

SUPERVISORY BOARD REPORT

Dear shareholders, dear ladies and gentlemen,

2021 was another eventful year for Westwing Group AG (now: Westwing Group SE).

The ongoing Corona pandemic and its impact on the supply chain, as well as volatility in customer behavior, demanded a high degree of flexibility from the company. Thanks to the outstanding commitment of the Management Board and employees, 2021 was successfully completed despite these circumstances.

Following the strong growth in 2020, important growth investments were made in marketing, Westwing Collection and technology in 2021, thus working on setting the strategic course for the future. Westwing is thus well equipped for the coming challenges and uncertain times in 2022 to continue pursuing its mission: “to inspire and make every home a beautiful home”.

In line with the principles of good corporate governance, the Supervisory Board worked together with the Management Board in a spirit of mutual trust on all relevant topics, advised the Management Board on the management of the Company, and exercised its oversight function. In the process, it performed the tasks assigned to it in accordance with the law, the Articles of Association, and the Rules of Procedure in full and in a responsible manner in all cases.

Cooperation between the Supervisory Board and the Management Board

The Supervisory Board works together with the Management Board in a spirit of mutual trust both in and between Supervisory Board meetings, in the Company’s interests. The Supervisory Board advised and supervised the Management Board in line with the legal requirements during the reporting period.

The Supervisory Board Chairman and the Management Board Chairman were in regular dialog during the reporting period. Key topics for discussion included the Company’s current situation and future development, the progress made with major ongoing projects, strategy, business policy, corporate planning, risks and opportunities and their management, compliance and governance topics. The Management Board Chairman and Supervisory Board Chairman were also in close contact outside regular meetings during the reporting period. The Supervisory Board Chairman informed the other Supervisory Board members of important topics that were discussed on these occasions. In addition, the Management Board submitted regular (normally monthly) reports to the Supervisory Board on key financial performance indicators.

Besides the meetings where the Company’s current business performance, corporate planning including financial, investment, and human resources planning, as well as profitability are regularly reported, there are pre-alignment meetings held and further information is submitted to the Supervisory Board by the Management Board over the course of the year. Above and beyond this, a strategy workshop was held during the reporting period in which the Company’s strategy was discussed.

As a result, the Supervisory Board was informed at all times of all material events.

The Management Board involved the Supervisory Board at an early stage in all fundamental decisions, provided the Supervisory Board with oral and written reports, and supplied supplementary information where necessary, which were supplemented by third-party expert opinions where required. In those cases in which the Supervisory Board was required by law, the Articles of Association, or the Rules of Procedure to give approval, this was done following intensive investigation, examination, and discussion in the Supervisory Board or – where appropriate – in the committees established for this by the Supervisory Board.

Key Topics Addressed by the Supervisory Board

The Supervisory Board focused in particular on the following topics in fiscal year 2021:

- The impact on the Company of the coronavirus pandemic and the measures to be taken in this context
- The Company's business planning and its performance during 2021, including the planning for 2022, the Company's long-term business strategy and focus, and its budget for 2022
- The audits of the annual and consolidated financial statements and the Management Report for fiscal year 2020, plus the review of intra-year financial information in fiscal year 2021 and non-financial reporting
- The change of legal form for Westwing Group AG into a European Company (*Societas Europaea*, SE)
- The increase in the size of the Supervisory Board to five members
- The (virtual) Annual General Meeting for fiscal year 2020 and the agenda for this
- Business updates for both the Company's commercial operations and the creative teams
- Governance topics such as compliance with the recommendations of the German Corporate Governance Code and the Compliance Declaration, the Rules of Procedure for the Management Board including the list of matters requiring Supervisory Board approval, the establishment of committees, and the internal effectiveness survey conducted by the Supervisory Board
- (Long-term) succession planning for the Management Board and matters relating to Management Board remuneration, including the remuneration system and the Remuneration Report in line with the company law requirements set out in the Act Implementing the Second Shareholder Rights Directive (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie – ARUG II)
- The oversight and continuing enhancement of the Company's internal risk and compliance system
- The establishment of new warehouses and logistics locations
- The approval of capital increases from authorized capital at Westwing Group AG (now: Westwing Group SE) to service agreements to grant subscription rights entered into with former shareholders of Westwing Group AG (now: Westwing Group SE) and former equity holders or lenders

No Conflicts of Interest

No conflicts of interest as defined by the German Corporate Governance Code occurred within the Supervisory Board in fiscal year 2021. In particular, no conflicts of interest were disclosed to the Supervisory Board Chairman by Supervisory Board members, or reported by Management Board members or third parties.

