

WESTWING

Berlin

ISIN DE000A2N4H07 . WKN A2N4H0

Invitation to the General Meeting 2019

The shareholders of our Company are hereby invited to attend the General Meeting in Munich.

**Thursday, May 23, 2019 at 10:00 a.m. (CEST)
Studio Balan, Moosacher Str. 86, 80809 Munich**

I. Agenda

1. **Presentation of the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board as of December 31, 2018, the management reports for the Company and the Group including the report of the Supervisory Board for the 2018 financial year and the explanatory report of the Management Board on the disclosures pursuant to Section 289a para. 1 and Section 315a para. 1 of the German Commercial Code (HGB) as at December 31, 2018**

The Supervisory Board has approved the annual financial statements drafted by the Management Board and the consolidated financial statements. The annual financial statements are therefore adopted. Therefore, a resolution by the General Meeting regarding Agenda Point 1 is not included and also not necessary. However, the listed documents must be made available at the General Meeting and must be explained by the Management Board and – in the case of the report of the Supervisory Board – by the Chairperson of the Supervisory Board. As part of their right to information, shareholders will have the opportunity to ask questions regarding the documents presented. The documents relating to this agenda item are available on the Company's website:

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

and will also be available for inspection at the General Meeting.

2. **Resolution on the approval of the acts of the members of the Management Board for the 2018 financial year**

The Management Board and the Supervisory Board propose to approve the acts of the members of the Management Board for this financial year.

3. **Resolution on the approval of the acts of the Supervisory Board for the 2018 financial year**

The Management Board and the Supervisory Board propose to approve the acts of the members of the Supervisory Board for this financial year.

4. **Resolution on the appointment of the auditor for the audit of the annual financial statements and consolidated financial statements and for any audit review of the condensed financial statements and the interim management report, as well as for any audit review of additional interim financial information**

Following the recommendation of its audit committee, the Supervisory Board proposes to appoint Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Munich Office

- a) as auditor and Group auditor for the 2019 financial year,

- b) in case of an audit review of the condensed financial statements and of the interim management report (Sec. 115 para. 5 and Sec. 117 no. 2 of the German Securities Trading Act) for the first half of the 2019 financial year, as well as
- c) in case of an audit review of additional interim financial information (Sec. 115 para. 7 of the German Securities Trading Act) for the first and/or third quarter of the 2019 financial year and/or for the first quarter of the 2020 financial year as auditor for such an audit review.

5. **Resolution on the reduction of the number of members of the Supervisory Board from six to four members and on the corresponding amendment of Article 9 para. 1 of the Articles of Association**

Oliver Samwer has resigned from his office as member of the Supervisory Board with effect from February 11, 2019. Christian Strain has resigned from his office as a member of the Supervisory Board with effect from March 15, 2019. The vacant positions shall not be filled.

The Management Board and the Supervisory Board therefore propose that the following amendment of the Articles of Association be resolved:

Article 9 para. 1 of the Articles of Association shall be amended to read as follows:

„The Supervisory Board shall consist of four (4) members elected by the general meeting.“

II. Reports

Report of the Management Board on the utilization of the Authorized Capital 2018/VI to cover the Greenshoe Option in connection with the IPO

With its listing on October 9, 2018, the Company carried out an initial public offering (the “IPO”) with the admission of its shares to trading on the regulated market (regulierter Markt) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) with simultaneous admission to the subsegment of the regulated market with additional post-admission obligations (Prime Standard).

In connection with the IPO, the Company entered into an underwriting agreement with Rocket Internet SE as the lending shareholder and the underwriters participating in the IPO on September 27, 2018 (amended on October 4, 2018) and a pricing agreement on October 8, 2018. Pursuant to the underwriting agreement (as amended) and the pricing agreement, the Company granted Joh. Berenberg, Gossler & Co. KG, Hamburg (“**Berenberg**”), who acted as stabilization manager in connection with the IPO, an irrevocable option to purchase up to 660,000 additional new shares (the “**Greenshoe Option**”). The Greenshoe Option enabled Berenberg to meet its redelivery obligations under the securities loan from Rocket Internet SE, which Berenberg had agreed upon in the underwriting agreement and the pricing agreement, with new shares in the Company.

