



Bike24 Holding AG

Dresden

ISIN DE000A3CQ7F4

WKN A3CQ7F

Convocation of the Ordinary General Meeting 2023

The shareholders of our company are hereby invited to attend the

Ordinary General Meeting 2023

taking place on

Tuesday, June 27, 2023

at 10:00 a.m. (CEST)

at

Maritim Hotel & Internationales Congress Center Dresden

Ostra-Ufer 2, 01067 Dresden.

**Information pursuant to Article 4 and Table 3 of the Implementing Regulation (EU) 2018/1212
for the notification of Bike24 Holding AG pursuant to Section 125 AktG**

A. Specification of the message

1. Unique identifier: Ordinary general meeting of Bike24 Holding AG on June 27, 2023;
in the format pursuant to Implementing Regulation (EU) 2018/1212: Bike24HV2023
2. Type of message: Convocation of the general meeting;
in the format pursuant to Implementing Regulation (EU) 2018/1212: NEWM

B. Specification of the issuer

1. ISIN: DE000A3CQ7F4
2. Name of issuer: Bike24 Holding AG

C. Specification of the meeting

1. Date of the general meeting: June 27, 2023;
in the format pursuant to Implementing Regulation (EU) 2018/1212: 20230627
2. Time of the general meeting: 10:00 (CEST);
in the format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 (UTC)
(Coordinated Universal Time)
3. Type of general meeting: Ordinary general meeting with physical presence of shareholders
or their proxies;
in the format pursuant to Implementing Regulation (EU) 2018/1212: GMET
4. Location of the general meeting:
Maritim Hotel & Internationales Congress Center Dresden
Ostra-Ufer 2, 01067 Dresden
5. Record Date: June 5, 2023;
in the format pursuant to Implementing Regulation (EU) 2018/1212: 20230605
6. Uniform Resource Locator (URL):
<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

Agenda overview

1. Presentation of the adopted annual financial statements and the consolidated financial statements as of December 31, 2022 approved by the supervisory board, the summarized management report for the company and the group, including the report of the supervisory board for the fiscal year 2022 and the explanatory report of the management board on the information pursuant to Sections 289a para. 1, 289f para. 1 and 315a para. 1 of the German Commercial Code
2. Resolution on the appropriation of the retained earnings available for distribution for the fiscal year 2022
3. Resolution on the discharge of the members of the management board for the fiscal year 2022
4. Resolution on the discharge of the members of the supervisory board for the fiscal year 2022
5. Resolution on the appointment of the annual auditor and group auditor as well as the auditor for the audit review, if any, of the condensed financial statements and the interim management report and for the audit review, if any, of additional interim financial information
6. Resolution on the approval of the remuneration report for the fiscal year 2022
7. Resolution on the addition to Section 14 of the articles of association of an authorization for the management board to provide for the holding of a virtual general meeting
8. Resolution on the addition to Section 14 of the articles of association to enable members of the supervisory board to participate in the general meeting by means of video and audio transmission
9. Resolution on the addition to the heading of Section 14 of the articles of association

I. Agenda

1. Presentation of the adopted annual financial statements and the consolidated financial statements as of December 31, 2022 approved by the supervisory board, the summarized management report for the company and the group, including the report of the supervisory board for the fiscal year 2022 and the explanatory report of the management board on the information pursuant to Sections 289a para. 1, 298f para. 1 and 315a para. 1 of the German Commercial Code

The supervisory board has approved the annual financial statements prepared by the management board and the consolidated financial statements. Therefore, the annual financial statements are adopted. Consequently, a resolution by the general meeting regarding agenda item 1 is neither intended nor necessary. However, the aforementioned documents must rather only be made available to the general meeting and explained by the management board and – in the case of the report of the supervisory board – by the chairperson of the supervisory board, respectively. As part of their right to information, shareholders will have the opportunity to ask questions regarding the documents presented.

2. Resolution on the appropriation of the retained earnings available for distribution for the fiscal year 2022

The management board and the supervisory board propose to appropriate the net retained profits available for distribution for the fiscal year 2022 shown in Bike24 Holding AG's financial statements in the amount of EUR 12,322,511.96 as follows:

Distribution to the shareholders	EUR 0.00
Allocation to other retained income	EUR 0.00
Profit carried forward	EUR 12,322,511.96
<hr/> Balance sheet profit	<hr/> EUR 12,322,511.96

3. Resolution on the discharge of the members of the management board for the fiscal year 2022

The management board and the supervisory board propose that the members of the management board in office during the fiscal year 2022 be granted discharge for the fiscal year 2022.

