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CORPORATE GOVERNANCE STATEMENT 2023

 **BIKE24**

CORPORATE GOVERNANCE STATEMENT

The combined Corporate Governance Statement of Bike24 Holding AG and the Group pursuant to Sections 289f and 315d HGB and Principle 23 of the German Corporate Governance Code 2022 ("GCGC") includes the Compliance Statement with the GCGC pursuant to Section 161 AktG, relevant information on corporate governance practices, a description of the working methods of the Management Board and the Supervisory Board and their composition and the working methods of the Supervisory Board committees, the targets set in accordance with sections 76 (4) and 111 (5) AktG and information on the achievement of the targets, a description of the diversity policy, and a description of the competency profile of the Supervisory Board and its implementation. Further information on corporate governance can be found in the Investor Relations/Governance & ESG section of the Company's website.

Statement by the Management Board and the Supervisory Board on the recommendations of the GCGC

The Management Board and Supervisory Board of Bike24 Holding AG (Bike24) issued the following statement in accordance with Section 161 AktG in November 2023:

Statement by the Management Board and the Supervisory Board of Bike24 Holding AG pursuant to section 161 of the German Stock Corporation Act (Aktiengesetz; AktG) on compliance with the German Corporate Governance Code (Deutscher Corporate Governance Kodex)

The Management Board and the Supervisory Board of Bike24 Holding AG ("Bike24") hereby declare pursuant to section 161 AktG that since the issue of the last Compliance Statement in November 2022, Bike24 has complied and continues to comply with the recommendations of the German Corporate Governance Code ("Code"), as amended on April 28, 2022, published in the German Federal Gazette (Bundesanzeiger) on June 27, 2022 with the following exceptions:

Section B.1 of the Code

According to the recommendation under Section B.1 when appointing Management Board members, the Supervisory Board shall take diversity into account.

Bike24 values diversity across its entire organization. However, with respect to the current composition of the Management Board, the Supervisory Board of the company took into account the specific character of Bike24 as a business that is historically strongly influenced by its founders as well as by continuity. The Supervisory Board prioritized the experience and expertise of Andrés Martin-Birner, one of the co-founders of the company, and Timm Armbrust. Both already served as managing directors of the company before its change in legal form into a German stock corporation (Aktiengesellschaft). Furthermore, the Supervisory Board intended to maintain a lean and efficient management structure.

Section C.4 of the Code

According to the recommendation under Section C.4, a Supervisory Board member who is not a member of any Management Board of a listed company shall not accept more than five Supervisory Board mandates at non-group listed companies or comparable functions, with an appointment as chair of the Supervisory Board being counted twice.

In the opinion of the Management Board and the Supervisory Board, the total number of Supervisory Board mandates held or the Supervisory Board chairmanships in non-group listed companies and comparable functions should be assessed more appropriately on a case-by-case basis than by means of a rigid limitation. As long as it is ensured that a member of the Supervisory Board of Bike24 has sufficient time to exercise this Supervisory Board mandate with due regularity and care, a deviation from the recommendation under Section C.4 may appear appropriate in individual cases, taking into account all relevant aspects of the respective circumstances. Rather than regarding the recommended maximum number of mandates for Supervisory Board members as a fixed upper limit, a judgment on whether the number of relevant mandates is appropriate as defined by the Code should be made on a case-by-case basis. This assessment should consider the anticipated workload arising from the accepted mandates, which may differ from case to case.

Section D.2 sentence 2 of the Code

According to the recommendation under Section D.2 sentence 2, the respective members and the chairs of the committees of the Supervisory Board shall be provided in the Corporate Governance Statement.

The names of the respective committee members and committee chairs were mentioned in the report of the Supervisory Board but inadvertently not provided in the Corporate Governance Statement for the fiscal year 2022. In the future, the respective committee members and the committee chairs shall again be provided in the Corporate Governance Statement.