Berenberg exercised the Greenshoe Option on November 8, 2018 in the amount of 311,359 shares. Against this background, the Management Board, in its meeting on November 9, 2018, resolved to implement a capital increase from Authorized Capital 2018/VI to create 311,359 new shares to cover the Greenshoe Option. The Supervisory Board approved this resolution on November 9, 2018. The capital increase by EUR 311,359.00 through the issuance of 311,359 new shares of the Company was registered with the commercial register on November 13, 2018. In connection with this capital increase, the Company's share capital was increased from EUR 20,429,450.00 by EUR 311,359.00 to EUR 20,740,809.00 (the "**Greenshoe Capital Increase**").

The Greenshoe Capital Increase was carried out in accordance with the legal and statutory requirements.

Pursuant to Section 4 para. 8 of the Company's Articles of Association, the Management Board was authorized, with the consent of the Supervisory Board, to increase the Company's share capital, once or repeatedly, by up to a total of EUR 3,159,212.00 until September 20, 2023 through the issuance of up to 3,159,212 new bearer shares with no par value (auf den Inhaber lautende Stückaktien) against contributions in cash or kind ("**Authorized Capital 2018/VI**"). Shareholders' subscription rights were excluded for one or more capital increases under the Authorized Capital 2018/VI, inter alia, if the Authorized Capital 2018/VI was utilized to fulfill an option agreed with the underwriters at the Company's IPO to acquire additional new shares (the Greenshoe Option), if existing shares are made available to the underwriters by existing shareholders as part of a possible over-allotment of shares, but the underwriters do not acquire sufficient shares in the market in connection with stabilization measures to be able to repay these securities loans. It was intended that the issue price should correspond to the placement price (less banking commissions) of the shares in the IPO. The shares were issued to Berenberg at the offer price of EUR 26.00 per share (less banking commissions of EUR 0.78 per share).

The granting of the Greenshoe Option, and the resulting Greenshoe Capital Increase served as a temporary permissible measure in connection with the IPO to stabilize the Company's share price immediately following the IPO. The implementation of stabilization measures serves the interest of issuers such as the Company in limiting price fluctuations after the IPO, which are regularly attributable not to the economic situation of the issuer but to the investment behavior of investors. With the consummation of the Greenshoe Capital Increase, the Company has fulfilled corresponding contractual obligations under the underwriting agreement, concluded between the Company and the underwriters. The new shares were used to repay the existing securities lending to Rocket Internet SE, which was required for the implementation of the stabilization measures. The issue price of the new shares in connection with the Greenshoe Capital Increase of EUR 26.00 per share (less banking commissions of EUR 0.78 per share) corresponded to the placement price in connection with the IPO.

Based on the above considerations, the exclusion of subscription rights in connection with the Greenshoe Capital Increase was materially justified with regard to the conditions of the Authorized Capital 2018/VI.

III. Further Information on the Invitation

1. Total Number of Shares and Voting Rights at the Time the General Meeting is convened

At the time of convening the General Meeting, the share capital of the Company amounts to EUR 20,740,809.00 and is divided into 20,740,809 no-par value shares. Each no-par value share carries one vote at the General Meeting. The total number of shares that carry participation and voting rights therefore amounts to 20,740,809 at the time of the invitation. The Company does not hold treasury shares at the time of the invitation.

2. Requirements for the Participation in the General Meeting and the Exercise of Voting Rights

Only those holders of bearer shares who have registered in good time are entitled to participate in the General Meeting and to exercise their voting rights. Therefore, the registration must have been received by the Company no later than 24:00 CEST on Thursday, May 16, 2019, under the following address:

Westwing Group AG
 c/o Link Market Services GmbH
 Landshuter Allee 10
 80637 München
 Telefax: +49 (0) 89 210 27 289
 E-Mail: inhaberaktien@linkmarketservices.de

and the holders of bearer shares must have provided the Company with special evidence of their shareholding in order to prove that they were a shareholder of the Company at the beginning of Thursday, May 2, 2019, i.e., at 0:00 CEST (record date). In order to prove a shareholding, a special evidence of the shareholding issued by the custodian bank shall suffice.