4. Resolution on the discharge of the members of the supervisory board for the fiscal year 2022

The management board and the supervisory board propose that the members of the supervisory board in office during the fiscal year 2022 be granted discharge for the fiscal year 2022.

5. Resolution on the appointment of the annual auditor and group auditor as well as the auditor for the audit review, if any, of the condensed financial statements and the interim management report and for the audit review, if any, of additional interim financial information

Following the recommendation of its audit committee, the supervisory board proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin,

- a) as annual auditor and group auditor for the fiscal year 2023;
- b) in case of an audit review of the condensed financial statements and the interim management report (Sections 115 para. 5, 117 No. 2 of the German Securities Trading Act) for the first half of the fiscal year 2023, as auditor for such audit review; as well as
- c) in case of an audit review of additional interim financial information (Section 115 para. 7 of the German Securities Trading Act) for the first and/or third quarter of the fiscal year 2023 and/or for the first quarter of the fiscal year 2024, as auditor for such audit review.

The audit committee of the supervisory board has declared that its recommendation is free from undue influence by third parties and that it has not been imposed any clause limiting the selection options within the meaning of Article 16 para. 6 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements for the statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Statutory Audit Regulation).

6. Resolution on the approval of the remuneration report for the fiscal year 2022

Pursuant to Section 162 AktG the management board and supervisory board shall prepare an annual remuneration report on the compensation of the members of the corporate bodies and submit it to the general meeting for approval pursuant to Section 120a para. 4 AktG.

In accordance with Section 162 para. 3 AktG, the remuneration report was examined by the auditor to determine whether the legally required disclosures pursuant to Section 162 para. 1 and 2 AktG had been made. The auditor's note on the remuneration report is attached to the remuneration report.

The full remuneration report with audit opinion is printed in this invitation under Section II "Reports, annexes and further information on items on the agenda" and will be available on our website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

from the time the general meeting is convened.

The management board and supervisory board propose that the remuneration report for the fiscal year 2022, prepared and audited in accordance with Section 162 AktG, be approved and resolved as follows:

The remuneration report for the fiscal year 2022 is approved.

7. Resolution on the addition to Section 14 of the articles of association of an authorization for the management board to provide for the holding of a virtual general meeting

As a result of the Act on the Introduction of Virtual Stockholders' Meetings of Stock Corporations and the Amendment of Cooperative and Insolvency and Restructuring Law Provisions (Federal Law Gazette I No. 27 2022, p. 1166 et seq.), the virtual stockholders' meeting has been permanently regulated in the Stock Corporation Act. Pursuant to Section 118a para. 1 sentence 1 AktG, the articles of association may provide or authorize the management board to provide that the general meeting is held as a virtual general meeting, i.e. without the physical presence of the shareholders or their proxies at the location of the general meeting. Such authorization of the management board is to be included in the articles of association of the company, whereby this authorization is to be limited to a period of five years. For future general meetings, a separate decision will be made in each case, taking into account the circumstances of the individual case, as to whether to make use

of the authorization and hold a general meeting as a virtual general meeting. The management board will make its decisions taking into account the interests of the company and its shareholders and will in particular consider the protection of shareholders' rights as well as aspects of health protection for the participants, the practice of other listed companies, effort and costs, and sustainability considerations.

The management board and supervisory board propose to adopt the following resolution:

Section 14 of the articles of association of Bike24 Holding AG shall be added by the following paragraph 7:

“(7) The management board is authorized to provide for the general meeting to be held without the physical presence of the shareholders or their proxies at the location of the general meeting (virtual general meeting). The authorization shall be valid until June 27, 2028.”

The currently valid articles of association will be available on our website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

from the time the general meeting is convened.

8. Resolution on the addition to Section 14 of the articles of association to enable members of the supervisory board to participate in the general meeting by means of video and audio transmission

In principle, the members of the supervisory board attend the general meeting in person. However, pursuant to Section 118 para. 3 sentence 2 AktG, the articles of association may provide for certain cases in which members of the supervisory board may participate in the general meeting by means of video and audio transmission. For physical general meetings, Section 14 para. 6 of the articles of association of Bike24 Holding AG already provides that the participation of individual members of the supervisory board by means of video and audio transmission is permitted if the member of the supervisory board concerned is prevented from physically attending the meeting at the place of the meeting for professional or personal reasons. The proposed resolution under agenda item 8 is also intended to allow members of the supervisory board to participate in the general meeting by means of video and audio transmission if the general meeting is held virtually.

