



ABOUT YOU[®]

Convocation of the
**ANNUAL GENERAL
MEETING 2024**

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 28, 2024, at 10:00 a.m. CEST.**

The Annual General Meeting will be held as a virtual Annual General Meeting. A physical presence of 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 more 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 Art. 9 (1), Art. 52 and Art. 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 adopted annual financial statements of ABOUT YOU Holding SE as of February 29, 2024, the approved consolidated financial statements as of February 29, 2024 and the combined management report for ABOUT YOU Holding SE and the Group for the FY 2023/2024, 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 29, 2024; 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 only to be made available to the Annual General Meeting in accordance with 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 the FY 2023/2024 be each granted approval for their actions in FY 2023/2024.

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 FY 2023/2024 be each granted approved for their actions in FY 2023/2024.

4. Approval of the Remuneration Report

The Management Board and Supervisory Board have prepared a Remuneration Report in accordance with Section 162 AktG for the FY 2023/2024, 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) AktG, the Remuneration Report was audited by the auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, Germany, to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) 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 the FY 2023/2024 be approved.

5. Election of the Auditor of the Sustainability Report for the FY 2024/2025

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to the Annual General Meeting that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, Germany, be elected as the auditor of the Sustainability Report for the financial year ending February 28, 2025 (FY 2024/2025).

The election of the auditor of the Sustainability Report takes place against the background of the new rules on sustainability reporting, which the EU Directive on Sustainability Reporting (Directive (EU) 2022/2464; so-called **Corporate Sustainability Reporting Directive**) provides for companies such as

ABOUT YOU for the first time for the FY 2024/2025 and which also include a mandatory audit of the Sustainability Report. The German legislator is obliged to transpose the requirements of the directive into national law by the beginning of July 2024.

BDO AG Wirtschaftsprüfungsgesellschaft had already audited the previous non-financial report for the FY 2023/2024.

On June 23, 2023, the Annual General Meeting of ABOUT YOU had already elected BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, as auditor and group auditor for the financial year ending on February 28, 2025 (FY 2024/2025) and as auditor 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, as well as any additional interim financial information for the FY 2024/2025 and the first quarter of the FY 2025/2026. A resolution by the Annual General Meeting on June 28, 2024 on the election of the auditor of the financial statements and consolidated financial statements for the FY 2024/2025 is therefore not required.

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 value share grants one vote at the Annual General Meeting. ABOUT YOU holds 11,666,756 treasury shares at the time of convening. ABOUT YOU is not entitled to any rights from this. The total number of shares with voting rights is therefore 174,486,731.

2. Virtual Shareholder Meeting and Exercisable Shareholder rights

On the basis of Section 17 (8) of the Articles of Association in conjunction with Section 118a AktG, the Management Board has decided to hold the Annual General Meeting as a virtual Annual General Meeting without physical presence of shareholders or their proxies (with the exception of the proxies appointed by ABOUT YOU).

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 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 7. and 8.). Furthermore, it is also possible to entrust the proxies appointed by ABOUT YOU to exercise voting rights in accordance with instructions (for further details, see below under 9.). 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.
- 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 5. and 10. 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 5., 11. and 12. below).

- Shareholders who are electronically connected to the Annual General Meeting or their proxies have the right to request information and to make inquiries at the Annual General Meeting by means of electronic communication (for further details, see 13. 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 14. 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 21, 2024; 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).

Shareholders are requested 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 those shareholders of ABOUT YOU at the close of business on the 22nd day before the Annual General Meeting, i.e. on June 6, 2024, 24:00 CEST (record date), who register for the Annual General Meeting are entitled to participate in the virtual Annual General Meeting and, in particular, to exercise their voting rights and other exercisable shareholder rights. The registration must be received by the registration office named below by June 21, 2024, 24:00 CEST at the latest, together with proof of share ownership issued by the custodian bank or financial services institution on the record date. The registration and proof of shareholding must be in text form and must be submitted in German or English.

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 they send their registration and proof of share ownership 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 own 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

For duly registered shareholders or their proxies, the entire Annual General Meeting will be broadcast live in audio and video via the Shareholder Portal (available 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.

6. Shareholder Portal

The company provides an Internet-based and password-protected Annual General Meeting system (Shareholder Portal) on its website at annualgeneralmeeting.aboutyou.com for the purpose of participating in the virtual Annual General Meeting and exercising shareholder rights. After registering for the Annual General Meeting in due time, shareholders will receive a confirmation of registration containing the access data for the Shareholder Portal. Shareholders can use this access data to log in to the Shareholder Portal and exercise their shareholder rights in connection with the virtual Annual General Meeting in accordance with the following information.

