



Annual General Meeting of AUTO1 Group SE

**on Thursday, June 6, 2024
(virtual Annual General Meeting)**

Explanations on the rights of shareholders¹

pursuant to section 122 (2) of the German Stock Corporation Act (“AktG”) in conjunction with Art. 56 sentence 2 and sentence 3 SE Regulation and section 50 (2) of the German SE Implementation Act (“SEAG”), sections 118a (1), 126 (1) and (4), 127, 130a and 131 AktG

The Annual General Meeting will be held on the basis of Section 14a of the Company's Articles of Association in the form of a virtual Annual General Meeting in accordance with section 118a AktG without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the Company) at the venue of the Annual General Meeting.

The convening of the Annual General Meeting already contains information on the rights of shareholders in Section III.11, in particular in accordance with section 122 (2) AktG in conjunction with Art. 56 sentence 2 and sentence 3 of the SE Regulation² and section 50 (2) SEAG³ as well as sections 118a (1), 126 (1) and (4), 127, 130a and 131 AktG.⁴

The following information serves to further explain these provisions. Unless expressly stated otherwise, all times stated in these explanations are in Central European Summer Time (CEST) as applicable in Germany. Coordinated Universal Time (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

1. Shareholders' right to add items to the agenda pursuant to section 122 (2) AktG in conjunction with Art. 56 sentence 2 and sentence 3 SE Regulation and section 50 (2) SEAG

Shareholders whose shares together account for 5% of the share capital or a proportionate amount of the share capital of AUTO1 Group SE of EUR 500,000.00 (this corresponds to 500,000 no-par value shares) may request that items be placed on the agenda and published. This quorum is required pursuant to Art. 56 sentence 3 of the SE Regulation in conjunction with section 50 (2) SEAG for requests for additions to the agenda by shareholders of a European Company (SE). The content of

¹ All personal designations in this document apply equally to all genders, even if the masculine form is used for reasons of better readability.

² Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE).

³ Act implementing Council Regulation (EC) No. 2157/2001 on the Statute for a European company (SE).

⁴ The provisions applicable to stock corporations shall apply to the SE pursuant to Art. 9 (1) c) (ii) SE Regulation, unless the more specific provisions of the SE Regulation or the SEAG provide otherwise. In particular, the legal provisions applicable to stock corporations apply via Art. 53 SE Regulation for the organization and conduct of the General Meeting as well as for the voting procedures, unless otherwise stated in Section 4 of the SE Regulation.

section 50 (2) SEAG corresponds to the provision of section 122 (2) AktG. Upon request in accordance with section 122 (2) sentence 1 AktG, the Annual General Meeting can also reduce the maximum remuneration for members of the Management Board set in accordance with section 87a (1) sentence 2 no. 1 AktG in accordance with section 87 (4) AktG.

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The request must be sent in writing (section 126 of the German Civil Code) to the Company's Management Board. It is requested that such requests be sent to the following address:

AUTO1 Group SE
- Management Board -
Bergmannstrasse 72
10961 Berlin, Germany

The request must be received by the Company at least 30 days before the Annual General Meeting. The day of receipt and the day of the Annual General Meeting are not included in this calculation. The last possible date of receipt is therefore Monday, 6 May 2024, 24:00 hours. Requests for supplements received later will not be considered.

Additions to the agenda that are to be announced, unless they have already been announced with the convening notice, will be published in the Federal Gazette immediately after receipt of the request – just like the convening notice – and forwarded for publication to media that can be expected to disseminate the information throughout the European Union. They will also be published on the Company's website at

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

In contrast to a German stock corporation, a minimum holding period as a prerequisite for the right to add items to the agenda is not prescribed for the shareholders of an SE in accordance with Art. 56 of the SE Regulation.

The provisions of the SE Regulation, the SEAG and the AktG on which these shareholder rights are based are as follows:

Art. 56 SE Regulation – Additions to the agenda

¹One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. ²The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. ³The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 SEAG – Convening and supplementing the agenda at the request of a minority (excerpt)

[...]