As with the registration, the evidence of shareholding must be received by the Company at the aforementioned address no later than 24:00 CEST on Thursday, May 16, 2019. The registration and evidence of shareholding must be submitted in text form (Section 126b of the German Civil Code) and in German or English.

Significance of the Record Date

When it comes to the participation in the General Meeting and the exercise of voting rights, only those persons who have provided special evidence of their shareholding are considered shareholders in relation to the Company. The right to participate and the scope of the voting rights are solely based on the shareholding as of the record date. The record date does not create any

restrictions on the disposal of shareholdings. Even in the event of full or partial disposal of shareholdings after the record date, the participation and the scope of the voting rights are solely based on the shareholding as of the record date (i.e., any disposal of shares after the record date does not affect the right to participate and the scope of voting rights). The same applies to acquisitions or additional acquisitions of shares after the record date. Persons who do not yet hold any shares as of the record date and become shareholders thereafter, only have a right to participate and vote in respect of their shares if and to the extent that they have been authorized or been given the right to do so by the person entitled to exercise these rights on the record date.

3. Details on the Online Shareholder Service

The company offers shareholders who have registered for the General Meeting the possibility to use an online shareholder service. Shareholders have the possibility to grant power of attorney to a third person or give voting instructions to the proxies appointed by the Company. The online shareholder service is available until the end of May 22, 2019 (24:00 CEST). Further information in addition is available at the company's website at:

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

4. Procedure for Voting by Proxy

Following the granting of a corresponding power of attorney, shareholders may also have a proxy, for example a bank, a shareholders' association or any other third party, exercise their voting rights at the General Meeting. Even where a shareholder is represented by a proxy, the timely registration of the shareholder and the submission of evidence of shareholding in as described above are still required.

The granting of a power of attorney, its revocation and the proof regarding the power of attorney vis-à-vis the Company must be submitted in text form, unless a credit institution or a shareholders' association or persons, institutions, companies or associations equivalent thereto pursuant to Section 135 para. 8 or Section 135 para. 10 in conjunction with Section 125 para. 5 of the German Stock Corporation Act are authorized to exercise such voting rights.

If proxies to exercise voting rights are granted to credit institutions, shareholders' associations or persons, institutions, companies or associations equivalent thereto pursuant to Section 135 para. 8 or Section 135 para. 10 in conjunction with Section 125 para. 5 of the German Stock Corporation Act, the text form is not required. However, the authorization must be recorded by the proxy in a verifiable way. Moreover, it must be complete and may only contain statements related to the exercising of voting rights. Shareholders who wish to authorize a bank, a shareholders' association or persons, institutions, companies or associations equivalent thereto pursuant to Section 135 para. 8 or Section 135 para. 10 in conjunction with Section 125 para. 5 of the German Stock Corporation Act to exercise their voting rights on their behalf are asked to coordinate on the form of the power of attorney with the person that is to act as authorized representative.

If the shareholder authorizes more than one person, the Company may reject one or more of these persons.

Shareholders who wish to appoint a proxy are requested to use the form provided by the Company for this purpose. The power of attorney form will be provided by the Company after registration, together with the ticket for admission. In addition, a proxy form will be available for download on the Company's website at

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

Proof of the appointment of a proxy may be transmitted electronically to the Company via the following e-mail address:

inhaberaktien@linkmarketservices.de

5. Procedure for Voting by Proxies appointed by the Company

Furthermore, the Company offers its shareholders the opportunity to authorize employees of the Company as proxy who are bound by the shareholder's instructions in exercising voting rights. The proxies are required to vote as instructed; they are not allowed to exercise the voting rights at their own discretion. It should be noted that the proxies can only vote on those items on the agenda to which shareholders issue clear instructions. The proxies cannot accept any instructions on procedural motions, neither in the run-up to nor during the General Meeting. Likewise, the proxies cannot accept any orders to speak, to file objections to resolutions of the General Meeting or to submit questions or motions.