Support for Supervisory Board Members

Supervisory Board members receive appropriate support when taking office. In particular, they are given an introduction to the work performed by Westwing Group AG's (now: Westwing Group SE's) Supervisory Board when assuming their positions. A Supervisory Board Office was established in fiscal year 2021 and lawyers explain the practical and legal fundamentals, and clarify specific questions and obligations relating to securities and capital market law. Any need on the part of the Supervisory Board for further education and training that arises in the course of their office is elicited and discussed together with the Supervisory Board Chairman or in the full Supervisory Board meetings. During the reporting period, information was provided on corporate governance topics and on the new legal framework, and relevant literature was provided where necessary. In addition, a governance workshop attended by all Supervisory Board members was held on January 19, 2022; among other things, this provided an informal setting for discussing the obligations facing listed companies due to the changes in the (legal) situation.

Composition of the Supervisory Board and Its Committees

As of the beginning of fiscal year 2021, the Supervisory Board had four members: Christoph Barchewitz (Chairman), Dr. Antonella Mei-Pochtler (Deputy Chairwoman), Thomas Harding, and Michael Hoffman.

The Annual General Meeting of Westwing Group AG on August 5, 2021, resolved to expand the size of the Supervisory Board to five members. Mareike Wächter was elected as an additional Supervisory Board member by the General Meeting. Following the entry into force on August 18, 2021, of the amendment to the Articles of Association resolved by the General Meeting, the Supervisory Board has five members: Christoph Barchewitz (Chairman), Dr. Antonella Mei-Pochtler (Deputy Chairwoman), Thomas Harding, Michael Hoffman, and Mareike Wächter.

The Supervisory Board is not governed by the rules on employee co-determination.

As of the beginning of fiscal year 2021, the Supervisory Board had one committee, the Audit Committee, comprising the following three members of the Supervisory Board: Michael Hoffmann (Chairman of the Audit Committee), Christoph Barchewitz, and Thomas Harding.

As of December 31, 2021, the Audit Committee consisted of the following members:

Michael Hoffmann (Chairman of the Audit Committee), Thomas Harding, and Mareike Wächter. Mareike Wächter, the new member who joined the Supervisory Board as of August 18, 2021, succeeded Christoph Barchewitz on the Audit Committee based on corresponding Supervisory Board resolution. Beforehand, Christoph Barchewitz stepped down from his position on the committee.

Westwing Group AG's (now: Westwing Group SE's) Supervisory Board established two additional committees in December 2021: a Remuneration Committee and a Nomination Committee.

The Remuneration Committee had the following members as of December 31, 2021:

Dr. Antonella Mei-Pochtler (Chairwoman), Christoph Barchewitz, and Michael Hoffmann.

The committee is responsible for all questions relating to the remuneration of the Management Board and the Supervisory Board that fall within the Supervisory Board's remit. In particular, the committee prepares proposed resolutions on topics relating to Management Board remuneration for final resolution by the Supervisory Board.

The newly formed Nomination Committee had the following members as of December 31, 2021:

Christoph Barchewitz (Chairman), Thomas Harding, and Mareike Wächter. As recommended by the German Corporate Governance Code, the committee is responsible for preparing proposals for candidates for election to the Supervisory Board.

Information on the Westwing Group SE's Supervisory Board committees can also be found on the corporate website.

The Audit Committee Chairman, Michael Hoffmann, has particular expertise in the area of the auditing of financial statements, which is demonstrated among other things by his many years' experience as head of the audit committee at another listed company. Mareike Wächter has expertise in the area of financial reporting, as can be seen among other things from her previous role as a head of financial control and finance. Overall, the members of the Supervisory Board are highly familiar with the sector in which Westwing Group AG (now Westwing Group SE) operates.

The Supervisory Board members' résumés have been published on the Company's corporate website and are updated regularly, at least once a year.

Supervisory Board and Committee Meetings as well as Key Topics Addressed by the Committees

All in all, eight Supervisory Board meetings were held in fiscal year 2021: six regular meetings and two extraordinary meetings.

In some cases, the Supervisory Board a part was held as internal meeting, without the Management Board attending.

