April 2016 ("**General Data Protection Regulation**"; "**GDPR**"), ABOUT YOU processes the following personal data in particular: Contact data (e.g., address, e-mail address and, if applicable, the name of the shareholder representative(s) authorized by the respective shareholder(s)), personal data (e.g., name, date of birth), information about the shares (e.g., Number of shares, class of shares, type of ownership of the shares), data generated when using the shareholder portal and device information in the web server log files (e.g., personal access data, date and time of access, message as to whether access was successful, type of web browser and operating system used, IP address of the requesting device, access data (e.g., access ID) and session ID, acknowledgement and acceptance of the terms of use), contributions submitted (e.g., statements) and administrative data (e.g., third-party proxies; number of the registration confirmation) on the basis of the applicable data protection provisions in order to enable shareholders and proxies to exercise their rights in the context of the Annual General Meeting. ABOUT YOU is legally represented by its Management Board, whereby two members of the Management Board represent ABOUT YOU jointly or one member of the Management Board represents ABOUT YOU jointly with an authorized signatory. The members of the Management Board are Tarek Müller, Sebastian Betz and Hannes Wiese.

The contact details of ABOUT YOU as the controller are:

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

Insofar as the personal data is not provided by the shareholders and their proxies in the context of the registration for the Annual General Meeting, in particular motions or nominations, the custodian bank or a third party involved in the registration process shall transmit the personal data of the shareholders or their proxies to ABOUT YOU.

ABOUT YOU is legally obliged to conduct the Annual General Meeting in accordance with Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) in conjunction with the German Stock Corporation Act (AktG). The processing of the personal data of the shareholder is mandatory for the handling of the Annual General Meeting. ABOUT YOU is the controller for the processing.

The entire Annual General Meeting is broadcast in video and audio in real time via the shareholder portal. Shareholders can exercise their voting rights and other exercisable shareholder rights in advance via the shareholder portal. ABOUT YOU processes personal data insofar as this is necessary for the registration on the shareholder portal, the video and audio transmission of the Annual General Meeting and exercising the exercisable rights of the shareholders via the shareholder portal.

The personal data of the shareholders shall be processed for the purpose of preparing, conducting and handling the Annual General Meeting, in particular for communicating with the shareholders and for preparing the minutes of the Annual General Meeting as well as for fulfilling the Company's obligations under stock corporation law after the Annual General Meeting has been held.

The legal basis for the processing is in each case Article 6 (1) lit. c) GDPR.

The personal data is also processed for statistical purposes, e.g., to show the development of the shareholder structure or trading volumes. The legal basis for this processing of personal data is the legitimate interest of ABOUT YOU, in particular, in monitoring developments in the company structure in accordance with Article 6 (1) lit. f) GDPR.

As a matter of principle, ABOUT YOU does not pass on personal data to third parties. By way of exception, third parties who are commissioned for the purpose of organizing the Annual General Meeting receive such personal data from ABOUT YOU as are necessary for carrying out the commissioned service.

ABOUT YOU uses the service provider Computershare Deutschland GmbH & Co. KG, Elsenheimerstr. 61, 80687 Munich, Germany, to conduct the Annual General Meeting. Computershare Deutschland GmbH & Co. KG acts as a processor in the sense of Article 28 GDPR of ABOUT YOU and is in this respect bound by the instructions of ABOUT YOU.

Other third parties commissioned in connection with the Annual General Meeting include, for example, the notary public preparing the minutes, lawyers or auditors.

In addition, personal data of shareholders or proxies may become public in connection with, for example, statements, rights to speak, requests for information, questions and inquiries as well as counter motions and nominations. ABOUT YOU must call shareholders or proxies by name if they wish to make their contributions by way of video communication. ABOUT YOU reserves the right to name shareholders in the context of answering questions, provided that they have previously consented to being named. Personal data of shareholders or proxies will also be published or made available to other shareholders and proxies under certain conditions in the case of motions for additions to the agenda, counter motions, nominations or submitted questions or statements as well as submitted objections within the framework of the statutory provisions.

With regard to the transmission of personal data to third parties in connection with the announcement of shareholder requests for additions to the agenda as well as counter motions and nominations by shareholders, please refer to the explanations under items 12 and 14.b.

There is no intention to transfer personal data to outside the European Union.

ABOUT YOU anonymizes or deletes personal data as soon as and insofar as it is no longer required for the purposes stated here, unless legal obligations of proof and/or retention (according to the German Stock Corporation Act, the German Commercial Code, the German Fiscal Code or other legal provisions) oblige ABOUT YOU to continue storing it. For data collected in connection with general meetings, the storage period is regularly up to three years, beginning with the end of the year in which the general meeting took place. In individual cases, personal data may be stored for a longer period if the further processing of the data is still necessary for the processing of applications, decisions or legal proceedings relating to the general meeting.

Shareholders and proxies have the rights set out in Chapter III GDPR, namely the right of access pursuant to Article 15 GDPR, the right to rectification of inaccurate or incomplete personal data without undue delay pursuant to Article 16 GDPR, the right to erasure of personal data without undue delay pursuant to Article 17 GDPR, the right to restriction of processing of personal data pursuant to Article 18

GDPR and the right to receive personal data in a format which complies with legal requirements and to transfer this data to another controller without hindrance pursuant to Article 20 GDPR (right to data portability).

Insofar as the processing of personal data is based on a legitimate interest of ABOUT YOU pursuant to Article 6 (1) lit. f) GDPR, shareholders and proxies may object to the processing of personal data relating to them for reasons arising from their particular situation.

You can assert these rights against ABOUT YOU free of charge via the following contact data:

ABOUT YOU Holding SE
-Data Protection Officer-
Domstraße 10
20095 Hamburg
Germany
E-mail: datenschutzbeauftragter@aboutyou.de

In addition, shareholders and proxies have a right to lodge a complaint with a supervisory authority pursuant to Article 77 GDPR, in particular, to the data protection supervisory authority responsible for the place of residence or permanent abode of the shareholder or proxies or the federal state in which the alleged infringement was committed.