Prior to the General Meeting, such power of attorney with instructions for the proxies can only be granted by means of the proxy and instruction form which the shareholders receive together with the admission ticket to the General Meeting. The corresponding form is also available for download on the Company's website at

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

Powers of attorney for proxies of the Company and the instructions for them must be submitted by 24:00 CEST on Wednesday, May 22, 2019 in text form. The power of attorney and the issuing of instructions to the proxies named by the Company by mail, fax or electronic means (by e-mail) must be sent to the following address:

Westwing Group AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Telefax: +49 (0) 89 210 27 289
E-Mail: inhaberaktien@linkmarketservices.de

6. Further Rights of Shareholders

a) **Motions by Shareholders to Supplement the Agenda pursuant to Section 122 para. 2 of the German Stock Corporation Act**

Shareholders whose shares together represent one twentieth of the share capital or reach the proportionate amount of EUR 500,000.00 (this corresponds to 500,000 shares) may request that items are added to the agenda and announced. Each new item must be accompanied by a justification or a draft resolution.

Such a request for additional items must be made in writing to the Management Board and must be received by the Company at least 30 days prior to the meeting; the day of receipt and the day of the General Meeting are not taken into account when calculating this 30-day period. Therefore, the last possible date of receipt is 24:00 CEST on Monday, April 22, 2019. Requests for additional items received at a later point in time will be disregarded.

The respective shareholders must demonstrate that they have held the shares for at least 90 days prior to the date of the Company's receipt of the request and that they will hold these shares until the decision by the Management Board regarding the request for additional items. Section 70 of the German Stock Corporation Act applies with respect to calculating the duration of holding the shares. A postponement from a Sunday, Saturday or a public holiday to a preceding or following working day is ruled out. Sections 187 to 193 of the German Civil Code are not applicable.

Please send any supplementary request to the following address:

Westwing Group AG
 Management Board
 Investor Relations
 Moosacher Strasse 88
 80809 München.

b) **Counter motions of Shareholders pursuant to Section 126 para. 1 of the German Stock Corporation Act**

Each shareholder has the right to submit a counter motion to the proposals of the Management Board and/or the Supervisory Board regarding certain items of the agenda at the General Meeting.

Counter motions received by the Company at least 14 days prior to the meeting at the address indicated below, excluding the date of receipt and the date of the General Meeting, i.e., by no later than 24:00 CEST on Wednesday, May 8, 2019, including the name of the shareholder as well as a justification and/or comments by the Management Board, if any, will immediately be made available on the Company's website at

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

(see Section 126 para. 1 sentence 3 of the German Stock Corporation Act).

In Section 126 para. 2 of the German Stock Corporation Act, the law designates situations in which a countermotion and the corresponding justification, if any, need not be made accessible via the website. These situations are described on the Company's website at

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

In particular, the justification, if any, is not required to be made accessible if it comprises more than 5,000 characters.

Only the following address is relevant for the transmission of countermotions along with the respective justification, if any:

Westwing Group AG
Investor Relations
Moosacher Strasse 88
80809 München
Telefax: +49 (0) 89 550 544 445
E-Mail: ir@westwing.de.

Countermotions directed to any other address will not be made accessible.

Countermotions will only be considered submitted if they are submitted during the General Meeting. The right of each shareholder to submit countermotions to the various items of the agenda without prior and timely communication to the Company remains unaffected.

c) Nominations made by Shareholders pursuant to Sections 126, 127 of the German Stock Corporation Act

Every shareholder has the right to submit nominations for the election of the auditor (Agenda Item 4) and for the election of members of the Supervisory Board at the General Meeting.

Nominations of shareholders received by the Company at least 14 days prior to the General Meeting at the address indicated below, excluding the date of receipt and the date of the General Meeting, i.e. no later than 24:00 CEST on Wednesday, May 8, 2019, will immediately be made available on the Company's website at

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

Nominations submitted by shareholders need not be made accessible if they do not include the name, profession and place of residence of the proposed person. Nominations do not require a justification.