7. Procedure for Voting by Electronic Postal Vote

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

8. Votes may be cast by electronic postal vote exclusively via the Shareholder Portal. The postal vote can be cast from June 7, 2024 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 debate. Until this time, votes cast can be changed or revoked via the Shareholder Portal. **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 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 post or e-mail to the address of the Annual General Meeting.

Address of the Annual General Meeting:

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 transmission 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 post or by e-mail to the above Annual General Meeting address are requested to use the forms provided by ABOUT YOU for this purpose and which can 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 in text form. Proof of an authorization granted internally can be provided by sending proof by post or 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 request of the shareholders.

In order to ensure that 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 power of attorney issued directly to ABOUT YOU by post or e-mail or proof of a power of attorney issued to the representative must be received at the above Annual General Meeting address no later than 27 June 2024, 24:00 hours CEST (receipt by ABOUT YOU).

9. 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 for which they have received instructions. Please also note that the proxies do 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 must be issued via the Shareholder Portal.

Shareholders who wish to authorize the proxies nominated 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.

The Shareholder Portal can be used to amend and revoke proxies and instructions already issued via the Shareholder Portal even 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.

Further information on the use of the Shareholder Portal and on issuing proxies and instructions as well as the corresponding information for issuing a power of attorney can be found on the registration

confirmation sent to the shareholders after proper registration and is also available at annualgeneralmeeting.aboutyou.com.

10. 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 22, 2024, 24:00 CEST.

Statements must be submitted in text form in German via the Shareholder Portal. They may comprise a maximum of 10,000 characters (including spaces).

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 23, 2024, 24:00 CEST, stating the name of the submitting shareholder.

ABOUT YOU will not make a statement accessible if it comprises more than 10,000 characters (including spaces) or 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 accessible 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, election proposals, 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.

11. 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 at the latest.

Pursuant to Section 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 microphone and 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 election proposals (see 12. below) as well as questions and follow-up questions (see 13. below) may be submitted while speaking. Further details on the respective exercisable shareholder rights can be found below.

12. 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 on the agenda in advance of the Annual General Meeting. Further details can be found below under 15.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.

13. 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 at the Annual General Meeting can only be exercised by means of video communication. In this case, the above statements on exercising the right to speak (see 11.) apply accordingly.

Further details on the right to information can be found below under 15.c.

14. 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 object to a resolution of the Annual General Meeting by means of electronic communication via the Shareholder Portal during the Annual General Meeting.

15. Shareholder Rights Pursuant to Art. 56 SE Regulation, Section 50 (2) SE Implementation Act, Sections 122 (2), 126 (1), 127, 131 (1) AktG

a. Request for Addition to the Agenda Pursuant to Art. 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 28, 2024, 24:00 CEST. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Please send such requests to the following address:

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

Additions to the agenda that are 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 in such media as can be expected to disseminate 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 part of an admissible 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 on 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 the June 13, 2024, 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 from 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 the auditor of the Sustainability Report) pursuant to Section 127 AktG, the above statements including the deadline for making the nomination accessible (receipt no later than June 13, 2024, 24:00 CEST) apply accordingly; the nomination does not have to be substantiated. The Management Board does not need to make the nomination accessible in accordance with Section 127 sentence 3 AktG even if the nomination does not contain the name, profession and place of residence of the proposed person.

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

c. Right to Information pursuant to Sections 131 (1), 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.

It is intended that the chairman of the meeting will determine that the aforementioned right to information and to ask questions at the Annual General Meeting can only be exercised by means of video communication.

The right to information includes the right to request information from the Management Board about matters concerning the Company, insofar as the information is necessary for a proper assessment of the agenda (see Section 131 (1) AktG). The right to information also extends to the legal and business relationships of ABOUT YOU with affiliated companies. Since 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 convened herewith, 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) AktG shall apply. This applies in particular insofar as the provision of the information would, according to reasonable commercial judgment, be likely to cause ABOUT YOU or an affiliated company a not insignificant disadvantage, or insofar as the Management Board would make itself liable to prosecution by providing the information.

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

Further information on the rights of shareholders pursuant to Art. 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 accessible 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.