You can reach our company data protection officer at:

ABOUT YOU Holding SE
-Data Protection Officer-
Domstraße 10
20095 Hamburg
Germany
E-mail: datenschutzbeauftragter@aboutyou.de

Hamburg, May 2023

ABOUT YOU Holding SE

The Board

III. Attachments

Documents Relating to Agenda Item 4: Remuneration Report

1. REMUNERATION OF THE MANAGEMENT BOARD MEMBERS

The remuneration report explains the key components of the remuneration system for the Management Board as well as the Supervisory Board of ABOUT YOU Holding SE ("**ABOUT YOU**" or the "**Company**", together with its fully consolidated subsidiaries referred to as "Group"), and details the structure and amount of remuneration granted and owed to the members of the Management Board and the Supervisory Board in the past financial year. The underlying remuneration systems are based on the requirements of the German Stock Corporation Act² (**AktG**) and the recommendations of the German Corporate Governance Code (**DCGK**).

The remuneration report for the past financial year of FY 2021/2022 was approved by the Annual General Meeting on August 23, 2022, with a majority of 96.02% of the votes cast. The remuneration 2022/2023 report was audited by KPMG AG Wirtschaftsprüfungsgesellschaft, to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG were made. In addition to the statutory requirements, the auditor also examined the content of the remuneration report regarding the disclosures pursuant to Section 162 (1) and (2) AktG. The remuneration report and the attached report on the audit of the remuneration report are available on the Investor Relations website under the [Governance](#) section.

1.1 Remuneration System for Management Board Members

Pursuant to Section 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting of a publicly listed company must resolve on the remuneration of Management Board members whenever there is a substantial modification to the remuneration system, at least every four years. On the recommendation of the Presidential and Nomination Committee, the Supervisory Board adopted a remuneration system for the first time in the FY 2022/2023 in accordance with Section 87a of the German Stock Corporation Act (AktG), which was endorsed by the Annual General Meeting on August 23, 2022. The remuneration system was resolved and approved by a majority of 97.09% of the votes cast. The remuneration system applies to all new or renewed Management Board employment contracts and can be found on the Investor Relations website under [Governance](#).

In accordance with Section 26j (1) of the Introductory Act to the German Stock Corporation Act (EGAktG) and in line with the Rationale to the German Corporate Governance Code (DCGK) (Begründung zum DCGK), the Management Board employment contracts already concluded with the current Co-CEOs Sebastian Betz, Tarek Müller, and Hannes Wiese (see section 1.2) remain unaffected. Therefore, the following reporting takes place regarding the remuneration practice underlying these contracts ("**Previous Remuneration Practice**"), as the Management Board remuneration in FY 2022/2023 will follow the Previous Remuneration Practice exclusively.

1.2 Overview of the Management Board Remuneration

The Previous Remuneration Practice, i.e., the remuneration model and its individual components, were determined in preparation of the listing on June 16, 2021, based on extensive deliberations by the Supervisory Board, which also considered the Company-specific recommendations of the mandated remuneration advisors. The Previous Remuneration Practice for the three Management Board members and Co-Founders Sebastian Betz, Tarek Müller, and Hannes Wiese, is based on the Management Board employment contracts dated June 4, 2021.

² In the following, the relevant reference provisions of the SE Regulation, the SEAG as well as the SEBG are not mentioned, unless they result in key deviations from the AktG.

Accordingly, the remuneration of the Management Board members comprises 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 ("**Options**") based on the Long-Term Incentive Plan 2021 ("**LTIP 2021**"). The terms of the Management Board employment contracts are identical for all Management Board members.

1.3 Non-Performance-Related Remuneration Components

The non-performance-related remuneration of the members of the Management Board consists of a base remuneration, contributions to pension, health and long-term care insurance schemes, and other fringe benefits, as well as other insurance ("**Fixed Remuneration**").

1.3.1 Base Remuneration

For the past financial year, the base remuneration amounted to EUR 22,500 gross per month (i.e., EUR 270,000 gross per year).

1.3.2 Contributions to Pension, Health, and Long-term Care Insurance, as well as Other Fringe Benefits

ABOUT YOU shall bear half of the respective contributions to the voluntary 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 remuneration payment of EUR 485 gross each instead of a company car. ABOUT YOU's expenditure for the sum of the remuneration payment for company cars, the additional pension payment, health and/or nursing care insurance is limited to a total of EUR 80,000 per year for each member of the Management Board.

1.3.3 Other Insurances

ABOUT YOU has taken out both private accident insurance and pecuniary damage liability insurance for board members (D&O insurance) for all members of the Management Board. The terms and conditions of the D&O insurance policy provide for a deductible for the members of the Management Board that complies with legal requirements.

1.4 Performance-Related Remuneration Components

In addition to the non-performance-related fixed 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 own discretion – also in connection with dismissal. No use was made of this option in FY 2022/2023.

The members of the Management Board were each granted 1,702,128 Options by way of a one-time allocation during FY 2021/2022 under the LTIP 2021. No further option allocation is planned. No further Options were, therefore, allocated to the Management Board members in FY 2022/2023.

The LTIP 2021 is an option program which, in addition to the time component in the form of continued Management Board activity, is significantly linked to the development of the Group's most important performance indicators and also refers to target criteria from the ESG (Environmental, Social, Governance) area ("**Performance Targets**" for the "**Performance-Based Vesting**" of Options, so-called 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 regarding sustainable successful performance of the Group and rewards sustainable corporate governance. The key conditions of the LTIP 2021 are presented in detail below:

1.4.1 Exercise Price

The exercise price for each option corresponds to the average value of the price range applicable to each ABOUT YOU share at the time of placement in the listing. The price range was set at EUR 21 to EUR 26 on June 7, 2021. The average is thus EUR 23.50 ("**Exercise Price**").

1.4.2 Time Vesting

The Options granted to the individual Management Board members vest after the expiry of certain periods, provided that the Management Board member concerned remains on the Management Board until the respective time expires ("**Time Vesting**"):

- (1.) 12% of the Options (= 204,256 Options) at the end of February 28, 2022
- (2.) 14% of the Options (= 238,298 Options) at the end of February 28, 2023
- (3.) 16% of the Options (= 272,341 Options) at the end of February 29, 2024
- (4.) 18% of the Options (= 306,384 Options) at the end of February 28, 2025
- (5.) 20% of the Options (= 340,426 Options) at the end of February 28, 2026
- (6.) 20% of the Options (= 340. 423 Options) at the end of February 28, 2027

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

Furthermore, the Options are divided into two tranches, which are subject to different Performance Vesting conditions (see section 0). Options that vest within the first four periods, i.e., a total of 1,021,279 Options, are assigned to Tranche 1 ("Tranche 1 Options"). Options that vest within the last two periods, i.e., a total of 680,849 Options, are assigned to Tranche 2 ("Tranche 2 Options").

