

## HomeToGo SE

*Société européenne*

Registered office: 9, rue de Bitbourg

L-1273 Luxembourg

R.C.S. Luxembourg: B 249273

(the "**Company**")

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### CONVENING NOTICE

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Notice is hereby given to the holders of shares of **HomeToGo SE** that an

#### **ANNUAL GENERAL MEETING**

of shareholders will be held on 23 May 2023 at 09.00 am CEST (the "**AGM**").

The AGM will be held on the premises of Arendt & Medernach S.A. at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

At the AGM, the shareholders shall deliberate and vote on the following agenda:

#### **AGENDA**

1. Presentation of the combined management report regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.
2. Presentation of the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.
3. Approval of the annual accounts of the Company for the financial year ended December 31, 2022.
4. Acknowledgement of the loss of the Company made with respect to the financial year ended December 31, 2022, and resolution to carry forward the loss of the Company for the financial year ended December 31, 2022.
5. Approval of the consolidated financial statements for the financial year ended December 31, 2022.
6. Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the financial year ended December 31, 2022.
7. Discharge (*quitus*) to Christoph Schuh, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
8. Discharge (*quitus*) to Dr. Dirk Altenbeck, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.

9. Discharge (*quitus*) to Philipp Kloeckner, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
10. Discharge (*quitus*) to Martin Reiter, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
11. Discharge (*quitus*) to Susanne Sandler, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
12. Discharge (*quitus*) to Thilo Semmelbauer, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
13. Discharge (*quitus*) to Christina Smedley, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
14. Discharge (*quitus*) to Dr. Patrick Andrae, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.
15. Discharge (*quitus*) to Wolfgang Heigl, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.
16. Discharge (*quitus*) to Valentin Gruber, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.
17. Discharge (*quitus*) to Steffen Schneider, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.
18. Re-Appointment of Christoph Schuh as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
19. Re-Appointment of Dr. Dirk Altenbeck as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.
20. Re-Appointment of Philipp Kloeckner as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.
21. Re-Appointment of Martin Reiter as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.
22. Re-Appointment of Susanne Sandler as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
23. Re-Appointment of Christina Smedley as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
24. Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) of the Company, Ernst & Young Luxembourg, represented by partner Yves Even, in relation to the annual accounts of the Company and the consolidated financial statements for the financial year ending on December 31, 2023.

## **Quorum and Majority**

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding items 3 to 24 of the agenda will be passed at a simple majority of the votes validly cast, regardless of the portion of capital represented, it being understood that item 6 constitutes an advisory vote only. Items 1 to 2 do not require any votes from the shareholders of the Company.

## **Right to Amend the Content of the Agenda**

Pursuant to the Company's articles of association and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the "**Luxembourg Shareholders' Rights Law**"), one or several shareholders representing at least five percent (5%) of the Company's share capital may request the adjunction of one or several items to the agenda of the AGM, provided that the request is accompanied by a justification of or draft resolution(s). Pursuant to Article 4 of the Luxembourg Shareholders' Rights Law and the Company's articles of association, such request and justification of or draft resolution(s) must be received at the Company's registered office by registered letter or by e-mail (to the attention of the Management Board, 9, rue de Bitbourg, L-1273 Luxembourg) or electronic means (to: [hometogo@better-orange.de](mailto:hometogo@better-orange.de)) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, *i.e.* by **28 April 2023** accompanied by a proof of the shareholding of such shareholder(s) and the address or e-mail address which the Company may use in order to deliver the acknowledgment of receipt of such request. The Company must acknowledge reception of such request within forty-eight (48) hours of receipt of such request. In case such request entails a modification of the agenda of the relevant general shareholders' meeting, the Company will make an amended agenda available at the latest fifteen (15) days prior to the date of the relevant general meeting, *i.e.* by **8 May 2023**.

## **Documents**

Copies of the proposals of the resolutions of the AGM as well as the documents related to the aforementioned items on the agenda will be on display for inspection by the shareholders on the Company's website (<http://ir.hometogo.de/agm>) and at the registered office of the Company as from **21 April 2023**. Upon request to the Centralizing Agent (to: [hometogo@better-orange.de](mailto:hometogo@better-orange.de)), copies of the above-mentioned documents are going to be mailed to the shareholders.