- (2) *The addition of one or more items to the agenda for an Annual General Meeting may be requested by one or more shareholders if his or her share reaches 5% of the share capital or the proportionate amount of EUR 500,000.*

Section 122 AktG – Convening a meeting at the request of a minority (excerpt)

- (1) *¹The annual general meeting must be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and reasons; the request must be addressed to the management board. ²The articles of association may link the right to request the convening of the annual general meeting to another form and to the holding of a lower proportion of the share capital. [...]*

- (2) *¹In the same way, shareholders whose shares together account for one-twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and published. ²Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt is not included.*

[...]

Section 87 AktG – Principles for the remuneration of management board members (excerpt)

[...]

- (4) *The annual general meeting may reduce the maximum remuneration determined in accordance with section 87a (1) sentence 2 no. 1 upon application in accordance with section 122 (2) sentence 1.*

Section 87a AktG – Remuneration system of listed companies (excerpt)

- (1) *[...] ²This remuneration system contains at least the following information, but only to the extent that remuneration components are actually provided for:*

1. *the determination of a maximum remuneration for the members of the management board;*

[...]

Section 124 AktG – Announcement of requests for supplements; proposals for resolutions (excerpt)

- (1) *¹If the minority has requested that items be placed on the agenda in accordance with section 122 (2), these must be announced either when the meeting is convened or otherwise immediately after receipt of the request. ²Section 121 (4)*

applies accordingly; in addition, section 121 (4a) applies accordingly for listed companies. Announcement and forwarding must be carried out in the same way as for the convocation.

[...]

2. Countermotions and election proposals from shareholders in accordance with sections 126 (1) and (4), 127, 118a (1) sentence 2 no. 3, 130a (5) sentence 3 AktG

Every shareholder has the right to submit countermotions to the Company against proposals by the Management Board and/or Supervisory Board on specific items on the agenda as well as proposals for the election of the auditor (agenda item 4) or the election of Supervisory Board members (agenda item 6).

Countermotions and election proposals can be submitted to the Company prior to the Annual General Meeting using one of the following contact options:

AUTO1 Group SE
- Investor Relations -
Bergmannstrasse 72
10961 Berlin, Germany
or by e-mail: ir@auto1-group.com

Countermotions and election proposals, including the name of the shareholder and any reasons, as well as any statements by the management, will be published without delay on the Company's website at

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

if they are received by the Company at the above address at least 14 days before the Annual General Meeting; the day of receipt and the day of the Annual General Meeting are not included in this calculation. The last possible date of receipt is therefore Tuesday, 22 May 2024, 24:00 hours. Countermotions and election proposals sent to any other address will not be made accessible.

Even if the aforementioned requirements are met, the Company may refrain from making the countermotion and any reasons for it accessible in whole or in part if the circumstances specified in section 126 (2) sentence 1 AktG apply. Pursuant to section 126 (2) sentence 2 AktG, the reasons for a countermotion do not have to be made accessible even if they exceed a total of 5,000 characters. Section 126 AktG applies accordingly to election proposals by a shareholder pursuant to section 127 AktG. Furthermore, an election proposal does not have to be made accessible if it does not contain the information specified in section 127 sentence 3 AktG. Furthermore, the Company may summarize countermotions or election proposals and their reasons under the conditions set out in section 126 (3) AktG.

Motions or election proposals by shareholders that must be made accessible in accordance with section 126 or section 127 AktG are deemed to have been submitted at the time they are made accessible in accordance with section 126 (4) sentence 1 AktG. This applies accordingly to motions on agenda items that are subsequently placed on the agenda by separate announcement due to a supplementary motion by shareholders pursuant to section 122 (2) AktG. Voting rights on such motions or

election proposals can be exercised as soon as the requirements for exercising voting rights stated in the invitation to the Annual General Meeting have been met. If the shareholder who has submitted the motion or election proposal is not duly authorized and registered for the Annual General Meeting, the motion does not have to be dealt with at the virtual Annual General Meeting.

Countermotions and election proposals can also be made during the virtual Annual General Meeting as part of the speech by means of video communication, even without prior transmission to the Company (see the explanations below in the section on the right to speak pursuant to section 130a (5) and (6) AktG).