1.4.3 Performance Vesting

A further condition for the vesting of the Options is that certain predefined performance targets are achieved within certain periods (so-called Performance Vesting). These Performance Targets were set by the Supervisory Board prior to ABOUT YOU's listing and consist of the average annual growth of Group revenue ("revenue CAGR"), the development of Adjusted EBITDA ("Adjusted EBITDA")³ at Group level and various ESG parameters.

The degree of target achievement is determined on the basis of the multi-year plan ("Current Medium-Term Performance Targets") defined for the Group and approved by the Supervisory Board for FY 2021/2022 to 2026/2027 prior to the listing and from FY 2023/2024 onwards, the rolling multi-year plan ("Future Medium-Term Performance Targets") to be approved in each case, whereby the higher value

³ "EBITDA" corresponds to consolidated earnings before interest, taxes, depreciation, and amortization. "Adjusted EBITDA" corresponds to EBITDA excluding share-based remuneration expenses offset by equity instruments, restructuring charges and non-operating one-time effects.

of the Current or Future Medium-Term Performance Targets is always decisive for the key figure of the revenue CAGR defined in the LTIP 2021.⁴

The Current Medium-Term Performance Targets assume a revenue CAGR of (rounded) 37% and cumulative Adjusted EBITDA at Group level of (rounded) EUR 131 million – in each case based on the total period relevant for the Tranche 1 Options, starting with FY 2021/2022 and ending with the end of the FY 2024/2025.

For the overall period beginning with FY 2025/2026 and ending with the end of FY 2026/2027, which is relevant for the Tranche 2 Options, the Current Medium-Term Performance Targets are based on a revenue CAGR of (rounded) 21% and cumulative Adjusted EBITDA at Group level of EUR 844 million.

The Performance Vestings are defined and weighted as follows:

Tranche 1 Options:

| Weighting in % | Key figure | Explanation |
|----------------|-----------------|--|
| 60 | Revenue CAGR | Four-year CAGR, i.e., the comparison between consolidated revenue in FY 2024/2025 according to the Current Medium-Term Performance Vesting or Future Medium-Term Performance Vesting (whichever is higher) as the terminal value and consolidated revenue in FY 2020/2021 as the initial value. ⁵ |
| 30 | Adjusted EBITDA | Cumulative Adjusted EBITDA for FY 2021/2022 through to FY 2024/2025 in accordance with the Current Medium-Term Performance Targets or – if the terminal value of the CAGR performance target is based on the Future Medium-Term Performance Targets – Cumulative Adjusted EBITDA for FY 2021/2022 and FY 2022/2023 in accordance with the Current Medium-Term Performance Targets plus Cumulative Adjusted EBITDA for FY 2023/2024 and FY 2024/2025 in accordance with the Future Medium-Term Performance Targets. |
| 2,5 | ESG I | Reduce the Group's annual direct and indirect greenhouse gas emissions within the organization (as defined in the Sustainability Report 2021 ⁶) by 80% in calendar year 2025 compared to the corresponding 2019 baseline as defined in the Sustainability Report 2021. |
| 2,5 | ESG II | Reduce the Group's annual indirect greenhouse gas emissions from private label products (as defined in the Sustainability Report 2020/2021) by at least 35% per euro of value added in calendar year 2025 compared to the corresponding 2019 baseline as defined in the Sustainability Report 2021. |
| 2,5 | ESG III | Increase the "Sustainable Fashion Share" to at least 25% in Q4 of FY 2024/2025. The term "Sustainable Fashion share" refers to share of fashion products in the core range of the Group that bear at least one of the three sustainability seals described in the Sustainability Report 2021. ⁷ |
| 2,5 | ESG IV | Balanced staffing of management positions with women and men in a ratio of between 40% and 60% by December 31, 2025. Management positions include all management levels (Management Board and below the Management Board) within the Group. |

⁴ The Current Medium-Term Performance Targets and the Future Medium-Term Performance Targets were set by the Supervisory Board solely for the purpose of assessing the performance of the Management Board under the LTIP 2021. Any current or future business plan targets or guidance communicated by the Management Board are to be distinguished from and independent of these.

⁵ Subject to increases in target values due to key acquisitions as specified in more detail in the LTIP 2021.

⁶ ABOUT YOU's Sustainability Report 2021 is available at <https://ir.aboutyou.de/websites/about-you/English/4000/publications.html>.

⁷ I.e., ECO-FRIENDLY MATERIALS, ECO-FRIENDLY PRODUCTION and FRIENDLY & SOCIAL. In the event of future adjustments to the requirements for the sustainability seals or to the definition of the term "sustainable fashion", the Supervisory Board will discuss any adjustment to the ESG Performance Vesting with the Management Board in good faith.

Tranche 2 Options:

| Weighting in % | Key figure | Explanation |
|----------------|-----------------|--|
| 60 | Revenue CAGR | Two-year CAGR determined by comparing consolidated revenue for FY 2026/2027 as the terminal value and consolidated revenue in FY 2024/2025 as the starting value in accordance with both the Current Medium-Term Performance Vesting and the Future Medium-Term Performance Vesting (whichever is higher). |
| 30 | Adjusted EBITDA | Cumulative Adjusted EBITDA in FY 2025/2026 and FY 2026/2027 in accordance with the Current Medium-Term Performance Targets or – if the future Medium-Term Performance Targets were used as a basis for the comparative figure for the CAGR Performance Target – the cumulative Adjusted EBITDA in FY 2025/2026 and FY 2026/2027 in accordance with the Future Medium-Term Performance Targets. |
| Each 2.5 | ESG I to IV | ESG criteria relevant for Tranche 2 Options will be determined by the Supervisory Board at its due discretion and in consultation with the Management Board within the first four months of FY 2024/2025 based on the Company's then applicable ESG strategy. |

The Performance Targets apply in each case (only) to a proportion of the Options in the respective tranche measured in accordance with their weighting (e.g., revenue CAGR for 60% of Tranche 1 Options, i.e., 612,767 Options).