## **Share Capital of the Company**

The Company's share capital is set at two million four hundred forty-one thousand sixty-eight euro forty-five cents (EUR 2,441,068.45), represented by (i) two million two hundred ninety-one thousand six hundred sixty-seven (2,291,667) Class B2 Shares without nominal value, (ii) two million two hundred ninety-one thousand six hundred sixty-six (2,291,666) Class B3 Shares without nominal value, and (iii) one hundred twenty-two million five hundred fifty-five thousand six hundred forty-nine (122,555,649) Class A Shares without nominal value. Any reference made hereinafter to the "shares" or a "share" shall be construed as a reference to the Class A Shares and/or the Class B Shares, depending on the context and as applicable. The same construction applies to any reference made hereinafter to the "shareholders" or a "shareholder" of the Company.

Each share entitles the holder thereof to one vote.

## **Right to Participate and Vote in the AGM**

According to Article 5 of the Luxembourg Shareholders' Rights Law, the record date for general meetings of shareholders of listed companies incorporated under the laws of the Grand Duchy of Luxembourg is set at fourteen (14) days prior to the date of the corresponding general shareholders' meeting. Therefore, any shareholder who holds one or more shares of

the Company on **9 May 2023 at 24.00 (midnight) CEST** (the "**Record Date**"), registers for the AGM (please see below section "*Registration for the AGM*") and provides the certificate specified below, shall be admitted to participate and vote in the AGM, in person, by proxy or by way of written vote.

Shareholders wishing to participate in the AGM without attending in person, shall provide a proxy or voting form (in accordance with sections "*Voting Forms*" and "*Representation*").

### **Registration for the AGM**

The Management Board of the Company considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form or provide a proxy as set forth in the below section "*Representation*", do not have to undertake other formalities to comply with the obligation set out in Article 5 (3) of the Luxembourg Shareholders' Rights Law.

Proof of shareholding being a prerequisite for a shareholder to participate and vote in the AGM, shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository must submit proof certifying the number of shares held on the Record Date (the "**Certificate of Holdings**") to the Centralizing Agent in the period from **9 May 2023 at 24.00 (midnight) CEST until 18 May 2023 at 18.00 CEST**.

To participate and vote in the AGM, Class B Shareholders need to be recorded in the share register of the Company on **9 May 2023 at 24.00 (midnight) CEST**

In case of participation in person and notwithstanding the foregoing, the intention to participate in person shall be indicated by no later than **18 May 2023 at 18.00 CEST** to the Centralizing Agent.

The Centralizing Agent of the Company is:

**Better Orange IR & HV AG**

**Haidelweg 48**

**81241 Munich Germany**

**Fax: +49 89 889690633**

**E-Mail: [hometogo@better-orange.de](mailto:hometogo@better-orange.de)**

### **Voting Forms**

Shareholders may cast their votes by sending a voting form to the Centralizing Agent by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company no later than on **18 May 2023 at 18.00 CEST** (for further requirements see above sections "*Right to Participate in the AGM*" and "*Registration for the AGM*"). Voting forms provided by the Company on its website (<http://ir.hometogo.de/agm>) may be used and if used, only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically).

Shareholders having submitted a voting form and who wish to revoke such voting form may do so by timely providing a later dated voting or proxy form or cancelling the voting form in writing to the Centralizing Agent of the Company at the address referred to above.

### **Representation**

In the event that any shareholder appoints another person as proxy to vote on their behalf, the completed and executed proxy form must be submitted by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company, to the Centralizing Agent of the Company no later than on **18 May 2023 at 18.00 CEST** (for further

requirements see above sections “*Right to Participate in the AGM*” and “*Registration for the AGM*”).

Proxy forms provided on the website of the Company (<http://ir.hometogo.de/agm>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later dated proxy or voting form or by cancelling the proxy form in writing to the Centralizing Agent of the Company at the address referred to above.

If the Company and/or the Centralizing Agent receives more than one different voting document from a shareholder, only the last voting or proxy form received by the Centralizing Agent and/or the Company before **18 May 2023 at 18.00 CEST** will be considered. Any voting document provided will be disregarded should the shareholder attend the AGM in person and collect a voting card.

### **Language**

The AGM will be held in English.

Luxembourg, 21 April 2023.

For the Management Board of the Company.

**Dr. Patrick Andrae**  
Chief Executive Officer

**Steffen Schneider**  
Chief Financial Officer