Sections G.7 sentence 1, G.8 and G.9 sentence 1 of the Code

According to the recommendation under Section G.7 sentence 1, the Supervisory Board shall determine the performance criteria for all variable compensation components of each member of the Management Board for the upcoming financial year which – in addition to operational targets – shall be primarily based on strategic targets. According to Section G.8, subsequent changes to the target values or comparison parameters shall be excluded. According to Section G.9 sentence 1, after the end of every financial year, the Supervisory Board shall establish the amount of individual variable remuneration components to be granted for the relevant year, depending on the target achievement.

When deciding on the remuneration of the Management Board, the Supervisory Board took into account the character of Bike24 as a business that has grown organically and has been historically managed by its founders and is currently undergoing an evolutionary process due to the implementation of its growth strategy. For this reason, the Supervisory Board essentially adopted the historic structure of variable remuneration that was previously existing for the managing directors of the company before its conversion into a German stock corporation. The Supervisory Board therefore did not establish the remuneration structure based on the recommendation under Section G.7 sentence 1. Instead, it is foreseen following the existing remuneration practice, that the Supervisory Board agrees with the Management Board the relevant performance targets for the variable remuneration by March 31 of the respective year at the latest. The existing remuneration practice also does not explicitly prohibit subsequent adjustments of performance targets. Further, the members of the Management Board shall receive stock options as a new remuneration component implemented in connection with the listing of Bike24. In principle, the number of stock options to be granted is based on the achievement of certain performance targets to be determined after the end of the fiscal year. In certain cases, however, particularly in connection with the accession of new members to the Management Board, it should be possible to grant the members of the Management Board stock options already in the relevant financial year irrespective of the prior achievement of performance targets, in order to enable them to immediately participate in the successful implementation of the growth strategy by issuing stock options. This is based on the expectation that the targeted growth will be accompanied by a successful long-term development of the company and a sustained increase in the share price.

Dresden, November 2023

For the Management Board

Andrés Martin-Birner
Timm Armbrust

For the Supervisory Board

Ralf Kindermann

The Compliance Statement 2023 was also made publicly available on the Company's website at https://ir.bike24.com/websites/bike24/English/5000/governance_-_esg.html.

Remuneration Report and remuneration system

The Remuneration Report for the fiscal year 2023, including the auditor's report, is included in the Annual Report for the fiscal year 2023, which is available in the Investor Relations/Publications section of the Company's website. The Remuneration Report, including the Auditor's Report pursuant to Section 162 AktG, the applicable remuneration system pursuant to section 87a (1) and (2) (1) AktG, and the most recent remuneration resolution pursuant to section 113 (3) AktG is also available on the Company's website at https://ir.bike24.com/websites/bike24/English/5000/governance_-_esg.html.

Information on corporate governance practices

The German Stock Corporation Act and the requirements of the GCGC essentially determine the working methods of the Management Board and Supervisory Board of Bike24 Holding AG as a listed German stock corporation. In addition, the Company's Articles of Association and the Rules of Procedure for the Management Board and the Supervisory Board contain additional requirements for the activities of the two bodies. We also base our business activities on Group-wide standards that go beyond the legal requirements and focus on trust, respect, and integrity in our dealings with each other.

The Company is aware of its social responsibility and therefore ensures in particular that social and environmental issues are taken into account not only as part of the Company's sustainability agenda but also in the Company's strategy and operational decisions.