Four Supervisory Board meetings have been held to date in 2022: one extraordinary internal meeting of the Supervisory Board on January 28, 2022, on Management Board (remuneration) topics, one extraordinary internal meeting of the Supervisory Board on February 11, 2022, as the constitutive meeting of the Supervisory Board of Westwing Group SE and two regular meetings, one on March 11, 2022, in which, among other things, the fiscal year 2021, as well as governance topics, such as the successful conversion into an SE, were dealt with, and one on March 28, 2022 (meeting held to approve the financial statements for fiscal year 2021).

Otherwise, the Supervisory Board also passed resolutions outside meetings by e-mail in the past fiscal year, e.g., on corporate governance topics and standard financing.

Additionally, a strategy workshop attended by all Supervisory Board and Management Board members was held in 2021.

The main topics addressed by the **Audit Committee** are, as recommended by the German Corporate Governance Code, the examination of the Company's financial reporting (including its sustainability reporting), the oversight of the financial reporting process, the effectiveness of the internal control system, the risk management system, the internal audit system, the audit of the financial statements, and compliance (including information security and data protection, among other things). The tasks to be performed by the Audit Committee are set out in the Rules of Procedure for the Supervisory Board, which are publicly available on the corporate website.

The Audit Committee Chairman discussed audit-related topics with the auditors, including outside of Supervisory Board and Audit Committee meetings, and also without the involvement of the Management Board.

The Audit Committee held a total of four meetings in fiscal year 2021. Among other things, these addressed the financial results, internal audit issues, risk management and compliance, cyber security and topics relating to the audit work performed (including an assessment of the latter). In addition, the committee prepared the Supervisory Board meeting held to approve the financial statements and the relevant proposals for Supervisory Board resolutions.

Two Audit Committee meetings have been held so far in 2022, on March 9 and on March 28, 2022. In this context inter alia the financials for financial year 2021 as well as respective (group) financial statement audit in preparation of the Supervisory Board meeting held to approve the financial statements, non-financial reporting, audit plan 2022, governance, risk management and – analysis as well as compliance (GRC) and internal audit was dealt with.

The Audit Committee Chairman was also in close contact with the auditors, the internal Finance department, external consultants, and the Management Board outside of the committee meetings. The Audit Committee Chairman reported on the work of the Audit Committee, and in particular on key results and topics discussed, at the Supervisory Board meetings following the relevant committee meetings.

The **Remuneration Committee** established at the end of December 2021 has met four times to date in 2022: on January 12 (constitutive meeting), January 19, January 28 and 16 March, 2022. Topics dealt with were board remuneration, especially the Management board remuneration in accordance with the new remuneration system pursuant to the ARUG II and its implementation in new service contracts of the Management Board, a new employee participation program as well as the remuneration report pursuant to sec. 162 of The German Corporation Act. The Remuneration Committee made recommendations for subsequent adoption by the full Supervisory Board.

In addition, the members of the Remuneration Committee took part in an informal exchange on the topic of Management Board remuneration on January 25, 2022.

The Remuneration Committee Chairwoman was also in close contact with the other members of the Supervisory Board, and in particular with the Supervisory Board Chairman, plus the Supervisory Board Office, lawyers, and independent external remuneration consultants. The Remuneration Committee Chairwoman reported on the work of the Remuneration Committee, and in particular on key results and topics discussed, at the Supervisory Board meetings following the relevant committee meetings.

The **Nomination Committee** established in December 2021 met once in 2022 for its constitutive meeting on March 7, 2022, in which the general composition and succession planning of the Supervisory Board was dealt with.

Individualized Disclosures on Attendance at Meetings

The following table provides an individualized breakdown of Supervisory Board members' attendance at Supervisory Board and Audit Committee meetings:

Number of meetings/Attendance in %	Supervisory Board meeting		Audit Committee Meeting**	
	Number	%	Number	%
Christoph Barchewitz (Chairman) Member of the Audit Committee until August 18, 2021	8/8	100	3/3	100
Dr. Antonella Mei-Pochtler (Deputy Chairwoman)	8/8	100	Not a member of the Audit Committee	
Michael Hoffmann (Chairman of the Audit Committee)	7.5*/8	94	4/4	100
Mareike Wächter Member of the Supervisory Board/Audit Committee since August 18, 2021	3/3	100	1/1	100
Thomas Harding Member of the Audit Committee	8/8	100	3.5/4	88
TOTAL		99		97

* In one case, the member attended one part of a meeting but was excused for good cause for the other part; the member took part in all resolutions passed in the meeting.