In Section 127 para. 1 of the German Stock Corporation Act, in conjunction with Section 126 para 2 and Section 127 para. 3 of the German Stock Corporation Act, in conjunction with Section 124 para. 3 sentence 4, Section 125 para 1 sentence 5 of the German Stock Corporation Act, other situations were designated in which the nominations of the shareholders need not be made accessible. These situations are described on the Company's website at:

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

The following address is decisive for the submission of nominations:

Westwing Group AG
Investor Relations
Moosacher Strasse 88
80809 München
Telefax: +49 (0) 89 550 544 445
E-Mail: ir@westwing.de

Nominations sent to any other address will not be made accessible.

The right of every shareholder to submit nominations during the General Meeting remains unaffected. Nominations are only considered submitted if they are submitted during the General Meeting.

d) Shareholders' Information Rights pursuant to Section 131 para. 1 of the German Stock Corporation Act

Pursuant to Section 131 para. 1 of the German Stock Corporation Act, upon request every shareholder must be provided with information by the Management Board regarding matters of the Company at the General Meeting insofar as this is necessary for the proper assessment of the Agenda Item. This obligation of the Management Board to provide information also extends to legal and commercial relations of the Company to any affiliated Company as well as to the situation of the group and the companies included in the consolidated financial statements.

Under certain conditions specified in further detail in Section 131 para. 3 of the German Stock Corporation Act, the Management Board may refuse to provide information. A detailed description of the conditions under which the Management Board may refuse to provide information can be found on the Company's website at:

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

7. Publications on the Website/Display on the Premises/Supplementary Information in Accordance with Section 124a of the German Stock Corporation Act

Following the convocation of the General Meeting, in particular the following

documents are accessible on the Company's website in addition to this invitation at

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

and are available for inspection by the shareholders on the premises of Westwing Group AG in Munich (Moosacher Strasse 88, 80809 München).

Re Agenda Item 1:

The adopted annual financial statements and the consolidated financial statements as at December 31, 2018 approved by the Supervisory Board, the management report for the Company and the group including the report of the Supervisory Board for the financial year 2018 as well as the explanatory report of the Management Board on the disclosures in accordance with Section 289a para. 1 and Section 315a para. 1 of the German Commercial Code (HGB) as at December 31, 2018.

Additionally:

Report of the Management Board on the utilization of Authorized Capital 2018/VI to cover the Greenshoe Option in connection with the IPO The aforementioned documents will also be available for inspection during the General Meeting on Thursday, May 23, 2019. Any counter motions, nominations and requests for the inclusion of additional items from shareholders that are received by the Company in a timely manner and required to be published will also be made accessible via the aforementioned website.

8. Information on Data Protection for Shareholders

The Company, as the responsible or controlling body within the meaning of Article 4 no. 7 of the Regulation on the Protection of Natural Persons with Regard to the Processing of Personal Data and on the Free Movement of such Data, and Repealing Directive 95/46/EC (the "General Data Protection Regulation"), processes personal data (last name, address, e-mail address, number of shares, class of shares, type of ownership of shares and number of the admission ticket) based on the applicable data protection laws. In addition, the Company also processes personal data of any proxy nominated by a shareholder (in particular such proxy's name and place of residence). If a shareholder or proxy contacts the Company, the Company also processes the personal data required to respond to any inquiries (such as the contact data provided by the shareholder or the proxy, for example telephone numbers).