For Bike24, responsible and legally compliant behavior is indispensable for sustainably successful business activities. We firmly believe that lasting success as a business can only be achieved through integrity. The basis of all our decisions and activities is therefore compliance with laws and internal rules and regulations as well as prudent use of resources. This means that the primary objective of our compliance management system is to ensure the lawful conduct of the Company, its management bodies, and its employees and to prevent violations with regard to legal and internal corporate regulations, requirements, and prohibitions. The Compliance Manual, which was newly published in fiscal year 2022, forms the basis of the compliance management system. In addition to a Code of Conduct, the Compliance Manual includes a Corporate Compliance Framework Directive, a Business Partner Code of Conduct, and individual guidelines on key topics, including antitrust law, gifts, invitations and hospitality, sponsorship and donations, preventing corruption, money laundering and preventing the financing of terrorism, due diligence on business partners, compliance in the procurement process, foreign trade law, and data protection. The Compliance Manual is binding for all employees of the Bike24 Group worldwide. The Code of Conduct and the Business Partner Code of Conduct of Bike24 Holding AG are publicly available on the Company's website at https://ir.bike24.com/websites/bike24/English/5000/governance_-_esg.html.

In addition to the comprehensive set of rules, compliance training measures are being used to raise awareness of compliance issues among employees and provide them with targeted training. The managers who exemplify and have internalized our values are important communicators of our compliance management system.

We also see open and fair communication at and between all levels in the Company, as well as close cooperation with customers and suppliers based on partnership, as an important prerequisite for our business activities. Furthermore, we also expect our business partners to share our attitudes with regard to integrity and sustainability, which is a basic prerequisite for us to enter into business relationships.

An electronic whistleblowing system makes it possible for employees and external parties to submit reports of suspicious activities relating to violations of the law or compliance rules. To implement this system, Bike24 uses a tried and tested platform operated by an independent provider. This gives employees and third parties the opportunity to report legal violations in a protected manner.

All reports are followed up, and internal investigations are carried out in case of specific indications of violations. The objective is to completely avoid corruption, bribery, and other illegal behavior (including conflicts of interest, money laundering, etc.) in order to support a compliant and ethical working environment in which risks can be identified and prevented in advance.

Composition and working methods of the Management Board

During the year, the Management Board consisted of two members, Mr. Andrés Martin-Birner (CEO) and Mr. Timm Armbrust (CFO). The members of the Management Board and their memberships, which must be disclosed pursuant to Section 285 (10) HGB, are listed on page 10 of the Individual Financial Statement of the Company.

The Management Board acts in accordance with the provisions of the German Stock Corporation Act, the GCGC, and the Company's Articles of Association. In addition, the Supervisory Board has issued Rules of Procedure for the Management Board, which contain a detailed schedule of responsibilities and a list of transactions for which the Management Board requires the approval of the Supervisory Board. Both the Company's Articles of Association and the Rules of Procedure for the Management Board are available in the Investor Relations/Governance & ESG section of the Company's website.

The Management Board manages the operational business. Although each member of the Management Board is responsible for its own area of responsibility, the members of the Management Board are collectively responsible for the overall management of the Company. In particular, the Management Board decides on fundamental matters of business policy and corporate strategy, as well as on annual and multi-year planning.

Among other things, the Management Board is responsible for preparing the quarterly and half-yearly reports as well as the annual and consolidated financial statements and the combined management report of Bike24 Holding AG and the Group. It convenes the Annual General Meeting. The Management Board ensures compliance with legal provisions, official regulations, and internal Company guidelines. To this end, the Management Board has established a comprehensive compliance management system.

The members of the Management Board work together as colleagues and keep each other informed of important transactions, measures, and other matters in their respective areas of responsibility.

The Management Board and the Supervisory Board work closely together in a spirit of trust for the benefit of the Company. The Management Board informs the Supervisory Board regularly, promptly, and comprehensively about all matters of importance to the Company, in particular the Company's position, business development, financial and earnings position, key strategic issues, and the status of strategy implementation, planning, and compliance.

The members of the Management Board are subject to a non-compete clause and are obliged to act in the best interests of the Company. In particular, they may not pursue private interests in their decisions. They must immediately disclose any conflicts of interest to the other member of the Management Board and to the Supervisory Board.