If less than 85% of the respective Performance Targets are met, the Options concerned are forfeited without remuneration. If the respective target is met by 85%, 20% of the Options expire. If it is met by 100%, no option expires. In the range between 85% and 100%, the proportion of Options that expire decreases linearly. In the case of Options attributable to ESG criteria, a differentiation is only made between the target being achieved and not being achieved: If it is achieved, no Option expires. If it is not achieved, all Options allocated to this Performance Target expire.

1.4.4 Waiting Period, Exercise Window

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

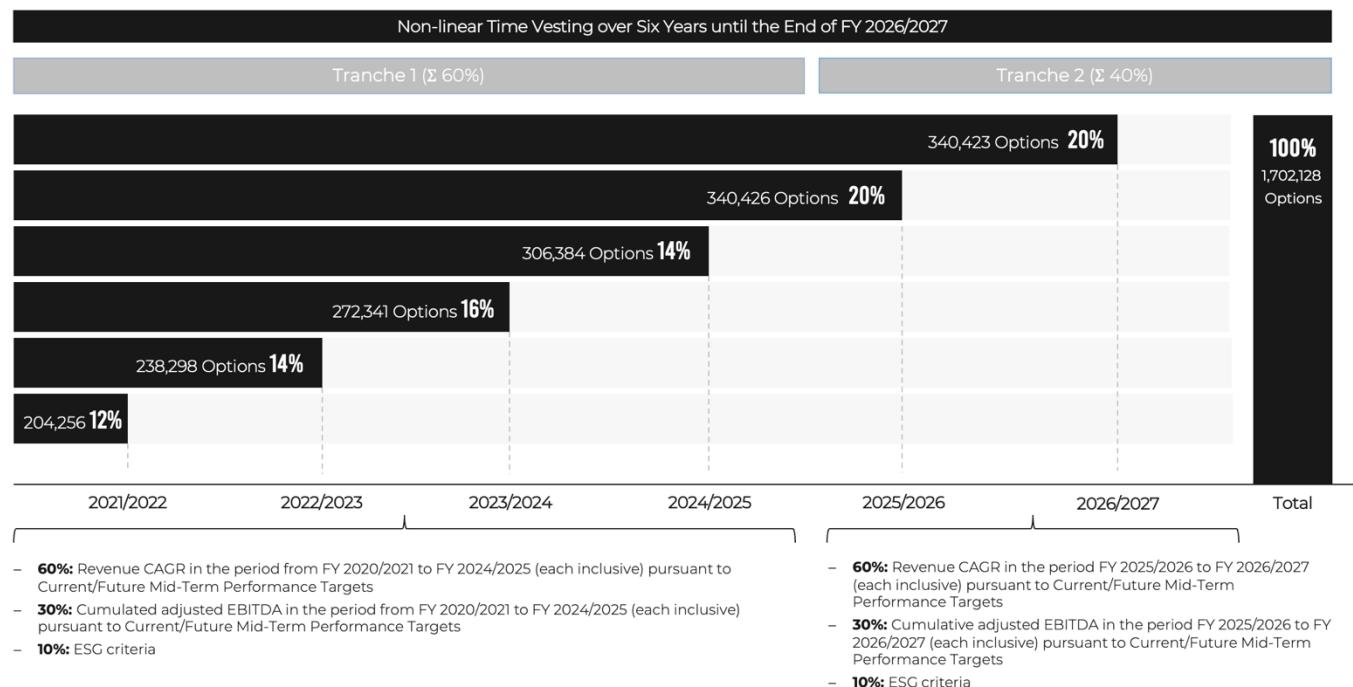
Options may only be exercised within certain exercise windows of two weeks defined in more detail in the LTIP 2021 terms and conditions, which are in each case after the publication of the (preliminary) financial figures for a financial year, half-year, or quarter. Exercise is not possible within certain closed periods defined in the LTIP 2021.

1.4.5 LTIP 2021 at a Glance

The following table shows the performance over time of the different exercise periods, subdivided according to the two Tranche 1 Options and Tranche 2 Options already issued in the reporting period, as well as the Performance Vesting applicable to each of these.

Presentation of Time Vesting and Performance Vesting

(Figures per Management Board member in units or %)



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 (1,702,128 Options per Management Board member) granted to the Management Board members in total, the Performance Vesting attributable to each tranche and their weighting, and consideration of the Cap (as defined below).

Presentation of Performance-Based Vesting

(in EUR or units, or %)



1.4.6 Exercise Threshold

The settlement of Options that have vested according to the aforementioned conditions is only permissible if the share price of ABOUT YOU – determined according to the weighted average price per ABOUT YOU share in XETRA trading within a period of three months prior to the relevant exercise date – reaches 200% of the exercise price, i.e., EUR 47 ("**Exercise Threshold**"), no later than February 28, 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..

1.4.7 Settlement of Options

Upon exercise of the Options, the Company shall deliver to the respective Management Board member a number of shares from Conditional Capital 2021/I that correspond to the settlement value of the exercised Options based on the share price upon exercise. The settlement value of the exercised Options shall correspond 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 per option, "**Cap**").

Wage taxes and any other statutory charges triggered by the share issue shall be paid by the Management Board member to the Company. In the event of the delivery of new shares from Conditional Capital 2021/I, the number of shares issued shall be increased by the amount attributable to the minimum issue amount per share; the total of the minimum issue amounts shall be paid by the Management Board member in return.

Instead of delivering new shares from Conditional 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 ABOUT YOU) or fulfil its obligation to deliver shares from existing treasury shares.

1.4.8 Leaver Regulations

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

Three different scenarios are defined as Bad Leaver Events:

Resignation of the Management Board office or termination of the Management Board employment contract by the respective Management Board member without good cause within the meaning of Section 626 of the German Civil Code (BGB).