The provisions of the AktG on which these shareholder rights are based, which also determine the conditions under which countermotions and election proposals and the reasons for them may be dispensed with, are as follows:

Section 126 AktG – Motions by shareholders

(1) ¹Shareholder motions, including the name of the shareholder, the reasons and any statement by the management, shall be made available to the authorized persons specified in section 125 (1) to (3) under the conditions specified therein if the shareholder has sent a countermotion against a proposal by the management board and supervisory board on a specific item on the agenda, together with the reasons, to the address specified for this purpose in the notice convening the meeting at least 14 days before the meeting. ²The day of receipt shall not be counted. ³In the case of listed companies, access must be provided via the company's website. ⁴Section 125 (3) applies accordingly.

(2) ¹A countermotion and its reasons need not be made accessible,

1. insofar as the management board would make itself liable to prosecution by making it accessible,
2. if the countermotion would lead to a resolution of the annual general meeting that is illegal or contrary to the articles of association,
3. if the statement of reasons contains obviously false or misleading information in material respects or if it contains insults,
4. if a countermotion of the shareholder based on the same facts has already been made available to an annual general meeting of the company in accordance with section 125,
5. if the same countermotion of the shareholder with essentially the same justification has already been made available to at least two annual general meetings of the company in the last five years in accordance with section 125 and less than one-twentieth of the share capital represented voted in favor of it at the annual general meeting,
6. if the shareholder indicates that he will not attend the annual general meeting and will not be represented, or
7. if the shareholder in the last two years at two annual general meetings has not submitted a countermotion communicated by him or has not caused the countermotion to be submitted.

²The statement of reasons need not be made accessible if it exceeds a total of 5,000 characters.

- (3) *If several shareholders submit countermotions on the same subject of the resolution, the management board may summarize the countermotions and their reasons.*
- (4) *¹In the case of the virtual annual general meeting, motions that are to be made accessible in accordance with (1) to (3) shall be deemed to have been submitted at the time they are made accessible. ²The company must ensure that the voting right on these motions can be exercised as soon as the shareholders can provide evidence of the legal or statutory requirements for exercising the voting right. ³If the shareholder who has submitted the motion is not duly authorized and, if registration is required, is not duly registered for the annual general meeting, the motion does not have to be dealt with at the meeting.*

Section 127 AktG – Nominations by shareholders (excerpt)

¹Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of supervisory board members or auditors. ²The nomination need not be substantiated. The management board need not make the nomination accessible even if the nomination does not contain the information pursuant to section 124 (3) sentence 4 and 125 (1) sentence 5. [...]

Section 124 AktG – Announcement of requests for supplements; proposals for resolutions (excerpt)

[...]

- (3) *[...] ⁴The proposal for the election of supervisory board members or auditors must state their name, profession and place of residence. [...]*

[...]

Section 125 AktG – Notifications for shareholders and supervisory board members (excerpt)

- (1) *¹The management board of a company that has not issued exclusively registered shares must give notice of the convening of the annual general meeting at least 21 days before the meeting as follows:*

1. to the intermediaries who hold the company's shares in custody,

2. to the shareholders and intermediaries who have requested the notification, and

3. to the associations of shareholders who have requested the notification or who exercised voting rights at the last Annual General Meeting.

[...] ⁵In the case of listed companies, a proposal for the election of supervisory board members shall be accompanied by information on their membership in other statutory supervisory boards; information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall be included.

- (2) *The management board of a company that has issued registered shares must make the same notification to those entered in the share register at the beginning of the 21st day prior to the annual general meeting, as well as to the shareholders and intermediaries who have requested the notification and the associations of shareholders who have requested the notification or who exercised voting rights at the last annual general meeting.*
- (3) *Each member of the supervisory board may request that the management board send him the same notifications.*

[...]

Section 118a AktG – Virtual Annual General Meeting (excerpt)

- (1) [...] ²*If a virtual annual general meeting is held, the following requirements must be met:*

[...]

3. *Shareholders connected to the meeting electronically are granted the right to submit motions and election proposals by means of video communication at the meeting,*

[...]

[...]

Section 130a AktG – Right to comment and speak at virtual Annual General Meetings (excerpt)

[...]

- (5) [...] ³*Motions and election proposals pursuant to section 118a (1) sentence 2 no. 3, the request for information pursuant to section 131 (1), questions pursuant to section 131 (1d) and other questions pursuant to section 131 (1e) may form part of the speech. [...]*

[...]