Composition and working methods of the Supervisory Board

In accordance with the Articles of Association, the Supervisory Board consisted of four members in the fiscal year 2023: Mr. Ralf Kindermann (Chairman), Dr. Michael Weber (Deputy Chairman), Ms. Bettina Curtze, and Mr. Sylvio Eichhorst. The members of the Supervisory Board and their memberships, which must be disclosed pursuant to Section 285 (10) HGB, are listed on page 10 of the Individual Financial Statement of the Company.

The Supervisory Board bases its actions on the requirements of the German Stock Corporation Act, the Company's Articles of Association, and the GCGC. The Supervisory Board has also adopted Rules of Procedure. Both the Company's Articles of Association and the Rules of Procedure for the Supervisory Board are available in the Investor Relations/Governance & ESG section of the Company's website.

The Supervisory Board monitors and advises the Management Board. This monitoring and advice includes sustainability issues.

The Supervisory Board regularly discusses business development and planning, as well as strategy and its implementation. It examines the annual and consolidated financial statements, the combined management report of Bike24 Holding AG and the Group, and, if retained earnings is reported, the proposal for the appropriation of the retained earnings. It adopts the annual financial statements of Bike24 Holding AG and approves the consolidated financial statements, taking into account the results of the preliminary audit by the Audit Committee and the Auditor's Reports. The Supervisory Board resolves on the report of the Supervisory Board to the Annual General Meeting and, insofar as a retained earnings is recognized, on the proposal of the Management Board for the appropriation of the retained earnings.

The Supervisory Board and the Management Board jointly prepare the Remuneration Report pursuant to Section 162 AktG, which must be submitted to the Annual General Meeting for approval pursuant to Section 120a (4) AktG.

The Supervisory Board is also responsible for appointing the members of the Management Board. Based on the proposal of the Presidential Committee, the Supervisory Board determines the specific remuneration of the members of the Management Board in accordance with the remuneration system. The Supervisory Board is also responsible for concluding and amending the employment contracts of the members of the Management Board on the proposal of the Presidential Committee. The Supervisory Board represents the Company vis-à-vis the members of the Management Board.

Except in urgent cases in which the Chairman may shorten the notice period, the meetings of the Supervisory Board are to be convened by the Chairman with notice of at least fourteen days. Resolutions of the Supervisory Board may also be passed outside of meetings (or in the form of combined resolutions, a combination of means of communication, and/or a combination of resolutions passed at a meeting and resolutions passed outside of a meeting) by order of the Chairman by means of oral or telephone voting, voting in text form (Section 126b BGB), by electronic means, or by other customary means of communication.

The Supervisory Board is to hold at least two meetings in each calendar half-year. In principle, five Board meetings are held per calendar year. The focal points of the meetings over the past fiscal year are summarized in the Report of the Supervisory Board, which is part of the Annual Report. The members of the Management Board generally attend the meetings of the Supervisory Board, provide written and oral reports on the individual agenda items, draft resolutions, and answer the questions of the members of the Supervisory Board.

The Supervisory Board regularly assesses how effectively it, as a body as a whole, and its committees are performing their duties. The efficiency with which tasks are performed is assessed using a structured questionnaire, the results of which were analyzed, evaluated, and discussed by both the full Supervisory Board and the Presidential Committee at the meeting in October 2023. It was found that the work of the Supervisory Board is organized efficiently. Any opportunities for improvement identified will be incorporated into the future work of the Supervisory Board.

Committees of the Supervisory Board

The Supervisory Board has established committees to enable it to perform its duties effectively: the Presidential Committee, which also performs the functions of the Nomination Committee, and the Audit Committee.

Their tasks, responsibilities and working procedures are derived in particular from the German Stock Corporation Act, the GCGC, the Company's Articles of Association, and the Supervisory Board's Rules of Procedure. The chairmen of the committees report regularly to the Supervisory Board on the activities of the committees.

