



## **Supplementary Report of the Management Board to the Annual General Meeting on the use of treasury shares**

In accordance with the resolution of the Annual General Meeting of the Company on January 14, 2021 under agenda item 3, the Company is authorized, with the approval of the Supervisory Board, to acquire treasury shares in the Company up to and including January 13, 2026 in an amount of up to 10% of the Company's share capital existing at the time the authorization is granted or – if this value is lower – at the time the authorization is exercised and to use the shares thus acquired for the purposes specified in the authorization ("**Authorization 2021**").

The Company currently holds a total of 768,925 treasury shares, which it acquired on the basis of the Authorization 2021.

The Management Board has submitted a written report to the Annual General Meeting of AUTO1 Group SE convened for June 6, 2024 for which purpose and to what extent treasury shares were used in the period from the last Annual General Meeting of the Company on June 7, 2023 until the date of the announcement of the convocation of this year's Annual General Meeting in the Federal Gazette on April 26, 2024 with the announcement of the correction to the convocation in the Federal Gazette on April 29, 2024 ("**Management Board Report Treasury Shares**").

Since the date on which this year's Annual General Meeting was convened, the Management Board Report Treasury Shares has been available on the Company's website at

<https://ir.auto1-group.com/hauptversammlung>

and will also be available there during the Annual General Meeting.

Comprehensive reference is made to the Management Board Report Treasury Shares and the Management Board supplements this with the following written supplementary report on the use of treasury shares resolved in the period since the announcement of the convening of the Annual General Meeting in the Federal Gazette:

In accordance with d.(v) of the Authorization 2021, the Management Board is authorized, with the approval of the Supervisory Board, to use treasury shares as part of participation programs and/or as part of share-based remuneration; in the event of such use, shareholders' preemptive rights are excluded, unless otherwise determined by the management when deciding on such use.

In the period between May 9, 2024 and May 22, 2024, a beneficiary of the "Share Compensation Program 2021" ("**SCP**"), with whom it was agreed to settle his claims under the SCP by transferring treasury shares in the Company ("**Beneficiary**"), exercised a total of 331 virtual shares under the SCP.

On the basis of d.(v) of the Authorization 2021, the Management Board of the Company resolved on May 24, 2024 to use a total of 331 treasury shares of the Company, excluding shareholders' preemptive rights, in order to transfer these to the Beneficiary for the purpose of fulfilling the Beneficiary's payment requirements against the Company from the exercise of a total of 331 virtual shares under the SCP. The Supervisory Board approved the resolution on May 25, 2024. The transfer of the shares to the Beneficiary is still pending.

The Company's treasury shares have not been used for any purpose other than this since the date on which this year's Annual General Meeting was convened and no resolution on their use has been passed.

In the period since the last Annual General Meeting on June 7, 2023, a total of 70,943 treasury shares were used to settle claims under the SCP on the basis of d.(v) of the Authorization 2021, in each case excluding shareholders' preemptive rights. This includes the use of treasury shares to settle claims under the SCP, which the Management Board has already explained in detail in the Management Board Report Treasury Shares.

Taking into account the use of treasury shares described in this supplementary report, the Company has used a total of 94,854 treasury shares in the period since the last Annual General Meeting on June 7, 2023 – *i.e.* including the use for other participation programs or share-based payments, which the Management Board has already explained in detail in the Management Board Report Treasury Shares – on the basis of d.(v) of the Authorization 2021, in each case excluding shareholders' preemptive rights.

For the same reasons already described in detail in the Management Board Report Treasury shares, the exclusion of shareholders' preemptive rights was in the interests of the Company and its shareholders and was objectively justified.

No treasury shares have been acquired using the Authorization 2021 since this year's Annual General Meeting was convened.

Berlin, May 2024

**AUTO1 Group SE**

*Christian Bertermann*

*Markus Boser*

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**Christian Bertermann**  
Chairman of the Management Board

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**Markus Boser**  
Member of the Management Board