



Annual General Meeting 2023

Addendum to the Report of the Management Board to the Annual General Meeting on the utilization of the Authorized Capital 2021 with exclusion of subscription rights

Based on the authorization in Sec. 4 para. 3 of the Articles of Association of the Company, the Management Board of the Company is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company until 7 February 2026 (inclusive) against cash and/or contributions in kind once or several times by issuing new no-par value bearer shares to the extent specified in this provision of the Articles of Association (the "**Authorized Capital 2021**").

The Management Board has submitted to the Annual General Meeting of AUTO1 Group SE convened for 7 June 2023 a written report on the capital increases from the Authorized Capital 2021 with exclusion of shareholders' subscription rights carried out in the period since the last Annual General Meeting of the Company on 9 June 2022 until the date of the announcement of the convening of this year's Annual General Meeting in the Federal Gazette on 26 April 2023 (the "**Report on the Utilization of the Authorized Capital 2021**").

The Report on the Utilization of the Authorized Capital 2021 is printed in the invitation to the Annual General Meeting 2023; reference is made to it in full.

With regard to the resolutions of the Management Board and the Supervisory Board on a further utilization of the Authorized Capital 2021 adopted after the announcement of the convening of this year's Annual General Meeting in the Federal Gazette, the Management Board updates the Report on the Utilization of the Authorized Capital 2021 as follows:

The Management Board resolved on 23 May 2023, with the consent of the Supervisory Board on 24 May 2023, to increase the share capital of the Company by partial utilization of the Authorized Capital 2021 from EUR 215,897,713.00 by EUR 89,969.00 to EUR 215,987,682.00 by issuing a total of 89,969 new no-par value bearer shares. The implementation of the capital increase was registered in the commercial register on 27 May 2023. The new shares are entitled to profits for the first time for the full financial year beginning on 1 January 2022. They will be issued at an issue price of EUR 1.00 per new share (= lowest issue price according to Sec. 9 para. 1 of the German Stock Corporation Act (*AktG*)).

The new shares from the aforementioned capital increase – as well as the new shares from the previous utilizations of the Authorized Capital 2021 in the period since the last Annual General Meeting on 9 June 2022 – will be issued for the purpose of the partial settlement of various participation programs for employees or executives of the Company or its subsidiaries in Germany and abroad against contribution in kind with the interposition of a credit institution to beneficiaries of the respective participation programs. The respective beneficiaries of the participation programs contributed payment claims from the respective participation program to the Company as a contribution in kind through the intermediary of the bank and assigned them to the Company. The statutory subscription right of the

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shareholders was excluded for this purpose in accordance with Sec. 4 para. 3 letter e) of the Articles of Association.

Through the above capital increases and those described in the Report on the Utilization of the Authorized Capital 2021, the share capital of the Company was increased by a total of EUR 558,232.00. This corresponds to approximately 0.27% of the Company's share capital existing at the time the Authorized Capital 2021 became effective. Together with the utilizations of the Authorized Capital 2021 made prior to the last Annual General Meeting on 9 June 2022, about which the Management Board had already reported to the last Annual General Meeting, the share capital of the Company was thus increased by a total of EUR 8,493,781.00 through the utilizations of the Authorized Capital 2021 to date. This corresponds to a total of approximately 4.09% of the Company's share capital existing at the time the Authorized Capital 2021 became effective. In particular, the volume limit for the authorization to exclude subscription rights pursuant to Sec. 4 para. 3) letter e) of the Articles of Association provided for in the Authorized Capital 2021 was complied with, which was used for each of these capital increases.

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