The members of the Presidential Committee during the fiscal year 2023 were Mr. Ralf Kindermann (chairman), Dr. Michael Weber, and Ms. Bettina Curtze. The meetings of the Presidential Committee are generally held without the presence of the Management Board. The Presidential Committee is responsible for the preparation of the meetings of the Supervisory Board, the self-assessment of the effectiveness of the performance of the duties of the Supervisory Board, the handling of current matters, and advising the Management Board on fundamental issues and the strategic development of the Company. The Presidential Committee also prepares the Supervisory Board's personnel decisions, including the appointment and dismissal of members of the Management Board. The Presidential Committee also prepares the conclusion, amendment, and termination of the employment contracts with the members of the Management Board, the remuneration commitments for the members of the Management Board, and the resolutions of the Supervisory Board on the remuneration system and Remuneration Report. It also proposes suitable candidates for election to the Supervisory Board.

The Audit Committee consisted of the following members in the fiscal year 2023: Mr. Sylvio Eichhorst (chairman), Mr. Ralf Kindermann, and Dr. Michael Weber. The Audit Committee generally meets in the presence of the members of the Management Board. The auditor is regularly invited to attend the meetings, although the Audit Committee also consults with the auditor without the presence of the Management Board. The Audit Committee deals with issues relating to the accounting process, the effectiveness of the internal control system, the risk management system, and the compliance management system. It is also responsible for monitoring the necessary independence of the auditors, the issuance of the audit mandate to the auditor, and the fee agreement. The committee discusses with the auditor the assessment of audit risks, the determination of audit priorities and the audit strategy, planning, and results. During the audit, the chairman of the Audit Committee regularly discusses the audit (e.g., audit planning) and the progress of the audit (including interim results of the audit) with the auditor. The chairman of the Audit Committee reports this to the rest of the Audit Committee.

The Audit Committee prepares the Supervisory Board's decision on the adoption of the annual financial statements and the approval of the consolidated financial statements. To this end, it is responsible for the preliminary review of the annual financial statements, the consolidated financial statements, the combined management report of Bike24 Holding AG and the Group, and, if a net profit is reported, the proposal for the appropriation of profits.

The Audit Committee also discusses the half-yearly and quarterly reports with the Management Board prior to their publication and deals with the non-financial statements. The Audit Committee must make a recommendation to the Supervisory Board for its proposal to the Annual General Meeting regarding the appointment of the auditor.

As a rule, the Audit Committee holds five meetings and the Presidential Committee four meetings. The actual number and focus of the committee meetings during the past fiscal year are summarized in the Report of the Supervisory Board, which forms part of the Annual Report.

Annual General Meeting

The shareholders of Bike24 Holding AG exercise their control and co-determination rights at the Annual General Meeting. The chairman of the Supervisory Board chairs the Annual General Meeting. The Annual General Meeting takes decisions regarding all tasks assigned to it by law (including the appropriation of net profit, approval of the actions of the Management Board and Supervisory Board, election of Supervisory Board members, the appointment of the auditor, capital measures, and amendments to the Articles of Association). Shareholders may exercise their voting rights at the Annual General Meeting either in person, by proxy, or by a proxy appointed by Bike24 Holding AG.

The Annual General Meeting of Bike24 Holding AG took place on June 27, 2023 as an annual general meeting with physical attendance in Dresden. At this Annual General Meeting, the Management Board was authorized to hold the Annual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The authorization is valid until June 27, 2028. For future Annual General Meetings, a separate decision will be made, taking into account the circumstances of each individual case, as to whether the authorization should be exercised and whether an Annual General Meeting should be held as a virtual Annual General Meeting. The Management Board will make its decisions taking into account the interests of the Company and its shareholders, in particular the protection of shareholders' rights, as well as aspects of health protection for those involved, the practice of other listed companies, effort and costs, and sustainability considerations.

Diversity policy for the Management Board, its implementation, and succession planning

The Company prioritizes the topic of diversity throughout the Company. The Management Board and Supervisory Board are convinced that sufficient diversity in terms of professional training and experience, cultural background, internationality, gender, and age fosters the long-term and sustainable development of the Company. This idea applies with regard to the Supervisory Board, to the Management Board and subsequent management levels, and to the employees of Bike24 Holding AG, as well as to the Bike24 Group as a whole.