The management board and supervisory board propose to adopt the following resolution:

In Section 14 para. 6 of the articles of association of Bike24 Holding AG, the words “or the general meeting is held as a virtual general meeting without the physical presence of the shareholders or their proxies at the location of the general meeting” shall be inserted after the words “is prevented from physically attending the meeting”.

The currently valid articles of association will be available on our website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

from the time the general meeting is convened.

9. Resolution on the addition to the heading of Section 14 of the articles of association

Section 14 of the articles of association of Bike24 Holding AG, which is in Section V of the articles of association relating to the general meeting, is currently headed “Participation and Exercise of Voting Rights, Video and Audio Transmission”. This heading reflects the content of the current paragraphs 1 and 2 and 4 to 6. The current paragraph 3 allows a general meeting to be held in hybrid form and thus relates - as does the amendment to the articles of association proposed under agenda item 7 of this notice - to the conduct of the general meeting. In order to continue to reflect the content of Section 14 of the articles of association through the heading, the word “Conduct” is to be added to the heading so that it reads in full: “Conduct, participation and exercise of voting rights, video and audio transmission”.

The management board and supervisory board propose to adopt the following resolution:

The heading of Section 14 of the articles of association of Bike24 Holding AG shall be added by the word “Conduct”, so that it reads in full: “Conduct, participation and exercise of voting rights, video and audio transmission”.

II. Reports, annexes and further information on items on the agenda

Remuneration Report (on agenda item 6)

1. Introduction and review of the 2022 reporting year

1.1. Introduction

The Remuneration Report of Bike24 Holding AG, Dresden (hereinafter referred to as “Bike24” or the “Company”) for the 2022 reporting year includes individualized information about the remuneration granted and owed to active and former members of the Management Board and the Supervisory Board of the Company as well as explanations of the underlying remuneration system. The group of active and former members of the Management Board includes former Managing Directors of Bike24 Support GmbH, which was merged into Bike24 Holding AG in April 2021 as part of the IPO. Within the Remuneration Report, Bike24 also shows how the remuneration of the bodies fosters the long-term development of the Company. The Company’s Management Board and Supervisory Board are responsible for preparing the Remuneration Report in accordance with Section 162 of the German Stock Corporation Act (AktG). Bike24’s Remuneration Report as well as the statutory auditor’s report on the formal audit performed are available on the Company’s website at: https://ir.bike24.com/websites/bike24/English/5000/governance_-_esg.html Further information on the Company’s current remuneration system is available at: https://ir.bike24.com/websites/bike24/English/5000/governance_-_esg.html

1.2. Review of the 2022 reporting year

The Annual General Meeting held on June 21, 2022, approved the remuneration system for the members of the Management Board with an approval rate of 88.43%. In this context, an environmental, social, and responsible governance (ESG) component was added to the remuneration system for members of the Management Board. The changes to the remuneration system primarily relate to the strategic targets listed under “3.3.2. Long-term variable remuneration”, which also include targets designed to promote the sustainable orientation of the Company with regard to ESG. The structure of the remuneration system is reported on the following pages.

Against the backdrop of the Company’s change of legal form to a stock corporation, the Managing Director contracts of the active members of the Management Board were converted into Management Board employment contracts in 2021. The remuneration system resolved in June 2022 will apply to the two active members of the Management Board. In addition, individual

remuneration components were granted to the members of the Management Board within the meaning of Section 162 AktG in the 2022 reporting year, in part on the basis of provisions that were the subject of the previous Managing Director contracts or the previously applicable remuneration system (prior to adjustment by the Annual General Meeting on June 21, 2022). Where relevant, these remunerations are also presented and explained below.

The Remuneration Report for the 2022 reporting year was prepared in accordance with Section 162 AktG and complies with the recommendations and suggestions of the German Corporate Governance Code (GCGC). On June 21, 2022, the Annual General Meeting approved the Remuneration Report on the remuneration granted and owed individually to the members of the Management Board and Supervisory Board of the Company for the 2021 reporting year with a majority of 85.88%. Due to the high level of approval of the Remuneration Report, no further changes were made to the remuneration system, its implementation, or the way it is reported in the 2022 reporting year.