Termination of the Management Board employment contract or dismissal of the Management Board member by the Company either for good cause within the meaning of Section 626 of the German Civil Code (BGB) or for breach of key obligations under the Management Board employment contract (with the exception of incapacity for work and death); revocation of the Management Board appointment by the Supervisory Board solely on the basis of a vote of no confidence by the Annual General Meeting within the meaning of Section 84 (3) of the German Stock Corporation Act (AktG) (i.e., without the addition of further grounds for dismissal) does not constitute a Bad Leaver Event.

Violation by the Management Board member of a post-contractual non-competition clause vis-à-vis the Company.

Any leaver event that is not a Bad Leaver Event shall be deemed a Good Leaver Event. As a Good Leaver, the respective Management Board member retains all Options that have already vested in terms of time at the time of the Leaver Event in accordance with the LTIP 2021 conditions. In the event of a Bad Leaver, all Options which have not yet been exercised at the time of the Leaver Event will lapse without compensation being due.

1.4.9 Adaptation Mechanisms

Should extraordinary circumstances arise in which the (possible) proceeds from the LTIP 2021 are due to extraordinary external events or effects and cannot be adequately justified by the business performance of ABOUT YOU, the Supervisory Board is entitled, at its due discretion, to adjust the settlement value of the Options upon exercise of the Options in order to limit or completely eliminate the effects of the extraordinary circumstances.

Should the number of ABOUT YOU shares increase without the payment of further contributions (e.g., through a stock split or a capital increase from company funds) or decrease without distributions to shareholders (e.g., in the context of a capital reduction or a reverse stock split), the number of Options, the exercise price, the Cap and the Exercise Threshold will be adjusted proportionally. The Supervisory Board may also make subsequent adjustments to the LTIP 2021 in the event of certain capital and structural measures to prevent such measures from leading to inappropriate increases or decreases in the value of the Options.

1.4.10 Performance Claw Back

If annual financial statements on which the determination of the achievement of Performance Vesting was based subsequently prove 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, subsequently correct the effect of the originally incorrect determination of the number of vested Options. This provision was not used in FY 2022/2023.

The Management Board employment contracts and the LTIP 2021 do not provide for any other Options to reclaim variable remuneration components within the meaning of Section 162 (1) sentence 2 no. 4 AktG.

1.4.11 Further Conditions

The Management Board members shall bear all taxes, social security contributions, and other statutory charges in connection with the LTIP 2021.

1.4.12 Calculation Examples

In the event of complete fulfillment of Time Vesting and achievement of all Performance Targets for Performance Vesting combined with a share price performance that leads to the Cap being reached, the maximum total value of the Options theoretically exercisable by each individual Management Board member corresponds to an equivalent value of EUR 80 million (gross).

Various calculation examples are shown below to illustrate how much consideration would be due if various Performance Vestings were only partially achieved:

Calculation Example 1 - Average Performance

(Figures in units or EUR)

| | Tranche 1 | | Tranche 2 | |
|--|--|--|--|--|
| | Degree of target achievement (in %) | Performance Vesting (Number of Options) | Degree of target achievement (in %) | Performance Vesting (Number of Options) |
| Revenue CAGR | 91% | 539,235 | 88% | 343,148 |
| Adjusted EBITDA | 95% | 285,948 | 103% | 204,255 ⁸ |
| ESG parameters | 75% | 76,596 | 100% | 68,085 |
| Interim result (# 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 | | | | <u>39,348,703</u> |

Calculation Example 2 - Below-Average Performance

(Figures in units or EUR)

| | Tranche 1 | | Tranche 2 | |
|--|--|--|--|--|
| | Degree of target achievement (in %) | Performance Vesting (Number of Options) | Degree of target achievement (in %) | Performance Vesting (Number of Options) |
| Revenue CAGR | 87% | 506,574 | 98% | 397,602 |
| Adjusted EBITDA | 92% | 273,693 | 83% | 0 ⁹ |
| ESG parameters | 50% | 51,064 | 50% | 34,043 |
| Interim result (# Options) | | 831,331 | | 431,645 |
| Share price at exercise | 37.00 | | 55.00 | |
| Settlement value per Option | 0.00 ¹⁰ | | 31.50 | |
| Settlement value tranche in EUR | | 0 | | 13,596,818 |
| Total settlement value in EUR | | | | <u>13,596,818</u> |

⁸ The overachievement of Performance Targets does not affect the maximum number of Options attributable to the respective Performance Target.

⁹ If at least 85% of a Performance Target is not achieved, the Options relating to it are forfeited.

¹⁰ If the Exercise Threshold is not reached, the Options attributable to this are forfeited.

Calculation Example 3 - Above-Average Performance

(Figures in units or EUR)

| | Tranche 1 | | Tranche 2 | |
|--|--|--|--|--|
| | Degree of target achievement (in %) | Performance Vesting (Number of Options) | Degree of target achievement (in %) | Performance Vesting (Number of Options) |
| Revenue CAGR | 110% | 612,767 ¹¹ | 115% | 408,509 |
| Adjusted EBITDA | 98% | 298,204 | 102% | 204,255 ¹² |
| ESG parameters | 100% | 102,128 | 75% | 51,064 |
| Interim result (# 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 | | | | <u>70,885,413</u> |

1.5 Promoting the Long-Term Performance and Application of Performance Vesting

The Previous Remuneration Practice for the members of the Management Board is geared towards the long-term performance of the Group through the strong weighting of variable remuneration in accordance with the requirements of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code (DCGK). The design of the LTIP 2021 promotes the strategic objectives of ABOUT YOU as well as sustainable and profitable growth. By linking to performance indicators such as revenue CAGR and cumulative Adjusted EBITDA, setting a price-based vesting threshold, and incorporating ESG performance targets, the LTIP 2021 ensures that variable Management Board remuneration is measured based on a comprehensive assessment of the overall performance of the Group, taking into account shareholder interests and the interests of ABOUT YOU's other stakeholders.

Linking variable Management Board remuneration to revenue CAGR underscores the long-term growth targets of the Group as one of Europe's fastest-growing online fashion stores. The additional link to cumulative Adjusted EBITDA also creates an incentive for long-term profitable growth. In addition, the relevance of ESG Performance Vesting promotes an environmentally friendly, inclusive and sustainable business model. As the variable remuneration is also based on the share price performance, an incentive is created in the interests of shareholders for sustainable corporate development in line with the capital market.

¹¹ The overachievement of Performance Target does not affect the maximum number of Options attributable to the respective Performance Target.