Bike24 Holding AG did not come into existence until fiscal year 2021, when there was a change in legal form shortly before the IPO. However, with regard to the current composition of the Management Board of Bike24 Holding AG, the Supervisory Board took into consideration the specific character of Bike24's business, which is historically shaped by its founders and by continuity. The Supervisory Board has given priority to the experience and expertise of Timm Armbrust and Andrés Martin-Birner, who is also one of the Company's founders. Both had already been managing directors of the Company before it changed its form to a stock corporation. The Supervisory Board also maintained the lean and efficient management structure. Against this backdrop, a deviation from recommendation B.1 of the GCGC was also declared, and a target figure for the proportion of women on the Management Board of 0% was resolved.

Pursuant to the GCGC recommendation, the Supervisory Board set an age limit for the members of the Management Board. This age limit restricts in principle the membership in the Management Board to those of age 63 and younger.

The Management Board and Supervisory Board consider the goal of promoting diversity throughout the Company to be important. When filling management positions in the Company, the Management Board is to pay particular attention to diversity. The Management Board set a target of 30% for the proportion of women at the relevant management level of Bike24 Holding AG. However, diversity at this and subsequent Company levels should (also) relate not only to gender, but also to professional training and experience, cultural background, internationality, and age. Such comprehensive diversity does not only promote the long-term and sustainable development of the Company in general but also lays the foundation for sufficient diversity on the Management Board in any appointments of internal candidates to the Management Board in the future.

The Supervisory Board is to work together with the Management Board to ensure long-term succession planning. Candidates for any future appointments to the Management Board are to come primarily from within the Company. The Supervisory Board therefore regularly informs itself about the management levels of Bike24 Holding AG and the Bike24 Group, as well as their development. However, the crucial factor will be the requirement profile that the Supervisory Board will draw up prior to any search for candidates, so that future candidates for the Management Board can also come from outside the Company if necessary. The Supervisory Board will derive the requirement profile for an individual Management Board member from a competency profile that it will prepare in good time for the Management Board as a whole.

Diversity concept and competency profile of the Supervisory Board and their implementation

The Supervisory Board specifies concrete objectives for its composition and develops a competency profile for the entire body. The Supervisory Board is to take diversity into account in doing so. The aim is for the Supervisory Board, despite its numerically small size, to increase its effectiveness a great deal through sufficient diversity and mutually complementary competencies and ways of thinking. The Supervisory Board takes this into account in particular by setting appropriate targets for its composition and the competency profile it has drawn up for the entire body. Specifically, the Supervisory Board has specified in the targets for its composition that at least 25% of the Supervisory Board members should be women. With the Supervisory Board currently consisting of four members, this target corresponds to at least one woman. In addition, the Supervisory Board took into account the aspects of internationality and various backgrounds and experiences (knowledge and expertise) as part of the competency profile of the entire body.

In future Supervisory Board elections, the Supervisory Board will pay attention to diversity and implementation of the applicable diversity policy in the election proposals it provides to the Annual General Meeting. To this end, the aspect of diversity is to be given appropriate consideration at an early stage in the selection process when reviewing potential candidates for by-election or new appointments to Supervisory Board positions that become vacant.

The Supervisory Board has adopted a comprehensive requirement profile for its composition, which includes both the competency profile required by the GCGC and the diversity policy required by Section 289f HGB.