16. Privacy Information

As the controller within the meaning of Art. 4 No. 7 of Regulation (EU) 2016/679 of April 27, 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, notification of whether access was successful, type of web browser and operating system used, IP address of the requesting device, access data (e.g. access code) and session ID, acknowledgement and acceptance of the terms of use), submitted contributions (e.g. statements) and administrative data (e.g. third-party authorizations, registration confirmation number) on the basis of the applicable data protection regulations in order to enable shareholders and proxies to exercise their rights at 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 as follows:

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 when registering for the Annual General Meeting, in particular for 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 October 8, 2001 on the Statute for a European company (SE) in

conjunction with the German Stock Corporation Act (AktG). The processing of shareholders' personal data is mandatory for the organization 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 registration on the Shareholder Portal, the video and audio transmission of the Annual General Meeting and the exercise of the exercisable rights of shareholders via the Shareholder Portal.

The shareholders' personal data is processed for the purpose of preparing, conducting and handling the Annual General Meeting, in particular for communication with the shareholders and for preparing the minutes of the Annual General Meeting as well as for fulfilling the company's obligations under the German Stock Corporation Act after the Annual General Meeting has been held.

The legal basis for processing is Art. 6 para. 1 lit. c) GDPR.

The personal data is also processed for statistical purposes, e.g. to present 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 the observation of developments in the company structure in accordance with Art. 6 para. 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 is necessary for the execution of the commissioned service.

ABOUT YOU uses the service provider Computershare Deutschland GmbH & Co KG, Elsenheimerstraße 61, 80687 Munich, Germany, to conduct the Annual General Meeting. Computershare Deutschland GmbH & Co KG acts as ABOUT YOU's processor within the meaning of Art. 28 GDPR and is therefore bound by ABOUT YOU's instructions.

Other third parties commissioned in the context of 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 countermotions and nominations. ABOUT YOU must call shareholders or proxies by name if they wish to make their contributions via video communication. ABOUT YOU reserves the right to mention shareholders by name when answering questions, provided that they have previously consented to being mentioned by name. Personal data of shareholders or proxies will also be published or made available to other shareholders and proxies in the event of motions for additions to the agenda, countermotions, nominations or submitted questions or statements as well as submitted objections within the framework of the statutory provisions under certain conditions.

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 countermotions and nominations by shareholders, please refer to the explanations under sections 13 and 15.b.

There are no plans to transfer personal data 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 to provide evidence and/or retain data (in accordance with 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 collection 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 further processing of the data is still necessary for the processing of motions, decisions or legal proceedings in relation to the Annual General Meeting.

Shareholders and proxies have the rights set out in Chapter III GDPR, namely the right of access pursuant to Art. 15 GDPR, the right to rectification of inaccurate or incomplete personal data without undue delay pursuant to Art. 16 GDPR, the right to erasure of personal data without undue delay pursuant to Art. 17 GDPR, the right to restriction of processing of personal data pursuant to Art. 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 Art. 20 GDPR (right to data portability).

Insofar as the processing of personal data is based on a legitimate interest of ABOUT YOU pursuant to Art. 6 (1) lit. f), 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 using the following contact details:

ABOUT YOU Holding SE
-Data Protection Officer -
Domstraße 10
20095 Hamburg
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In addition, shareholders and proxies have the right to lodge a complaint pursuant to Art. 77 GDPR, in particular with the data protection supervisory authority responsible for the place of residence or permanent abode of the shareholders 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 2024

ABOUT YOU Holding SE

The Management Board

III. Attachments

Documents Relating to Agenda Item 4: Remuneration Report and Auditor's report

1. PREAMBLE

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 "**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 system is based on the requirements of the German Stock Corporation Act² (**AktG**) and the recommendations of the German Corporate Governance Code (**CGGC**).

The Remuneration Report for the past financial year of 2022/2023 was approved by the Annual General Meeting on June 23, 2023 with a majority of 99,10% of the votes cast. The remuneration report 2023/2024 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.

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.

2. REMUNERATION OF THE MANAGEMENT BOARD MEMBERS

2.1 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 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**. Due to the approval of the remuneration report for the past FY 2022/2023 by the Annual General Meeting on June 23, 2023, there was no reason to amend the remuneration system, its implementation or the way in which it is reported.