3. Submission of statements in accordance with section 118a (1) sentence 2 no. 6, section 130a (1) to (4) AktG

Shareholders who have duly registered for the virtual Annual General Meeting or their proxies have the right to submit statements on items on the agenda prior to the Annual General Meeting by means of electronic communication (section 130a (1) to (4) AktG).

Statements must be submitted in text form (section 126b of the German Civil Code) no later than five days before the virtual Annual General Meeting, *i.e.* by Friday, 31 May 2024, 24:00 hours (receipt by the Company is decisive). Submissions are made electronically via the InvestorPortal at

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

in such a way that an e-mail is automatically created and sent by linking. A statement may contain a maximum of 20,000 characters (including spaces).

The Company will publish statements that meet the above requirements, are submitted in German or English and must be made accessible in accordance with the statutory provisions, no later than four days before the virtual Annual General Meeting, i.e. by Saturday, 1 June 2024, 24:00 hours, stating the name of the submitting shareholder or its proxy on the InvestorPortal at

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

Any statements from the management will also be published in the InvestorPortal.

Statements will not be made accessible if they are not submitted in good time or do not meet the above requirements. Furthermore, statements do not have to be made accessible under the conditions set out in section 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3 and no. 6 AktG. Accordingly, the statement will not be made accessible if the Management Board would make itself liable to prosecution by making it accessible, if the statement contains obviously false or misleading information in material respects or if it contains insults, or if the shareholder indicates that he or she will not attend the Annual General Meeting and will not be represented.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance in accordance with section 131 (1a) AktG. Any questions, motions, election proposals and objections to resolutions of the Annual General Meeting contained in statements will not be considered in the virtual Annual General Meeting. These must be submitted separately and exclusively via the channels and in the form described in the invitation to the Annual General Meeting and in these explanations.

The statutory provisions of the AktG on which these shareholder rights are based are as follows:

Section 118a AktG – Virtual Annual General Meeting (excerpt)

(1) *[...] If a virtual annual general meeting is held, the following requirements must be met:*

[...]

6. *Shareholders are granted the right to submit statements in accordance with section 130a (1) to (4) by means of electronic communication,*

[...]

[...]

Section 130a AktG – Right to comment and speak at virtual Annual General Meetings (excerpt)

(1) *¹In the case of a virtual annual general meeting, shareholders have the right to submit statements on agenda items prior to the meeting by means of electronic communication using the address provided for this purpose in the notice*

convening the meeting. ²This right may be restricted to shareholders who have duly registered for the meeting. ³The scope of the statements can be appropriately limited in the convening notice.

- (2) Comments must be submitted no later than five days before the meeting.
- (3) ¹The statements submitted must be made available to all shareholders no later than four days before the meeting. ²Access may be restricted to shareholders who have duly registered for the meeting. ³In the case of listed companies, access must be provided via the company's website; in the case of sentence 2, access may also be provided via the website of a third party. ⁴Section 126 (2) sentence 1 no. 1, 3 and 6 shall apply accordingly.
- (4) Section 121 (7) shall apply to the calculation of the time limits specified in (2) and (3) sentence 1.

[...]

4. Right to speak in accordance with section 118a (1) sentence 2 no. 7, section 130a (5) and (6) AktG

Shareholders or their proxies who are connected electronically to the virtual Annual General Meeting have the right to speak at the virtual Annual General Meeting by means of video communication. Motions and election proposals pursuant to section 118a (1) sentence 2 no. 3 AktG (as described above under 2.) as well as all types of requests for information pursuant to section 131 AktG (as described below under 5.) may form part of the speech.

On the day of the Annual General Meeting, from 9.30 a.m., *i.e.* half an hour before the start of the Annual General Meeting, a virtual request to speak table will be maintained in the InvestorPortal at

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

which shareholders or their proxies can use to register their speech contribution. A camera and a microphone that can be accessed from the browser must be available on the internet-enabled devices for speech contributions. The Chairman of the meeting will explain the procedure for requesting and giving the floor in the virtual Annual General Meeting in more detail.