¹² The overachievement of Performance Target does not affect the maximum number of Options attributable to the respective Performance Target.

Overall, the remuneration system is deliberately based on a performance-related risk-reward profile in the sense of a "pay for performance" approach that links the level of variable Management Board remuneration to the achievement of ambitious performance indicators set by the Supervisory Board. The Current Medium-Term Performance Targets, which are relevant for the revenue CAGR and cumulative Adjusted EBITDA growth performance indicators, assume a revenue CAGR of around 410% over six years and an increase from negative Adjusted EBITDA in FY 2020/2021 to positive Adjusted EBITDA in FY 2026/2027 of EUR 477 million, and thus an extraordinarily good business performance that would justify correspondingly high remuneration. Against this background, the remuneration system offers each Management Board member the opportunity to receive significant variable remuneration over a period of six years, provided the performance and share price targets presented are achieved in full. If, on the other hand, none of the Performance Targets set out in the LTIP 2021 are achieved by at least 85% or the share price does not reach the exercise threshold of EUR 47, each Management Board member will receive only the base remuneration (which is below the market average).

The LTIP 2021 rewards the Management Board's ability, as evidenced by the achievement of the ambitious targets, to anticipate and respond in a timely manner to disruptive developments, industry trends, and customer preferences in the highly competitive online fashion market, particularly considering the ever-increasing importance of sustainability, diversity, and social responsibility in the fashion industry. The Cap ensures the appropriateness of Management Board remuneration even in the event of exceptional business performance, without unduly restricting the incentive effect of the Options.

Overall, the key focus of the remuneration on long-term incentives means that the interests of the members of the Management Board are aligned with those of the shareholders and other stakeholders in the sustainable successful performance of the Group.

The Performance Vesting was not yet applicable according to the functioning of the LTIP 2021.

1.6 Further Disclosures Pursuant to Section 162 (2) No. 1-4 AktG

No member of the Management Board has been promised or granted benefits by a third party in connection with their activities as a member of the Management Board.

In the event of premature termination of service on the Management Board as a result of revocation of the Management Board appointment for good cause within the meaning of Section 84 of the German Stock Corporation Act (AktG), the respective Management Board member shall receive a severance payment equivalent to the base remuneration on a pro rata basis over a period of 24 months, but not exceeding the remaining term of the Management Board employment contract. In the event of termination of the Management Board employment contract by the Company (represented by the Supervisory Board) for good cause in accordance with Section 626 of the German Civil Code (BGB), the Management Board member shall not receive any severance payment. The Company has agreed a contractual and post-contractual non-competition clause with each Management Board member for a period of two years after termination of the Management Board employment contract. During the period of the post-contractual non-competition clause, the Management Board member receives a monthly waiting allowance amounting to half of the monthly base remuneration last received by the respective Management Board member. Any severance payments and amounts pursuant to Section 74c HGB shall be offset against the waiting allowance.

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

1.7 Performance of the 2021 LTIP in FY 2022/2023

The following table shows the performance of the Options granted to members of the Management Board in FY 2022/2023:

Performance of Options under the 2021 LTIP in FY 2022/2023

(per Option)

| | Allocated in FY 2022/2023 | Allocated in FY 2021/2022 | Time Vesting (total) ¹³ | Exercised | Expires | Balance at the end of FY 2022/2023 |
|---------------------------|---------------------------------|---------------------------------|---------------------------------------|-----------|----------|---------------------------------------|
| Tarek Müller | 0 | 1,702,128 | 442,554 | - | - | 1,702,128 |
| Sebastian Betz | 0 | 1,702,128 | 442,554 | - | - | 1,702,128 |
| Hannes Wiese | 0 | 1,702,128 | 442,554 | - | - | 1,702,128 |
| Total | 0 | 5,106,384 | 1,327,662 | - | - | 5,106,384 |

1.8 Remuneration Granted and Owed in FY 2022/2023

In accordance with Section 162 (1) sentence 1 AktG, all fixed and variable remuneration components granted to and owed to individual Management Board members in FY 2022/2023 must be disclosed. The remuneration granted includes remuneration received by the Management Board member in FY 2022/2023 and the remuneration owed includes remuneration due but not yet fulfilled in FY 2022/2023. The following table shows the remuneration granted and owed to Management Board members in FY 2022/2023:

¹³ Number of Options per Management Board member vested under the LTIP 2021 until the end of the FY 2022/2023. After expiry of Tranche 1, target achievement is assessed on the basis of the current or future medium-term Performance Targets. If less than 85% of the respective Performance Targets are achieved, the Options concerned will be forfeited without replacement.

Remuneration Granted and Owed to Members of the Board of Management pursuant to Section 162 AktG
(Amounts in EUR thousand or as % of total remuneration)

| | | Fixed remuneration | | | Variable remuneration | Total remuneration |
|--------------------------------|---------|--------------------|-----------------|----------|-----------------------------|--------------------|
| | | Base remuneration | Fringe benefits | Subtotal | Options granted (LTIP 2021) | |
| Tarek Müller (Co-CEO) | | | | | | |
| 2022/2023 | in kEUR | 270 | 8 | 278 | 0 | 278 |
| | in % | 97.12 | 2.88 | 100 | 0 | 100 |
| 2021/2022 | in kEUR | 270 | 6 | 276 | 7,450.9 | 7,726.9 |
| | in % | 3.5 | 0.1 | 3.6 | 96.4 | 100 |
| Sebastian Betz (Co-CEO) | | | | | | |
| 2022/2023 | in kEUR | 270 | 7 | 277 | 0 | 277 |
| | in % | 97.50 | 2.50 | 100 | 0 | 100 |
| 2021/2022 | in kEUR | 270 | 6 | 276 | 7,450.9 | 7,726.9 |
| | in % | 3.5 | 0.1 | 3.6 | 96.4 | 100 |
| Hannes Wiese (Co-CEO) | | | | | | |
| 2022/2023 | in kEUR | 270 | 12 | 282 | 0 | 282 |
| | in % | 95.78 | 4.22 | 100 | 0 | 100 |
| 2021/2022 | 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 granting Options, the FY 2021/2022 remuneration report discloses – in accordance with the explanatory memorandum to the Act Implementing the EU Directive 2017/828 of the European Parliament and of the Council (ARUG II) – not only the Options that could be exercised but had not yet been exercised, but all Options granted in FY 2021/2022 under the LTIP 2021, as a legal performance obligation was established for these Options during FY 2021/2022 and they were therefore to be regarded as granted. All members of the Management Board were granted 1,702,128 Options each in the past FY 2021/2022, which were given a Grant Date Fair Value in accordance with the provisions of IFRS 2 of EUR 4.377389 per Option. In FY 2022/2023, no Options were granted to the members of the Management Board, which is why the variable remuneration is to be recognized as zero in this respect.