In accordance with Section 26j (1) of the Introductory Act to the German Stock Corporation Act (EAGAktG) and in line with the Rationale to the German Corporate Governance Code (GCGC) (Begründung zum DCGK), the Management Board employment contracts already concluded with the current Co-CEOs Sebastian Betz, Tarek Müller, and Hannes Wiese (see **section 2.2**) 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 2023/2024 will follow the Previous Remuneration Practice exclusively.

2.2 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.

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.

2.3 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**").

2.3.1 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).

2.3.2 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.

2.3.3 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.

2.4 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 2023/2024.

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 2023/2024.

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:

2.4.1 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**").

2.4.2 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 2.4.3**). 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").

2.4.3 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 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:

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.

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.

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) by 80% in calendar year 2025 compared to the corresponding 2019 baseline as defined in the Sustainability Report 2021. ⁶
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.

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.

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 the Investor Relations Website under **Financial Publications**

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.

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.

2.4.4 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 June 30, 2029 forfeit without replacement.

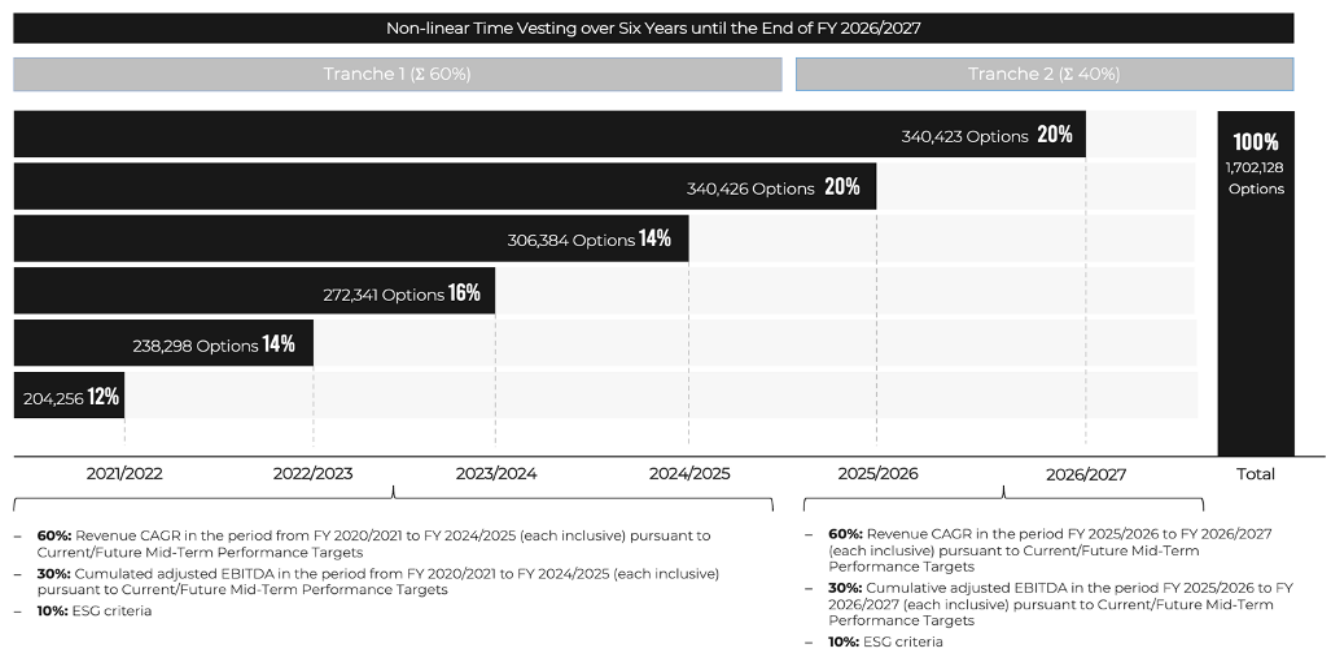
Options may only be exercised within certain exercise windows of two weeks defined in more detail in the LTIP 2021 terms and conditions, which are in each case after the publication of the (preliminary) financial figures for a financial year, half-year, or quarter. Exercise is not possible within certain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