In accordance with section 130a (6) AktG, the Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and before the speech contribution and to reject it if the functionality is not ensured.

The Chairman of the meeting is authorized, in accordance with Section 16 (3) of the Company's Articles of Association, to impose reasonable time limits on the right to speak.

The provisions of the AktG on which these shareholder rights are based are as follows:

Section 118a AktG – Virtual Annual General Meeting (excerpt)

- (1) *[...] If a virtual annual general meeting is held, the following requirements must be met:*

[...]

7. *Shareholders connected to the meeting electronically are granted the right to speak at the meeting by means of video communication in accordance with section 130a (5) and (6),*

[...]

[...]

Section 130a AktG – Right to comment and speak at virtual Annual General Meetings (excerpt)

[...]

- (5) *¹Shareholders connected to the meeting electronically must be granted the right to speak at the meeting by means of video communication. ²The form of video communication offered by the company must be used for speech contributions. ³Motions and election proposals pursuant to section 118a (1) sentence 2 no. 3, the request for information pursuant to section 131 (1), questions pursuant to section 131 (1d) and other questions pursuant to section 131 (1e) may form part of the speech contribution. ⁴Section 131 (2) sentence 2 applies accordingly.*
- (6) *The company may reserve the right in the convening notice to check the functionality of the video communication between the shareholder and the company during the meeting and before the speech contribution and to reject it if the functionality is not ensured.*

Section 131 AktG – Shareholder's right to information (excerpt)

[...]

- (2) *¹The information must comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure pursuant to section 129 may authorize the chairman of the meeting to reasonably limit the shareholder's right to ask questions and speak and to determine further details.*

[...]

The underlying provision of the Company's Articles of Association is as follows:

Section 16 Articles of Association of the Company (excerpt)

[...]

- (3) *The chairman of the General Meeting may establish reasonable time limits for the shareholders' right to put questions and address the General Meeting. In particular, he/she shall be entitled to set, at the beginning of the General*

Meeting or during its course, limitations of the speaking time, question time or the combined speaking and question time as well as reasonable time frames for the entire General Meeting, for the individual items of the agenda and for the individual contributions made by askers and speakers; if required, this includes, in particular, the possibility to close the speakers' list prematurely and order the close of the general debate.

5. Right to information in accordance with section 118a (1) sentence 2 no. 4, section 131 (1), (1f), (4) and (5) AktG

Pursuant to section 131 (1) AktG, shareholders or their proxies may request information from the Management Board on company matters at the Annual General Meeting, insofar as the information is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company as well as the situation of the Group and the companies included in the consolidated financial statements.

The Management Board may refuse to provide information under certain conditions set out in more detail in section 131 (3) AktG. Furthermore, the Chairman of the meeting is authorized, in accordance with Section 16 (3) of the Company's Articles of Association, to impose reasonable time limits on the right to speak and ask questions.

The right to information in accordance with section 131 AktG can only be exercised in the virtual Annual General Meeting by means of video communication via the InvestorPortal, provided that the Chairman of the meeting determines this accordingly in accordance with Section 131 (1f) AktG. It is intended that such a determination will be made by the Chairman of the meeting in the virtual Annual General Meeting.

Submitting questions in advance of the virtual Annual General Meeting is not intended.

The provisions of the AktG on which these shareholder rights are based are as follows:

Section 118a AktG – Virtual Annual General Meeting (excerpt)

(1) [...] ²If a virtual annual general meeting is held, the following requirements must be met:

[...]

4. Shareholders are granted a right to information in accordance with section 131 by means of electronic communication,

[...]

[...]

Section 131 AktG – Shareholder's right to information (excerpt)

(1) ¹Upon request, each shareholder must be provided with information on company matters by the management board at the annual general meeting, insofar as this is necessary for a proper assessment of the item on the agenda. ²The

duty to provide information also extends to the company's legal and business relationships with an affiliated company. If a company makes use of the exemptions pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the annual general meeting on the annual financial statements in the form that they would have without these exemptions. ⁴The duty of the management board of a parent company (section 290 (1), (2) of the German Commercial Code) to provide information at the annual general meeting to which the consolidated financial statements and the group management report are presented also extends to the situation of the group and the companies included in the consolidated financial statements.

