

HomeToGo SE
Société européenne
Registered office: 9, rue de Bitbourg
L-1273 Luxembourg
R.C.S. Luxembourg: B 249273
(the "**Company**")

FORM OF RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF HOMETOGO SE TO BE HELD ON 24 MAY 2022 AT 10.00 AM CEST

AGENDA

1. Presentation of the combined consolidated management report regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2021.
2. Presentation of the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended December 31, 2021.
3. Approval of the annual accounts of the Company for the financial year ended December 31, 2021.
4. Acknowledgement of the loss of the Company made with respect to the financial year ended December 31, 2021, and resolution concerning the allocation of the results of the Company for the financial year ended December 31, 2021.
5. Approval of the consolidated financial statements of the Company for the financial year ended December 31, 2021.
6. Approval of the remuneration of the members of the Supervisory Board acting on committees.
7. Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the financial year 2021.
8. Presentation of and advisory vote on the remuneration policy for the members of the Management Board and the Supervisory Board in the financial year 2022.
9. Discharge (*quitus*) to Christoph Schuh, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2021.
10. Discharge (*quitus*) to Dr. Dirk Altenbeck, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2021.
11. Discharge (*quitus*) to Philipp Kloeckner, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2021.
12. Discharge (*quitus*) to Martin Reiter, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2021.

13. Discharge (*quitus*) to Susanne Sandler, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2021.
14. Discharge (*quitus*) to Thilo Semmelbauer, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2021.
15. Discharge (*quitus*) to Dr. Patrick Andrae, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2021.
16. Discharge (*quitus*) to Wolfgang Heigl, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2021.
17. Discharge (*quitus*) to Valentin Gruber, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2021.
18. Discharge (*quitus*) to Steffen Schneider, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2021.
19. Confirmation of discharge (*quitus*) given pursuant to the extraordinary general meeting of shareholders on September 13, 2021, to Dr. Klaus Hommels and Mr. Raymond Bär as members of the Supervisory Board, for the performance of their duties as members of the Supervisory Board for and in connection with the financial year ended December 31, 2021.
20. Discharge (*quitus*) to Stefan Winners, Inga Schwarting, Luca Ellul and Marc Siepmann, as members of the Management Board, for the performance of their duties as members of the Management Board for and in connection with the financial year ended December 31, 2021.
21. Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) of the Company, Ernst & Young Luxembourg, represented by partner Yves Even, in relation to the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022.
22. Decision to authorise the Management Board to acquire, subject to approval by the Supervisory Board, up to twenty percent (20%) of the total number of the Company's Class A Shares in issue at the date of this annual general meeting within a period of five (5) years as from the date hereof for a consideration, which may not exceed by more than twenty percent (20%) the fair market value of such Class A Shares consisting of the official closing price of the Class A Shares as reported on XETRA on the day preceding the day of the decision of the management board of the Company (or any of its delegates) to repurchase such Class A Shares and subject to the provisions of Luxembourg law and in particular paragraphs 2 to 4 of article 430-15 of the Luxembourg law of 10 August 1915 on commercial companies, as amended.

The management board and supervisory board of the Company submit the following resolutions for adoption:

First Resolution

The general meeting of shareholders acknowledges the combined consolidated management report regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2021, as presented to it by the management board of the Company.

Second Resolution

The general meeting of shareholders acknowledges the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts and the consolidated financial statements of the Company for the financial year ended December 31, 2021, as presented to it by the Ernst & Young Luxembourg, in its capacity as independent auditor (*cabinet de révision agréé*) of the Company.

Third Resolution

The management board proposes that the general meeting of shareholders approve the annual accounts of the Company for the financial year ended December 31, 2021.

Fourth Resolution

The general meeting of shareholders acknowledges the loss of EUR 17,740,225.91 of the Company for the financial year ended December 31, 2021, as presented to it by the management board of the Company.

The management board proposes that the general meeting of shareholders carry forward the net loss of the financial year ended December 31, 2021, amounting to EUR 17,740,225.91 to the following financial year.

Fifth Resolution

The management board proposes that the general meeting of shareholders approve the consolidated financial statements of the Company for the financial year ended December 31, 2021.

Sixth Resolution

The management board proposes that the general meeting of shareholders approve the remuneration of the members of the supervisory board acting on its committees, which shall comprise a fixed annual compensation of seventy-five thousand euro (EUR 75,000).

For the avoidance of doubt, the aforementioned remuneration shall constitute a global compensation of a member for the cumulated mandates as member of the supervisory board, currently compensated with a fixed annual remuneration of sixty thousand euro (EUR 60,000), and as member of any committee(s) thereof.

Seventh Resolution

The management board proposes that the general meeting of shareholders pass an advisory vote on the remuneration report for the members of the management board and the supervisory board for the financial year ended December 31, 2021.

Eighth Resolution

The management board proposes that the general meeting of shareholders pass an advisory vote on the remuneration policy for the members of the management board and the supervisory board applicable as from the financial year ending December 31, 2022.

Ninth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Christoph Schuh, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Tenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Dr. Dirk Altenbeck, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Eleventh Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Philipp Kloeckner, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Twelfth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Martin Reiter, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Thirteenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Susanne Sandler, as member of the supervisory board, for the performance of her duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Fourteenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Thilo Semmelbauer, as member of the supervisory board, for the performance of his duties as member of the supervisory board for and in connection with the financial year ended December 31, 2021.

Fifteenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Dr. Patrick Andrae, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.

Sixteenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Wolfgang Heigl, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.

Seventeenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Valentin Gruber, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.

Eighteenth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Steffen Schneider, as member of the management board, for the performance of his duties as member of the management board for and in connection with the financial year ended December 31, 2021.

Nineteenth Resolution

The management board proposes that the general meeting of shareholders confirm the discharge (*quitus*), given pursuant to the extraordinary general meeting of shareholders on September 13, 2021, to Dr. Klaus Hommels and Raymond Bär, as members of the supervisory board, for the performance of their duties as members of the supervisory board for and in connection with the financial year ended December 31, 2021.

Twentieth Resolution

The management board proposes that the general meeting of shareholders grant discharge (*quitus*) to Stefan Winners, Inga Schwarting, Luca Ellul and Marc Siepman, as members of the management board, for the performance of their duties as members of the management board for and in connection with the financial year ended December 31, 2021.

Twenty-first Resolution

The management board proposes that the general meeting of shareholders renew the mandate of Ernst & Young Luxembourg, represented by partner Yves Even, as independent auditor (*cabinet de révision agréé*) of the Company in relation to the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022, for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the annual accounts and the consolidated financial statements for the financial year ending on December 31, 2022.

Twenty-second Resolution

The management board proposes that the general meeting of shareholders authorise the management board to acquire, subject to approval by the supervisory board,, up to twenty percent (20%) of the total number of the Company's Class A Shares in issue at the date of this annual general meeting within a period of five (5) years as from the date hereof for a consideration, which may not exceed by more than twenty percent (20%) the fair market value of such Class A Shares consisting of the official closing price of the Class A Shares as reported on XETRA on the day preceding the day of the decision of the management board of the Company (or any of its delegates) to repurchase such Class A Shares and subject to the provisions of Luxembourg law and in particular paragraphs 2 to 4 of article 430-15 of the Luxembourg law of 10 August 1915 on commercial companies, as amended.