The Previous Remuneration Practice in FY 2022/2023 was in line with the provisions of the Management Board employment contracts. A maximum remuneration is currently not provided for in the

Management Board employment contracts and the maximum amount for fringe benefits of EUR 80,000 was not exceeded.

Information on the achievement of the Cap described in LTIP 2021 is provided when Options have been exercised.

2. REMUNERATION OF THE SUPERVISORY BOARD MEMBERS

2.1 Remuneration System of Supervisory Board Members

Pursuant to Section 113 (3) of the German Stock Corporation Act (AktG), the Annual General Meeting of a listed Company must pass a resolution on the remuneration of the members of the Supervisory Board at least every four years. Such a resolution was adopted by the Annual General Meeting on August 23, 2022. The remuneration system for Supervisory Board members was resolved and approved by a majority of 99.59% of the votes cast.

2.1.1 Overview of the Remuneration of the Supervisory Board

In accordance with the remuneration system for Supervisory Board members and the suggestion of the DCGK, the Supervisory Board members of ABOUT YOU receive only fixed remuneration, the amount of which depends in detail on the tasks assumed on the Supervisory Board or its committees. Variable remuneration components or attendance fees are not granted. There are also no remuneration -related agreements between ABOUT YOU and the members of the Supervisory Board that go beyond the provisions of the Articles of Association.

The currently applicable remuneration for the Supervisory Board is set out in Article 15 of the Articles of Association. The members of the Supervisory Board each receive a fixed annual base remuneration of EUR 70,000. The fixed base remuneration for the Chairperson of the Supervisory Board is EUR 140,000 and for the Deputy Chairperson of the Supervisory Board EUR 100,000. When the deletion of Article 15 (1) sentence 3 of the Articles of Association (old version) resolved at the Annual General Meeting on August 23, 2022 takes effect, any additional remuneration for committee memberships will not be offset against the increased base remuneration of the Supervisory Board Chairperson or Deputy Chairperson, in contrast to the situation presented in the remuneration report 2021/2022. This change became effective upon entry of the amendment to the Articles of Association in the Company's commercial register on September 16, 2022, and therefore applies pro rata from October 2022.

The members concerned each receive an additional annual fixed remuneration of EUR 10,000 if they are a member of a committee. In addition to the remuneration payable in accordance with the above sentence, the Chairperson of the Committee shall receive an annual fixed remuneration of EUR 15,000, i.e., EUR 25,000 in total. For the Chairperson of the Audit Committee, this additional fixed remuneration amounts to EUR 40,000, i.e., EUR 50,000 in total. Supervisory Board members who were not in office for the full financial year receive remuneration on a pro rata basis according to the duration of the time served during the financial year.

The upper limit for the remuneration of Supervisory Board members is the sum of the fixed remuneration, the amount of which depends in detail on the duties assumed on the Supervisory Board or its committees.

ABOUT YOU shall also 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 any value-added tax payable on their fixed remuneration and expenses. In addition, the members of the Supervisory Board are included in a pecuniary damage liability insurance policy (so-called D&O insurance) maintained by ABOUT YOU to cover them against risks arising from their activities on behalf of ABOUT YOU as board members, the premium for which is paid by ABOUT YOU. The insurance conditions do not provide for a deductible for members of the Supervisory Board.

2.1.2 Remuneration Granted and Owed in FY 2022/2023

In accordance with Article 15 (3) of the Articles of Association, the remuneration of the Supervisory Board is payable after the end of each financial year. In order to clarify the wording chosen here, the remuneration granted includes remuneration received by the Supervisory Board member in FY 2022/2023 and the remuneration owed includes remuneration due but not yet fulfilled in FY 2022/2023. According to this understanding of the terms remuneration granted and remuneration owed, the Supervisory Board neither received nor was owed the fixed remuneration for FY 2022/2023 – as it was not due before the end of the financial year. For reasons of transparency, this remuneration, which has been earned but is not yet due and therefore not owed, is nevertheless presented below as earned remuneration. In addition, the table contains the remuneration paid for FY 2021/2022, as this was not granted and due until FY 2022/2023.

The remuneration of the individual Supervisory Board members for FY 2022/2023 in accordance with Section 162 (1) sentence 1 AktG was therefore as set out below:

Remuneration Granted and Owed to Members of the Supervisory Board pursuant to Section 162 AktG (Amounts in EUR thousand or as % of total remuneration)

| | Time in Supervisory Board | | Fixed remuneration | | Total remuneration | Total remuneration earned in FY 2022/2023 ¹⁴ |
|--|---------------------------|---------|--------------------|--|--------------------|---|
| | | | Base remuneration | Additional remuneration for committee work | | |
| Sebastian Klauke¹⁵ | Since March 11, 2021 | in kEUR | 105 | 0 | 105 | 155 |
| | | in % | 100 | - | 100 | 100 |
| Niels Jacobsen¹⁶ | Since March 11, 2021 | in kEUR | 75 | 0 | 75 | 108 |
| | | in % | 100 | - | 100 | 100 |
| Petra Scharner-Wolff¹⁷ | Since March 11, 2021 | in kEUR | 52.5 | 5.8 | 58.3 | 80 |
| | | in % | 90 | 10 | 100 | 100 |
| Christina Johansson¹⁸ | Since June 8, 2021 | in kEUR | 52.5 | 37.5 | 90 | 120 |
| | | in % | 58 | 42 | 100 | 100 |
| Christian Leybold¹⁹ | Since June 8, 2021 | in kEUR | 52.5 | 7.5 | 60 | 80 |
| | | in % | 88 | 12 | 100 | 100 |
| André Schwämmlein | Since June 8, 2021 | in kEUR | 52.5 | 0 | 52.5 | 70 |
| | | in % | 100 | - | 100 | 100 |

¹⁴ (Rounded) remuneration for the period from March 1, 2022 to the end of February 28, 2023; incl. any additional remuneration for committee work and taking into account the amendment to Art. 15.3 of the Articles of Association resolved by the Annual General Meeting on August 23, 2022 and entered in the commercial register on September 21, 2022 (from October 2022).

