



ABOUT YOU[©]

Further details on shareholders' rights pursuant to Article 56 of the SE Regulation, Section 50 (2) of the SE Implementation Act, Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG, partly in conjunction with COVMG

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

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

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

Upon receipt of the request, agenda additions to be made public will promptly be published in the Federal Gazette and provided for publication pursuant to Section 121 (4a) AktG to media which can reasonably be expected to disseminate the information throughout the European Union. In addition, they are made accessible to shareholders under annualgeneralmeeting.aboutyou.com. The amended agenda is further announced pursuant to Section 125 (1) sentence 3 AktG. The draft resolution made public by way of an admissible amendment to the agenda will be put to the vote during the Annual General Meeting.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based are as follows:

Article 56 of the Council Regulation on the Statute for a European Company (SE Regulation)

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 para. 2 of the German SE Implementation Act (SEAG)

- (2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5% of the share capital or represent an amount of the share capital corresponding to EUR 500,000.

Section 122 of the German Stock Corporation Act: Convening a meeting upon the request of a minority

- (1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting is to depend on another form and on holding a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the managing board regarding their request is made. Section 121 para. 7 shall apply correspondingly.
- (2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than 500,000 Euro, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the Company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.
- (3) If any such request is not complied with, the court may authorise the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorisation. An appeal may be made against the decision of the court. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.
- (4) The Company shall bear the costs of the general meeting and, in the case of paragraph (3), also the court costs if the court grants the application.

Section 124 of the German Stock Corporation Act: Publication of requests for supplements; proposals for resolutions (excerpt)

- (1) If the minority has requested pursuant to Section 122 para. 2 that items shall be added to the agenda, these items shall be published either upon convening the meeting or immediately following receipt of the request. Section 121 para. 4 shall apply analogously; moreover, Section 121 para. 4a shall apply analogously to public companies. Publication and submission shall be made in the same way as applicable for convening the meeting.

Section 121 of the German Stock Corporation Act: General provisions (excerpt)

- (4) The convening of the general meeting shall be published in the company's journals. If the shareholders of the Company are known by name, the shareholders' meeting may be convened by registered letter, unless the articles of association provide otherwise; the day of dispatch shall be considered the day of publication. A notification to those registered in the shareholders' register is sufficient.
- (4a) In case of public companies which have not exclusively issued registered shares or which do not send the convention directly to the shareholders pursuant to para. 4 sentence 2, the notice shall, at the latest on the date of announcement, be furnished to such suitable media as may be expected to disseminate the information throughout the European Union.

- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

Section 70 of the German Stock Corporation Act: Computation of the period of shareholding

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an enterprise operating pursuant to § 53 paragraph 1 sentence 1 or § 53b paragraph 1 sentence 1 or paragraph 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Savings Bank Act.

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

Unless provided otherwise, the exercise of voting rights by way of absentee voting does not entail rights related to participation. Accordingly, shareholders and their representatives cannot file counter-motions or offer alternative nominations during the Annual General Meeting. However, shareholders' motions or nominations that are to be made public pursuant to Section 126 or Section 127 AktG are deemed to have been submitted during the Annual General Meeting pursuant to Section 1 (2) sentence 3 COVMG if the person filing such motion or making such nomination (shareholder or representative) is properly legitimized and registered for the Annual General Meeting.

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

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

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

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

The relevant sections of the COVMG and the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

Section 1 COVMG (...) (excerpt)

- (2) The management board can decide that the annual meeting of shareholders is to be held as a virtual meeting without the physical presence of the shareholders or their authorised representatives, provided that

1. [...],

...

Motions and nominations from shareholders that must be made available pursuant to § 126 or § 127 of the German Stock Corporation Act are considered submitted during the meeting if the shareholder who submits the motion or nomination has been properly legitimated and registered for the shareholders' meeting.

Article 53 SE Regulation

Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.

Section 126 of the German Stock Corporation Act: Propositions by shareholders

- (1) Information on shareholders propositions, including the respective shareholder's name, as well as the underlying reasons for the proposition and statements, if any, by the Management need only be given to the beneficiaries pursuant to section 125 para. 1 through 3, if the shareholder submits to the company at the address specified his counter-application stating the reasons for it to a proposal of the management board and the supervisory board concerning a specific agenda item at the latest 14 days prior to the general meeting. The day of the receipt is not counted. Public companies have to publish the propositions on their webpage. Section 125 para. 3 applies accordingly.
- (2) Information on a counter-application and the reasons therefor need not be given, if:
1. the management board would by reason of giving such information become criminally liable;
 2. the counter-application would result in a resolution of the general meeting which would be unlawful or in breach of the articles of association;
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are defamatory;
 4. a counter-application of such shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to section 125;
 5. the same counter-application of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter-application;
 6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
 7. within the past two years at two general meetings the shareholder failed to move or cause to be moved on his behalf a counter-application communicated by him.