[...]

- (1f) The chairman of the meeting may determine that the right to information pursuant to (1), the right to ask questions pursuant to (1d) and the right to ask questions pursuant to (1e) may only be exercised at the annual general meeting by means of video communication.*
- (2) ¹The information must comply with the principles of conscientious and faithful accountability. ²The articles of association or the rules of procedure pursuant to section 129 may authorize the chairman of the meeting to reasonably limit the time allowed for shareholders to ask questions and speak and to determine further details.*
- (3) ¹The management board may refuse to provide information*
- 1. insofar as the provision of the information is likely to cause a not inconsiderable disadvantage to the company or an affiliated company according to sound business judgment;*
 - 2. insofar as it relates to tax valuations or the amount of individual taxes;*
 - 3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the annual general meeting approves the annual financial statements;*
 - 4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of section 264 (2) of the German Commercial Code; this does not apply if the annual general meeting approves the annual financial statements;*
 - 5. insofar as the management board would make itself liable to prosecution by providing the information;*
 - 6. insofar as a credit institution, a financial services institution or a securities institution is not required to disclose information on the accounting and valuation methods applied and any offsetting in the annual financial statements, management report, consolidated financial statements or group management report;*
 - 7. insofar as the information is continuously available on the company's website for at least seven days before the start of and during the annual general meeting.*

²Information may not be refused for other reasons.

- (4) *¹If a shareholder has been provided with information outside of the annual general meeting due to his or her capacity as a shareholder, this information must be provided to any other shareholder at the annual general meeting upon request, even if it is not necessary for the proper assessment of the agenda item. ²In the case of a virtual annual general meeting, it must be ensured that every shareholder connected electronically to the meeting can submit his request in accordance with sentence 1 by means of electronic communication. The management board may not refuse to provide information in accordance with (3) sentence 1 nos. 1 to 4. ⁴Sentences 1 to 3 shall not apply if a subsidiary (section 290 (1), (2) of the German Commercial Code), a joint venture (section 310 (1) of the German Commercial Code) or an associated company (section 311 (1) of the German Commercial Code) provides the information to a parent company (section 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*
- (5) *¹If a shareholder is denied information, he may request that his question and the reason for which the information was denied be included in the minutes of the meeting. ²In the case of the virtual annual general meeting, it must be ensured that every shareholder connected electronically to the meeting can submit his request in accordance with sentence 1 by means of electronic communication.*

The underlying provision of the Company's Articles of Association is as follows:

Section 16 Articles of Association of the Company (excerpt)

[...]

- (3) *The chairman of the General Meeting may establish reasonable time limits for the shareholders' right to put questions and address the General Meeting. In particular, he/she shall be entitled to set, at the beginning of the General Meeting or during its course, limitations of the speaking time, question time or the combined speaking and question time as well as reasonable time frames for the entire General Meeting, for the individual items of the agenda and for the individual contributions made by askers and speakers; if required, this includes, in particular, the possibility to close the speakers' list prematurely and order the close of the general debate.*

6. Objection to resolutions of the Annual General Meeting pursuant to section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG

Duly registered shareholders or their proxies who are connected electronically to the virtual Annual General Meeting have the right to object to resolutions of the Annual General Meeting by means of electronic communication. The declaration of objection may be submitted via the InvestorPortal at

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

from the beginning to the end of the virtual Annual General Meeting. The notary has authorized the Company to accept objections via the InvestorPortal and receives the objections via this portal.

The provisions of the AktG on which these shareholder rights are based are as follows:

Section 118a AktG – Virtual Annual General Meeting (excerpt)

(1) [...] ²If a virtual annual general meeting is held, the following requirements must be met:

[...]

8. Shareholders connected electronically to the meeting are granted the right to object to a resolution of the annual general meeting by means of electronic communication.

[...]

[...]

Section 245 AktG – Right of appeal (excerpt)

¹The following are authorized to appeal

1. every shareholder present at the annual general meeting if he had already acquired the shares prior to the announcement of the agenda and has declared an objection to the resolution in the minutes;

[...]

²In the case of a virtual annual general meeting, all shareholders connected electronically to the meeting are deemed to have attended within the meaning of sentence 1 no. 1.