The Supervisory Board of Bike24 Holding AG is to be composed in such a way that its members as a whole possess the knowledge, skills, and professional experience required for proper performance of the duties of the Supervisory Board. At least one member of the Supervisory Board of Bike24 Holding AG must have expertise in the field of accounting, and at least one other member of the Supervisory Board must have expertise in the field of auditing; the members as a whole must be familiar with the sector in which the Company operates. In addition to these legal requirements, the Bike24 Holding AG Supervisory Board has defined the following objectives for its composition:

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- The members of the Supervisory Board should have sufficient time to perform their duties so that they can fulfill their mandate with the necessary regularity and diligence. Account should be taken of the fact that
 - as a rule, five Supervisory Board meetings are held each year;
 - sufficient time needs to be set aside for the preparation of the meetings and, in particular, for the detailed examination of the annual and consolidated financial statements;
 - attendance at the Annual General Meeting is required;
 - depending on the composition of the Supervisory Board's committees, additional time will be needed for attending and preparing committee meetings;
 - additional extraordinary Supervisory Board and/or committee meetings may be required.

As a general rule, a Supervisory Board member who is not a member of the management board of a listed company shall not hold more than a total of five supervisory board mandates at non-Group listed companies or comparable functions, with any supervisory board chairmanship position counting twice. A person who is a member of the management board of a listed company should, as a rule, not hold more than a total of two supervisory board mandates in non-Group listed companies or comparable functions and shall not chair the supervisory board of a non-Group listed company. Whether the number of mandates held appears appropriate and whether the Supervisory Board member has sufficient time available should be determined on a case-by-case basis, taking into account the expected individual workload.

- More than half of the members of the Supervisory Board are to be independent of the Company and its Management Board and independent of a controlling shareholder. With the Supervisory Board currently consisting of four members, this corresponds to three members who are independent according to the above-mentioned definition. The following shall apply in particular:
 - A Supervisory Board member is independent of the Company and its Management Board if they have no personal or business relationship with the Company or its Management Board that could give rise to a material and not merely a temporary conflict of interest.
 - In determining whether a Supervisory Board member is independent of the Company and its Management Board, particular consideration is to be given to whether the Supervisory Board member or a close family member of the Supervisory Board member:
 - Was a member of the Company's Management Board in the two years preceding the appointment;
 - Has or has had a significant business relationship with the Company or a Company dependent on it (e.g., as a customer, supplier, lender, or consultant) directly or as a shareholder or in a responsible function of a Company outside the Group currently or in the year leading up to their appointment;
 - Is a close family member of a member of the Management Board; or
 - Has been a member of the Supervisory Board for more than 12 years.
- The chairman of the Supervisory Board, the chairman of the Audit Committee, and the chairman of the Presidential Committee dealing with Management Board remuneration are to be independent of the Company and the Management Board. The chairman of the Audit Committee is also to be independent of a controlling shareholder.
- The Supervisory Board shall not include more than two former members of the Management Board.
- Members of the Supervisory Board shall not exercise any executive or advisory functions for significant competitors of the Company and shall not have a personal relationship with a significant competitor.
- As a rule, Supervisory Board members should not be older than 65 at the time of appointment.
- At least 25% of the Supervisory Board members are to be women. With the Supervisory Board currently consisting of four members, this target corresponds to at least one woman.

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- The composition of the Supervisory Board is to take the ownership structure into account.
 - At least one member of the Audit Committee must have expertise in the field of accounting and at least one other member of the Audit Committee must have expertise in the field of auditing. Expertise in the field of accounting is to consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and expertise in the field of auditing is to consist of special knowledge and experience in auditing financial statements. Accounting and auditing also include sustainability reporting and auditing of such reporting.
 - The chairman of the Audit Committee is to be an expert either in the field of accounting or in the field of auditing.

The Supervisory Board of Bike24 Holding AG has also drawn up the following competency profile for the entire body:

- Expertise in the field of accounting;
- Expertise in the field of auditing financial statements;
- Knowledge of internal control systems, risk management systems, internal audit systems, and compliance;
- Expertise in ESG and, in particular, on sustainability issues of importance to the Company;
- Expertise in the area of the digital economy;
- Expertise in the bicycle market;
- International experience/experience in companies operating internationally,
- Marketing expertise;
- Experience in running a business.