** No meetings of the committees that were established in December 2021 (Nomination Committee and Remuneration Committee) were held in 2021.

Number of meetings/Attendance in %	Total number of meetings (Supervisory Board and Audit Committee**)	
	Number	%
Christoph Barchewitz (Chairman) Member of the Audit Committee until August 18, 2021	11/11	100
Dr. Antonella Mei-Pochtler (Deputy Chairwoman)	8/8	100
Michael Hoffmann (Chairman of the Audit Committee)	11.5*/12	96
Mareike Wächter Member of the Supervisory Board/Audit Committee since August 18, 2021	4/4	100
Thomas Harding Member of the Audit Committee	11.5*/12	96
TOTAL		98

* In one case, the member attended one part of a meeting but was excused for good cause for the other part; the member took part in all resolutions passed in the meeting.

** No meetings of the committees that were established in December 2021 (Nomination Committee and Remuneration Committee) were held in 2021.

Audit of the Annual and Consolidated Financial Statements of Westwing Group AG (now: Westwing Group AG)/the Westwing Group

The 2021 Annual General Meeting elected PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (Auditing company), Frankfurt am Main, Munich office, as the Company's new auditors and Group auditors for fiscal year 2021.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft audited the combined Management Report as of December 31, 2021, for Westwing Group AG (now: Westwing Group SE) and the Westwing Group and issued it with an unqualified audit opinion.

Westwing Group AG's (now: Westwing Group SE's) annual financial statements and the combined Management Report for Westwing Group AG (now: Westwing Group SE) and the Westwing Group were prepared in accordance with the provisions of German commercial law and received an unqualified audit opinion.

The consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IFRSs) as required to be applied in the European Union and with the provisions of German commercial law also required to be applied under section 315e(1) of the HGB. The consolidated financial statements also comply with the IFRSs in the version published by the International Accounting Standards Board (IASB). The auditors performed their audit in accordance with section 317 of the HGB and the EU Audit Regulation, in compliance with the German principles of proper accounting promulgated by the Institut der Wirtschaftsprüfer (IDW) and with the International Standards on Auditing (ISA).

The annual and consolidated financial statements for Westwing Group AG (now: Westwing Group SE) and the Westwing Group, the separate Non-financial Report for Westwing Group AG (now: Westwing Group SE) for the 2021 reporting period and the corresponding reports by the auditors of the single-entity and consolidated financial statements were submitted to the Supervisory Board in advance of the Supervisory Board meeting held to approve the financial statements on March 28, 2022. The above-mentioned documents were addressed and discussed in detail in the Supervisory Board meeting in the auditors' presence, after previously having been considered up front by the Audit Committee.

In particular, the Supervisory Board and the Audit Committee addressed the key audit matters detailed in the relevant audit opinions (including the audit procedure).

The auditors reported on the scope, areas of emphasis, and key findings of their audit, focusing in particular in the key audit matters and the audit procedure. No relevant weaknesses in the internal control and risk management system were reported. In this meeting, the Management Board explained in detail the financial statements of Westwing Group AG (now: Westwing Group SE) and the Westwing Group, including the combined Management Report and the separate Non-financial Report.

The Supervisory Board approved the audit findings. Following the final results of its own examination, the Supervisory Board did not raise any objections. In its meeting on March 28, 2022, the Supervisory Board approved the single-entity financial statements of Westwing Group AG (now: Westwing Group SE), the consolidated financial statements, and the combined Management Report. As a result, Westwing Group AG's (now: Westwing Group SE's) annual financial statements have been adopted.

Composition of the Management Board

The Management Board comprised two members in fiscal year 2021: Chief Executive Officer (CEO) Stefan Smalla and Chief Financial Officer (CFO) Sebastian Säuberlich.

On behalf of the entire Supervisory Board, I would like to thank the members of the Management Board for their outstanding leadership of the Company in a challenging fiscal year 2021, and for our consistently close working relationship. I would also like to warmly thank all Westwing Group employees – on behalf of the Supervisory Board – for their hard work and dedication, which play a major role in the Company's success.

London, March 28, 2022

On behalf of the Supervisory Board

Christoph Barchewitz

Chairman of the Supervisory Board