2.4.5 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

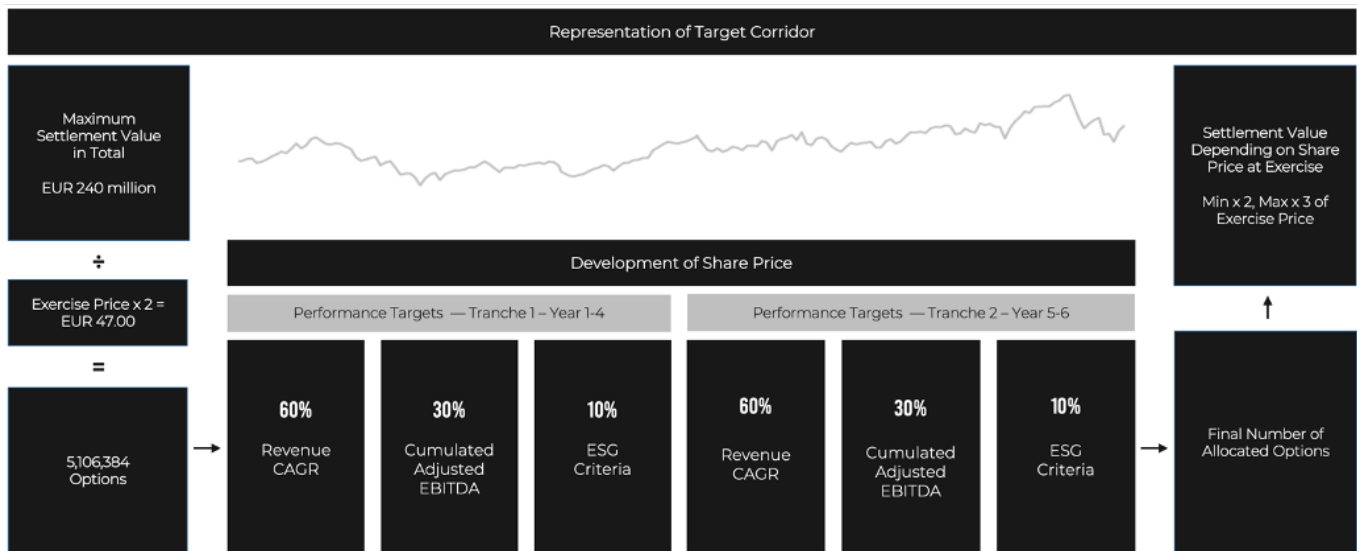
(Figures per Management Board member in units or %)



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 %)



2.4.6 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.

2.4.7 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.

2.4.8 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.

2.4.9 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.

2.4.10 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 2023/2024.

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.

2.4.11 Further Conditions

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

2.4.12 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		53	
Settlement value per Option	23.5		29.5	
Settlement value tranche in EUR		21,191,807		18,156,996
Total settlement value in EUR				<u>39,348,803</u>

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

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		55	
Settlement value per Option	0 ¹⁰		31.5	
Settlement value tranche in EUR		0		13,596,818
Total settlement value in EUR				13,596,818

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	63.0		70.0	
Settlement value per Option	39.5		46.5	
Settlement value tranche in EUR		40,017,511		30,868,102
Total settlement value in EUR				<u>70,885,613</u>

2.5 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,

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.

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.

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.

2.6 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.

2.7 Remuneration of the Management Board Members in FY 2023/2024

2.7.1 Performance of the 2021 LTIP in FY 2023/2024

The following table shows the performance of the Options granted to members of the Management Board in FY 2023/2024:

Performance of Options under the 2021 LTIP in FY 2023/2024

(per Option)

	Allocated in FY 2023/2024	Allocated in FY 2021/2022	Time Vesting (total) ¹³	Exercised	Expired	Balance at the end of FY 2023/2024
Tarek Müller	0	1,702,128	714,895	–	–	1,702,128
Sebastian Betz	0	1,702,128	714,895	–	–	1,702,128
Hannes Wiese	0	1,702,128	714,895	–	–	1,702,128
Total	0	5,106,384	2,144,685	–	–	5,106,384

2.7.2 Remuneration Granted and Owed in FY 2023/2024

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 2023/2024 must be disclosed. The remuneration granted includes remuneration received by the Management Board members in FY 2023/2024 and the remuneration owed includes remuneration due but not yet fulfilled in FY 2023/2024. The following table shows the remuneration granted and owed to Management Board members in FY 2023/2024:

¹³ Number of Options per Management Board member vested under the LTIP 2021 until the end of the FY 2023/2024. 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 thousands or as % of total remuneration)