Based on the objectives for its composition, the Supervisory Board has drawn up the following overview of the current status of implementation in the form of a qualification matrix (see page 13).

The current composition of the Supervisory Board meets the objectives of and fully fulfills the competency profile. In this respect, the current composition of the Supervisory Board represents the implementation of the diversity policy. In particular, the 25% target for women is being met.

The chairman of the Audit Committee, Mr. Sylvio Eichhorst, has expertise in both accounting and auditing. Mr. Eichhorst gained the necessary knowledge and experience in the application of accounting principles and internal control and risk management systems through his education and professional experience in various management positions in the financial area of listed companies. Mr. Eichhorst also acquired knowledge and experience in the field of auditing both in his current function and particularly in his previous work as an auditor. In addition, Mr. Eichhorst has knowledge and experience in the field of sustainability reporting and auditing.

Furthermore, Dr. Michael Weber, member of the Audit Committee, has the necessary knowledge and experience in the application of accounting principles and internal control and risk management systems by virtue of his professional training and his work as a senior partner of a private equity investor. Dr. Weber therefore has expertise in the field of accounting.

Qualification matrix

Competency requirements	Ralf Kindermann	Sylvio Eichhorst	Bettina Curtze	Dr. Michael Weber
Duration of affiliation				
Member since	May 2021	May 2021	May 2021	May 2021
Personal suitability				
Independence	X	X	X	
Sufficient time availability	X	X	X	X
Meets non-compete requirement				
Diversity				
Gender	Male	Male	Female	Male
Birth year (age)	1967	1972	1976	1971
Nationality	German	German	German	German
International experience	x	x	x	
Training background	achelor's degree in Marketing/Export	Diplom-Kaufmann Certified tax consultant Certified Public Accountant (USA) Certified Public Accountant (Germany)	Master of BA (NY) Master of Science in Accounting (NY) Certified Public Accountant (USA)	Degree in Business Administration and Doctorate
Professional suitability				
ICS/risk management/ internal audit/compliance		X	X	
Corporate governance and control	X			X
Expertise in the field of accounting (Section 100 (5) AktG)		X	X	X
Expertise in the field of auditing (Section 100 (5) AktG)		X		
International experience	X	X	X	
Expertise in digital economy	X		X	
Marketing expertise	X			
Expertise in the bicycle market	X			
Expertise in ESG and sustainability issues	X	X		

Targets for filling management positions

As the parent Company of the Bike24 Group and a pure holding Company, Bike24 Holding AG had no independent organizational structure in the reporting period. Based on a job evaluation for the employees directly employed by Bike24 Holding AG, the Management Board therefore defined a management level and set a target for the proportion of women for this level of at least 30% by December 31, 2025. The proportion of women is currently 30.8%. The Management Board pays attention to diversity when filling management positions in the Company.

These requirements remain unaffected if other Group companies in addition to Bike24 Holding AG are subject to legal requirements for equal participation of women and men in management positions.

Transparent corporate communication

Open, transparent corporate communication is an essential component of good corporate governance. In addition to clear and comprehensible content, such transparency also requires equal access to the Company's information for all target groups. In the reporting year, Bike24 Holding AG put shareholders, financial analysts, the media, and interested members of the public on an equal footing in terms of providing up-to-date information on the development of the Company and significant events.

All mandatory disclosures and detailed additional supplementary information were made available on the Company's website in a timely manner. Company publications, including ad hoc announcements, press releases, interim financial reports, the Annual Report, and directors' dealings, were and are published simultaneously in German and English. Presentations for analysts and investors are also available on the Company's website.

Dates of significant recurring events, such as publication dates of the Annual Report and interim financial reports as well as the date of the Annual General Meeting, are compiled in a financial calendar. This is updated on an ongoing basis and can be found in the Investor Relations section of the Company's website. The publication dates are based on the requirements of the Exchange Rules of the Frankfurt Stock Exchange for Securities in the Prime Standard Segment.





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 **BIKE24**