2. Remuneration system for members of the Management Board

The Supervisory Board of Bike24 is responsible for shaping the structure of the Management Board remuneration system and determining the remuneration of the individual members of the Management Board. The system for providing remuneration to the members of the Company's Management Board includes fixed and variable components. In this context, the remuneration system is intended to contribute to the advancement of the business strategy and the sustainable development of the Company over the long term, in particular to foster the successful development of the Company and the Bike24 stock, and thus to align the interests of shareholders and the Management Board, as well as to ensure appropriate but at the same time competitive remuneration of the Management Board.

To foster long-term and sustainable development of the Company, the remuneration of the members of the Management Board is linked to the business strategy and the corporate planning on which it is based. The current strategy and planning are aimed at assuming a leading position in the market of the online bicycle trade and thus serve the long-term development of the Company. The portion of long-term variable remuneration also significantly exceeds the portion of short-term variable remuneration. The short-term variable remuneration is intended to ensure the ongoing implementation of the operating objectives, the achievement of which is essential as a basis for the long-term development of the Company together with its subsidiaries (collectively referred to as the

“Bike24 Group”). The long-term portion of the variable remuneration enables the members of the Management Board to participate in the relative and absolute development of the stock price so that the interests of the shareholders and the management objectives are in line with each other. This gives the Management Board an incentive to increase the value of the Company on a lasting and sustainable basis. Furthermore, the Company’s focus on sustainability and ESG targets is a strategic target of the Company.

The Management Board remuneration system is to be submitted to the Annual General Meeting for approval when there are significant changes to the remuneration system but also every four years at a minimum.

3. Remuneration of the members of the Management Board

3.1. Management Board remuneration in the 2022 reporting year at a glance

The following table provides an overview of the components of the remuneration system applicable to the active members of the Management Board in the 2022 reporting year, the structure of the individual remuneration components as well as the targets on which they are based.

Management Board remuneration system 2022

Component	Design
Performance-independent remuneration	
Basic remuneration	<ul style="list-style-type: none"> ■ Contractually agreed fixed basic annual remuneration ■ Payment in twelve monthly installments
Fringe benefits	<ul style="list-style-type: none"> ■ Company bicycle ■ Allowances for insurance ■ Reimbursement of costs incurred in connection with work
Retirement benefits	<ul style="list-style-type: none"> ■ Monthly contribution to private retirement benefit plan ■ Monthly contribution to direct insurance
Performance-related remuneration	
Short-term variable remuneration (annual bonus)	<ul style="list-style-type: none"> ■ Performance-based annual bonus ■ Cap: 150% of the target amount ■ Target amount at 100% ■ Two target dimensions (weighting in %): <ul style="list-style-type: none"> □ Quantitative performance targets (70%: <ul style="list-style-type: none"> – Adjusted EBITDA¹ (for the definition, see also 3.3.1.) – Revenue targets² □ Qualitative performance targets (30%):

	<ul style="list-style-type: none"> – Strategic targets
Long-term variable remuneration (Equity-Settled Stock Options Program)	<ul style="list-style-type: none"> ■ Share-based long-term remuneration ■ Term of 10 years ■ Waiting period of 4 years ■ Three equally weighted target dimensions: <ul style="list-style-type: none"> □ Strategic targets (including ESG targets) □ Financial targets and □ A certain increase in the Bike24 stock price within the previous calendar year
Further remuneration arrangements	
Post-contractual non-competition clause	<ul style="list-style-type: none"> ■ Two-year non-competition clause after leaving the Management Board, with payment of a waiting allowance amounting to 50% of the most recent contractual remuneration received
Benefits in case of premature termination of employment	<ul style="list-style-type: none"> ■ Any severance payments are limited to two years' remuneration and may not amount to more than the remaining term of the employment contract

¹ Adjusted for one-time effects to improve transparency as well as long-term comparability for assessment of the performance and profitability of Bike24, including its subsidiaries (“Bike24 Group”).

² The revenue targets are measured against the consolidated revenue of the Bike24 Group, which is prepared in accordance with the published International Financial Reporting Standards (“IFRS”) as adopted by the European Union (“EU”) (consolidated revenue according to IFRS).