		Fixed remuneration			Variable remuneration	Total remuneration
		Base remuneration	Fringe benefits	Subtotal	Options granted (LTIP 2021)	
Tarek Müller (Co-CEO)						
2023/2024	2023/2024	2023/2024	2023/2024	2023/2024	2023/2024	2023/2024
	in %	97.9	2.1	100	0	100
2022/2023	2022/2023	2022/2023	2022/2023	2022/2023	2022/2023	2022/2023
	in %	97.1	2.9	100	0	100
Sebastian Betz (Co-CEO)						
2023/2024	2023/2024	2023/2024	2023/2024	2023/2024	2023/2024	2023/2024
	in %	97.9	2.1	100	0	100
2022/2023	2022/2023	2022/2023	2022/2023	2022/2023	2022/2023	2022/2023
	in %	97.5	2.5	100	0	100
Hannes Wiese (Co-CEO)						
2023/2024	2023/2024	2023/2024	2023/2024	2023/2024	2023/2024	2023/2024
	in %	97.8	2.2	100	0	100
2022/2023	2022/2023	2022/2023	2022/2023	2022/2023	2022/2023	2022/2023
	in %	95.7	4.3	100	0	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. No options were allocated to the members of the Executive Board in either the FY 2022/2023 or FY 2023/2024 financial years, which is why the variable remuneration is to be set at zero.

The Previous Remuneration Practice in FY 2023/2024 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.

3. REMUNERATION OF THE 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.

3.1 Remuneration System of Supervisory Board Members

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.

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.

3.2 Remuneration Granted and Owed in FY 2023/2024

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 2023/2024 and the remuneration owed includes remuneration due but not yet fulfilled in FY 2023/2024. 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 2023/2024 – 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 2022/2023, as this was not granted and due until FY 2023/2024.

The remuneration of the individual Supervisory Board members for FY 2023/2024 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 2023/2024
			Base remuneration	Additional remuneration for committee work		
Sebastian Klauke ¹⁴	Since March 11, 2021	in kEUR	140	14.6	154.6	155
		in %	91	9	100	100
Niels Jacobsen ¹⁵	Since March 11, 2021	in kEUR	100	8.3	108.3	108
		in %	92	8	100	100
Petra Scharner-Wolff ¹⁶	Since March 11, 2021	in kEUR	70	10	80	80
		in %	88	12	100	100
Christina Johansson ¹⁷	Since June 8, 2021	in kEUR	70	50	120	120
		in %	58	42	100	100
Christian Leybold ¹⁸	Since June 8, 2021	in kEUR	70	10	80	80
		in %	88	12	100	100
André Schwämmlein	Since June 8, 2021	in kEUR	70	0	70	70
		in %	100	–	100	100

¹⁴ Chairman of the Supervisory Board, Chairman of the Executive and Nomination Committee, member of the Audit Committee. (Commercially rounded) remuneration for the period from March 1, 2022 to the end of February 28, 2023; including any additional remuneration for committee work and taking into account the amendment to Article 15.3 of the Articles of Association (from October 2022) resolved by the Annual General Meeting on August 23, 2022 and effective upon registration on September 21, 2022.

¹⁵ Deputy Chairman of the Supervisory Board, member of the Audit Committee, member of the Executive and Nomination Committee. (commercially rounded) remuneration for the period from March 1, 2022 to the end of February 28, 2023; including any additional remuneration for committee work and taking into account the amendment to Article 15.3 of the Articles of Association resolved by the Annual General Meeting on August 23, 2022, which became effective upon entry in the commercial register on September 21, 2022 (from October 2022).

¹⁶ Member of the Audit Committee.

¹⁷ Chairwoman of the Audit Committee.

¹⁸ Member of the Presiding and Nomination Committee.

In addition, travel costs and expenses of EUR 8,119.57 were reimbursed for FY 2023/2024 (Previous Year: EUR 8,204.89). The total amount granted and owed to the Supervisory Board in FY 2023/2024 amounts to EUR 612,916.67.

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

4. 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 Payments¹⁹ 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:

¹⁹ 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 five employees in the reporting period.