Depending on the individual case, this may also apply to additional personal data. For example, the Company processes information on motions, questions, election proposals and requests from shareholders at the General Meeting. In the event of counter motions and election proposals which must be made publicly available, the Company will also publish such items together with the shareholder's name on the internet at

<https://ir.westwing.com/websites/westwing/English/6000/annual-general-meeting.html>

The processing of personal data of shareholders is mandatory pursuant to Sections 118 et seq. of the German Stock Corporation Act in order to prepare, carry out and post-process the General Meeting, and to enable shareholders to exercise their rights in connection with the General Meeting. Without the provision of such personal data, shareholders' attendance at the General Meeting and the exercise of voting rights and other rights in connection with the General Meeting would not be possible. Legal basis for the processing is the German Stock Corporation Act in conjunction with Article 6 para. 1 c) of the General Data Protection Regulation. Given that all shares in the Company are bearer shares, the Company does, however, point out that shareholders may be represented by a bank (Section 135 para. 5 of the German Stock Corporation Act), a shareholders' association or any other person or institution that is equal thereto pursuant to Section 135 para. 8 of the German Stock Corporation Act or Section 135 para. 10 in conjunction with section 125 para. 5 of the German Stock Corporation Act while maintaining their anonymity and without the provision of personal data, respectively. The Company may also process personal data to fulfil other legal obligations, such as regulatory requirements as well as obligations to retain data under stock corporation laws, securities laws, commercial laws and tax laws. The relevant statutory provisions in conjunction with Article 6 para. 1 sentence 1 c) of the General Data Protection Regulation form the legal basis for such processing.

The Company's service providers that are assigned orders for the purpose of organizing the General Meeting only receive personal data from the Company if such data is required to provide the requested services and only process the data in accordance with instructions from the Company.

Furthermore, personal data is made available to the shareholders and shareholder representatives in accordance with applicable laws, namely in the form of the list of participants. Shareholders and shareholder representatives have the right to inspect the list of participants during the General Meeting (Section 129 para. 4 sentence 1 of the German Stock Corporation Act) and for a period of up to two years after the General Meeting (Section 129 para. 4 sentence 2 of the German Stock Corporation Act).

The Company does not use personal data recorded in connection with the General Meeting for any decision based on automated processing (profiling) within the meaning of Article 4 No. 4 of the General Data Protection Regulation.

The Company or the service providers commissioned with the respective task generally receive personal data of shareholders via the registration office of the credit institutions such shareholders have commissioned to hold their shares in the Company (so-called custodian banks).

The storage period for the data recorded in connection with the General Meeting regularly amounts to up to three years unless the Company is legally required to provide evidence and retain data for a longer period of time or

the Company has a legitimate interest in its retention, for example in case of judicial and extrajudicial disputes in connection with the General Meeting. After the expiration of the relevant retention period, the personal data will be deleted.

According to certain statutory requirements, shareholders have information, correction, limitation, objection and deletion rights with respect to their personal data and the processing thereof, respectively. Should any personal data of shareholders be inaccurate or incomplete, such shareholders have the right to request a correction and supplementation. Shareholders may at any time request the deletion of their personal data to the extent that the Company is not legally required or entitled to further process their data. Furthermore, shareholders have a right to data portability pursuant to Chapter III of the General Data Protection Regulation.

Shareholders can assert these rights vis-à-vis the Company free of charge via the following contact details, which also allow shareholders to contact the Company with respect to questions on data protection:

Christian Volkmer
Ostengasse 14
93047 Regensburg
Fax: +49 (0) 9 41 29 86 93 16

Moreover, shareholders have the right to file a complaint with the following data protection supervisory authorities pursuant to Article 77 of the General Data Protection Regulation.

The data protection supervisory authority responsible for the Company is:

Bayerisches Landesamt für Datenschutzaufsicht
Promenade 27
91522 Ansbach
Tel.: +49 (0) 981 53-1300
Fax: + 49 (0) 981 53-5300
E-Mail: poststelle@lda.bayern.de

The Company's data protection officer can be contacted at:

Christian Volkmer
Ostengasse 14
93047 Regensburg
Fax: +49 (0) 9 41 29 86 93 16

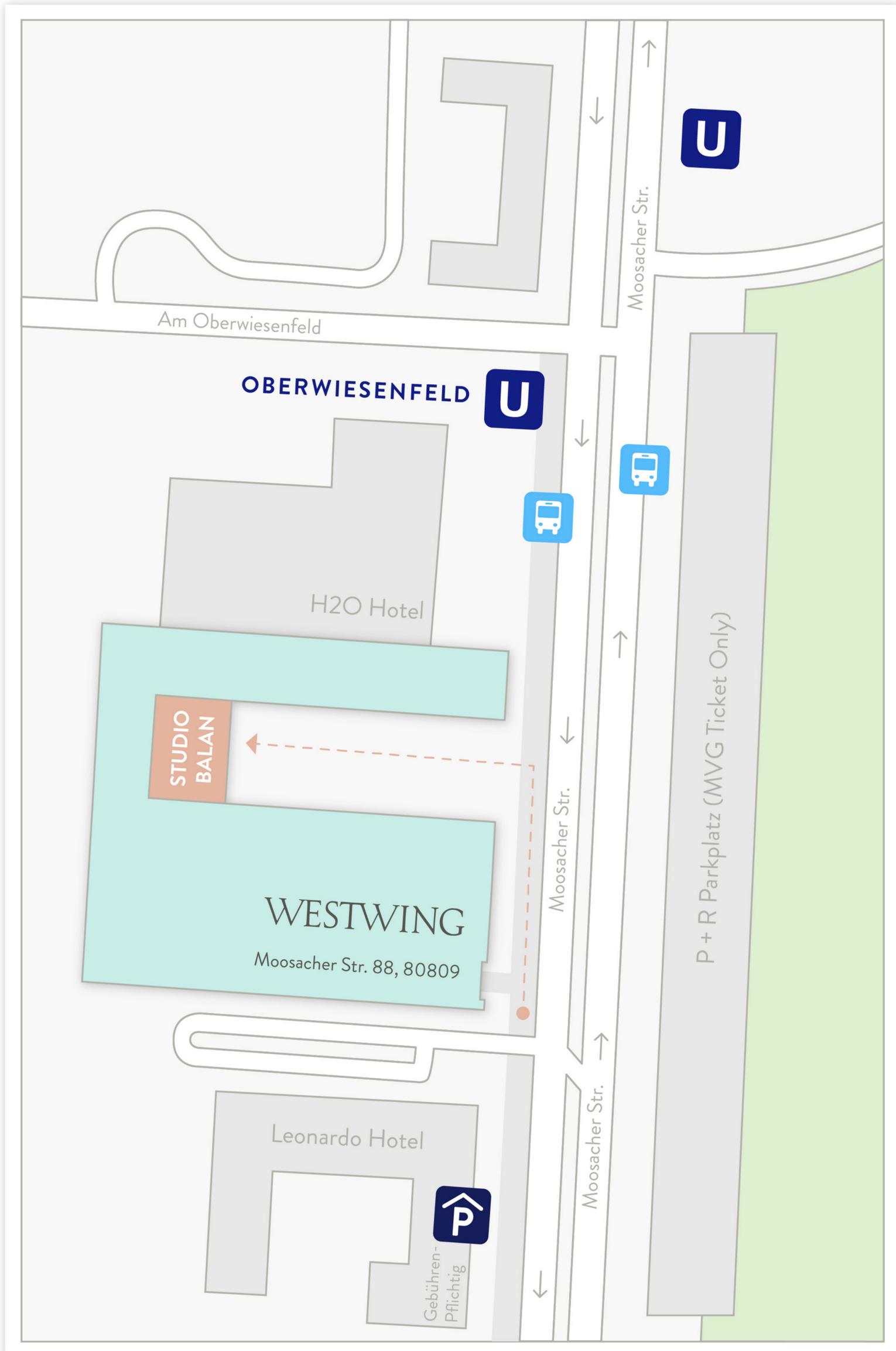
This invitation has been sent for publication to such media as can be expected to disseminate the information throughout the European Union.

Berlin, April 2019

Westwing Group AG
Management Board

Directions

Please note that parking spaces are limited. We recommend travelling by public transport.



A close-up photograph of leather upholstery, likely from a chair or sofa. The image shows several curved sections of leather in different shades of brown, from light tan to deep, rich chocolate and dark brown tones. The lighting is soft, highlighting the texture and grain of the leather. In the center, the word "WESTWING" is written in a white, serif font, enclosed within a thin white rectangular border.

WESTWING