The statement of grounds need not be communicated if it exceeds 5,000 figures.

- (3) If several shareholders make counter-applications in respect of the same resolution, the management board may combine such counter-applications and their statements of grounds.

Section 127 sentences 1 to 3 of the German Stock Corporation Act: Nominations by shareholders

Section 126 shall apply analogously to nomination by a shareholder for election of supervisory board members or auditors. Such nomination need not be supported by statement of grounds. Nor need the management board give notice of such nomination if it fails to contain the particulars required by section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

Section 124 of the German Stock Corporation Act: Publication for requests for supplements; proposals for resolutions (excerpt)

- (3) ...The nomination for the election of supervisory board members or auditors shall state their name, profession and domicile. ...

Section 125 of the German Stock Corporation Act: Communications to shareholders and Members of the Supervisory Board (excerpt)

- (1) ...In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises shall be added.

Section 137 of the German Stock Corporation Act: Voting on nomination made by shareholders

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

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

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

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

Submitted questions will be answered during the Annual General Meeting.

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

The relevant sections of the COVMG and the German Stock Corporation Act are as follows:

Section 1 COVMG (...) (excerpt)

- (2) The management board can decide that the annual meeting of shareholders is to be held as a virtual meeting without the physical presence of the shareholders or their authorised representatives, provided that
1. [...],
 2. [...],
 3. the shareholders are granted a right to raise questions by way of electronic communication,
 4. [...].

The management board is at liberty to decide after due consideration and at its discretion how it answers questions; it may also stipulate that questions submitted electronically shall be received no later than one day before the shareholders' meeting.

Section 131 of the German Stock Corporation Act: Shareholders right to information

- (1) Each shareholder shall upon request be provided with information at a general meeting by the management board regarding the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any connected enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code (*Handelsgesetzbuch*), each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form which would have been used if such simplified procedures were not applied. The disclosure obligation of the management board of the parent company (Section 290 (1), (2) of the German Commercial Code) in the general meeting, to which the consolidated financial statements and the consolidated management report is presented, also extends to the situation of the

consolidated group of companies and of the enterprises included in the consolidated financial statements.

- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the by-laws according to Section 129 can authorise the chairperson to set appropriate time limits in regards to shareholder's right to ask questions and speak and to make other determinations in this matter.
- (3) The Management Board may refuse to provide information:
 1. to the extent that providing such information is, according to sound business judgement, likely to cause not insignificant damage to the Company or a connected enterprise;
 2. to the extent that such information relates to tax valuations or the amount of individual taxes;
 3. on the difference between the value at which items are shown in the annual balance sheet and the higher value of such items, unless the general meeting is to determine the annual financial statements;
 4. on methods of arriving at balances and valuation, if disclosure of such methods in the notes suffices to provide a factually accurate picture of the condition of the company's assets, financial position and profitability within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the general meeting is to determine the annual financial statements;
 5. insofar as provision of the information would render the management board criminally liable;
 6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the accounting and valuation methods applied and on offsetting carried out in the annual financial statements, management report, consolidated financial statements or group management report;
 7. insofar as such information is available on the webpage of the Company at least for a period of seven days prior to the general meeting and throughout the general meeting.

Provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder, by reason of his status as a shareholder, outside the general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The management board may not refuse to provide such information on the grounds of (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary enterprise (Section 290 (1) and (2) of the German Commercial Code) an enterprise with common management (Section 310 (1) of the German Commercial Code) or an associated enterprise (section 311 (1) of the German Commercial Code) discloses the information to a parent enterprise (Section 290 (1) and (2) of the German Commercial Code) for the purposes of inclusion of the information in the consolidated financial statements of the parent enterprise and the information is necessary for that purpose.
- (5) A shareholder who has been denied information may request that his question, and the reason for which the information was denied, be recorded in the minutes of the meeting.

4. Option to make video submissions related to agenda

Since the Annual General Meeting is held virtually and shareholders and their representatives cannot attend in person, they will not have the option of commenting on the agenda during the Annual General Meeting. This is why the ABOUT YOU Management Board decided with the Supervisory Board's approval that shareholders or representatives eligible to participate be given an option that goes beyond COVMG requirements and is thus extended on a voluntary basis to submit video statements related to the agenda prior to the Annual General Meeting:

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

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

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

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

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

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

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

Hamburg, July 2022

ABOUT YOU Holding SE

Management Board