¹⁵ Chairman of the Supervisory Board, Chairman of the Presidential and Nomination Committee, member of the Audit Committee.

¹⁶ Deputy Chairman of the Supervisory Board, member of the Audit Committee, member of the Presidential and Nomination Committee.

¹⁷ Member of the Audit Committee.

¹⁸ Chair of the Audit Committee.

¹⁹ Member of the Presidential and Nomination Committee.

In addition, travel costs and expenses of EUR 8,204.89 were reimbursed for FY 2022/2023 (previous year: EUR 2,924.00). The total amount granted and owed to the Supervisory Board in FY 2022/2023 amounts to EUR 440,833.34. For FY 2022/2023, reimbursable travel costs and expenses of EUR 8,204.89 were also incurred (for 2021/2022 EUR 2,924.00).

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

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 EARNINGS DEVELOPMENT OF ABOUT YOU

In accordance with Section 162 (1) sentence 2 no. 2 of the German Stock Corporation Act (AktG), the following overview shows the development of the remuneration granted and owed to current and former members of the Management Board and Supervisory Board, as well as the average remuneration of employees of the Group, in comparison with the development of earnings of the Group.

In accordance with the applicable transitional provisions under Section 26j (2) sentence 2 Introductory Act to the German Stock Corporation Act (EgAktG), key figures for the reporting period will be presented regarding employee remuneration from FY 2020/2021. The presentation of annual changes will be further expanded in the coming reporting years and the remuneration report for FY 2025/2026 will cover the full five-year period for the first time in accordance with Section 162 (1) sentence 2 no. 2 AktG.

For the average employee remuneration, the remuneration of employees of ABOUT YOU, ABOUT YOU SE & Co. KG, and SCAYLE Payments²⁰ is referred to in relation to the number of employees on a full-time equivalent (FTE) basis. For the development of average employee remuneration, the regular fixed remuneration in the financial year is considered in each case. Variable remuneration components granted to employees are taken into account to the extent that they accrued in the reporting period in accordance with the definition of remuneration granted and owed.

The earnings development is presented based on ABOUT YOU's annual results according to the German Commercial Code (HGB) and based on the accumulated Adjusted EBITDA and basic and diluted earnings per share of ABOUT YOU, in each case according to IFRS:

²⁰ In addition to ABOUT YOU, the peer group includes those subsidiaries whose business model corresponds to the core business of the Group: SCAYLE Payment has not yet started its operating business in the reporting period and therefore still operates under the name HH22-H385 GmbH and temporarily had one employee in the reporting period.

| | Board membership | 2022/2023 in kEUR | 2021/2022 in kEUR | 2020/2021 in kEUR | Change 2021/2022 vs. 2020/2021 in %. | Change 2022/2023 vs. 2021/2022 in % |
|---|------------------------------------|----------------------|----------------------|----------------------|---|--|
| Management Board member²¹ | | | | | | |
| Tarek Müller | Since March 11, 2021 ²² | 278 | 7,726.9 | 276 | 2,699.6 | (99.28) |
| Sebastian Betz | Since March 11, 2021 ²³ | 277 | 7,726.9 | 276 | 2,699.6 | (99.63) |
| Hannes Wiese | Since March 11, 2021 ²⁴ | 282 | 7,726.9 | 276 | 2,699.6 | (97.87) |
| Supervisory Board member²⁵ | | | | | | |
| Sebastian Klauke | Since March 11, 2021 | 105 | 0 | – | – | – |
| Niels Jacobsen | Since March 11, 2021 | 75 | 0 | – | – | – |
| Petra Scharner-Wolff | Since March 11, 2021 | 53,3 | 0 | – | – | – |
| Christina Johansson | Since June 8, 2021 | 90 | 0 | – | – | – |
| Christian Leybold | Since June 8, 2021 | 60 | 0 | – | – | – |
| André Schwämmlein | Since June 8, 2021 | 70 | 0 | – | – | – |
| Employees | | | | | | |
| Average ²⁶ (in kEUR) | | 74.14 ²⁷ | 53.3 | 52.1 | 2.3 | 28.1 |
| Earnings development | | | | | | |
| Annual results of ABOUT YOU according to German Commercial Code (HGB) (in mEUR) | | (1.5) | (43.1) | (5.3) | 713.2 | (96.5) |
| Adjusted EBITDA of the Group (in mEUR) | | (137.0) | (66.9) | (35.5) | 88.5 | 104.8 |
| Basic earnings per share of the Group (in EUR) | | (1.34) | (0.77) | (0.42) | 83.3 | 74.4 |
| Diluted earnings per share of the Group (in EUR) | | (1.34) | (0.77) | (0.42) | 83.3 | 74.4 |

²¹ The presentation of Management Board remuneration includes the full grant date fair value of Options in accordance with IFRS 2 in respect of 1,702,128 Options granted per Management Board member.

²² Former Managing Director at ABOUT YOU Holding GmbH.

²³ Former Managing Director at ABOUT YOU Holding GmbH.

²⁴ Former Managing Director at ABOUT YOU Holding GmbH.

²⁵ The Supervisory Board remuneration presented here includes the remuneration earned for the respective financial year indicated, which was not due and thus not paid until the end of the financial year indicated.

²⁶ Average gross annual salary (including employer contributions to social security) of all permanent employees of ABOUT YOU, ABOUT YOU SE & Co. KG and SCAYLE Payments on a full-time equivalent basis. Variable remuneration components that have not yet accrued are not shown.

²⁷ The deviation in average remuneration compared with the previous year is partly due to the fact that in FY 2022/2023 it was possible for the first time to exercise virtual stock Options under various employee stock option programs and shares were granted to employees accordingly. The values presented include all payments resulting from the exercise of virtual stock Options and the granting of shares.