	Board membership	2023/2024 in kEUR	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 %	Change 2023/2024 vs. 2022/2023 in %
Management Board member²⁰								
Tarek Müller	Since March 11, 2021 ²¹	276	278	7,727	276	2,699.6	(96.4)	(0.7)
Sebastian Betz	Since March 11, 2021 ²²	276	277	7,727	276	2,699.6	(96.4)	(0.4)
Hannes Wiese	Since March 11, 2021 ²³	276	282	7,727	276	2,699.6	(96.4)	(2.1)
Supervisory Board member²⁴								
Sebastian Klauke	Since March 11, 2021	155	155	105	–	100.0	47.6	0.0
Niels Jacobsen	Since March 11, 2021	108	108	75	–	100.0	44.0	0.0
Petra Scharner-Wolff	Since March 11, 2021	80	80	58	–	100.0	37.2	0.0
Christina Johansson	Since June 8, 2021	120	120	90	–	100.0	33.3	0.0
Christian Leybold	Since June 8, 2021	80	80	60	–	100.0	33.3	0.0
André Schwämmlein	Since June 8, 2021	70	70	53	–	100.0	33.3	0.0
Employees								
Average (in kEUR) ²⁵		74.1	74.1 ²⁶	53.3	52.1	2.3	39.0	0.0
Earnings development								
Annual results of ABOUT YOU according to German Commercial Code (HGB) (in mEUR)		(696.9)	(1.5)	(43.1)	(5.3)	713.2	(96.5)	(56.5)
Adjusted EBITDA of the Group (in mEUR)		3.2	(137.0)	(66.9)	(35.5)	88.5	104.8	(102.3)
Basic earnings per share of the Group (in EUR)		(0.65)	(1.34)	(0.77)	(0.42)	83.3	74.0	(51.5)
Diluted earnings per share of the Group (in EUR)		(0.65)	(1.34)	(0.77)	(0.42)	83.3	74.0	(51.5)

²⁰ 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.

²¹ Former Managing Director at ABOUT YOU Holding GmbH.

5. REPORT OF THE AUDITOR

To ABOUT YOU Holding SE, Hamburg

Report on the Audit of the Remuneration Report

We have audited the enclosed Remuneration Report of ABOUT YOU Holding SE, Hamburg, for the Financial Year from March 1, 2023 to February 29, 2024, prepared in accordance with Section 162 of the German Stock Corporation Act (AktG), including any related disclosures.

Responsibility of the legal representatives and the Supervisory Board

The legal representatives and the Supervisory Board of ABOUT YOU Holding SE are responsible for the preparation of the Remuneration Report, including any related disclosures, in accordance with the requirements of Section 162 AktG. The legal representatives and the Supervisory Board are further responsible for any internal control they have determined to be necessary to enable the preparation of a Remuneration Report that is free from material misstatement, whether due to fraud or error.

Responsibility of the Auditor

It is our responsibility to express an opinion on the Remuneration Report, including any related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit in a way that allows for reasonable assurance about whether the Remuneration Report, including any related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Remuneration Report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the Remuneration Report, whether due to fraud or error. This includes the assessment of the risks of material misstatement of the Remuneration Report, whether due to fraud or error, including any related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not to express an opinion on the effectiveness of the company's internal control system. An audit also includes assessing the accounting principles used and the reasonableness of accounting estimates made by legal representatives and the Supervisory Board, as well as evaluating the overall presentation of the Remuneration Report, including any related disclosures. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

²² Former Managing Director at ABOUT YOU Holding GmbH.

²³ Former Managing Director at ABOUT YOU Holding GmbH.

²⁴ 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.

²⁵ 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.

²⁶ 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.

Audit Opinion

In our opinion based on the findings of our audit, the Remuneration Report for the Financial Year from March 1, 2023 to February 29, 2024, including any related disclosures, complies in all material respects with the accounting provisions pursuant to Section 162 AktG.

Other Matters - Formal audit of the Remuneration Report

The substantive audit of the Remuneration Report described in this auditor's report includes the formal audit of the Remuneration Report required by Section 162 (3) AktG, including the issue of an auditor's report on this audit. Since we express an unreserved opinion on the content of the Remuneration Report, this opinion includes that the disclosures pursuant to Section 162 (1) and (2) AktG have been made in all material respects in the Remuneration Report.

Information on the limitation of liability

The mandate, in the performance of which we provided the aforementioned services for ABOUT YOU Holding SE, was based on the General Engagement Terms for Auditors and Auditing companies (AAB) in the version dated January 1, 2017. By acknowledging and using the information contained in this audit opinion, each recipient confirms that he/she has taken note of the provisions contained therein (including the limitation of liability to EUR 4 million for negligence in Section 9 AAB) and acknowledges their validity in relation to us.

Hamburg, May 2, 2024

KPMG AG

Auditing company

Schmidt

Rienecker

Auditor

Auditor