3.2. Performance-independent remuneration

In addition to basic remuneration, performance-independent remuneration includes fringe benefits and retirement benefit plans.

The basic annual remuneration is paid monthly in twelve equal installments. In the 2022 reporting year, each member of the Management Board received basic remuneration of EUR 252 k.

In addition to their basic remuneration, members of the Management Board receive fringe benefits in the form of a Company bicycle, insurance allowances, and reimbursement of expenses associated with their work. The value of all fringe benefits granted may not exceed 25% of the basic remuneration for the reporting year in question. The Supervisory Board may grant a compensatory amount to the extent that remuneration benefits acquired prior to the transfer to the Management Board of Bike24 Holding AG are forfeited as part of the transfer. The Supervisory Board may determine whether the compensation is to be invested in Bike24 shares in whole or in part and held for a minimum period.

Furthermore, the Company pays the premiums for a direct insurance policy that exists or that is to be concluded for each member of the Management Board. In addition, to the to the basic remuneration, the Management Board member has a fixed monthly amount at his free disposal which shall be used for private retirement benefit purposes. This amount is determined from the maximum amount of the employer's contribution to German retirement benefits insurance, subject to the contribution assessment ceiling (East). The value of all retirement benefit commitments for a reporting year may not exceed 10% of basic remuneration.

3.3. Performance-related remuneration

3.3.1. Short-term variable remuneration (annual bonus)

The short-term variable remuneration (short-term incentive, "STI") takes the form of an annual bonus. The amount of the annual bonus is based on the achievement of the targets agreed upon with the Supervisory Board. These targets are principally agreed upon annually by March 31 of the current reporting year and comprise 70% quantitative targets as well as 30% qualitative targets. Performance criteria of quantitative targets consist of the consolidated EBITDA figure adjusted for one-time effects ("Adjusted EBITDA") and a portion or all of the subsequent revenue targets: (i) consolidated revenue according to IFRS; (ii) revenue of the DACH region; and (iii) revenue of the expansion markets. The qualitative targets consist of the strategic targets, rolling out the business to other European bicycle markets, and expanding the "Full-Bikes" product segment.

Target achievement is calculated separately for all target figures. The Supervisory Board defines milestones (degree of implementation at certain points on the time axis) for individual strategic targets, based on the corporate planning. These milestones are used to determine the degree of target achievement. If at least 70% is not achieved in a target category, the member of the Management Board does not receive a bonus. Target achievement is determined at the end of the reporting year. The two target dimensions mentioned above are used to calculate a weighted percentage of target achievement, which is first multiplied by itself and then by the target bonus. The bonus is limited to 150% of the target bonus.

The performance criterion for the remuneration granted within the meaning of Section 162 (1) AktG in the 2022 reporting year (annual bonus 2021) can be seen in the following overview:

Performance criterion	Weighting of the 2021 reporting year in %	Target values in EUR k (100 % target achievement)	Actual values of the 2021 reporting year in EUR k	Target achievement in %
Consolidated revenue according to IFRS 2021	50	238.363	250.164	105
Adjusted EBITDA 2021	50	31.032	30.596	99
Total				102

In derogation from the newly concluded remuneration system, the annual bonus granted within the meaning of the German Stock Corporation Act is based on the remuneration practice underlying the old Managing Director contracts, as the Managing Director contracts were not converted into Management Board employment contracts until partway through the 2021 fiscal year. Based on these arrangements, only quantitative targets were agreed upon in the past, with the weighting of quantitative targets being 100% and that of qualitative targets 0%. Accordingly, adjusted EBITDA and consolidated revenue in accordance with IFRS, each assigned weighting of 50%, were the financial performance criteria as the assessment basis for the 2021 annual bonus. Just like with the new remuneration system, the calculated target achievement is multiplied by itself and then by the target amount. The annual bonus is also limited to 150% of the target amount.

This resulted in the following target achievement per active Management Board member for the 2021 annual bonus:

Name of the Management Board member	Target amount in EUR k (100% target achievement)	Target achievement	Amount paid out in EUR k
Andrés Martin-Birner	50	102 %	52
Timm Armbrust	50	102 %	52

For the former members of the Management Board, this resulted in the following pro-rata target achievement for the 2021 annual bonus:

Name of the former member of the Management Board	Target amount in EUR k (100% target achievement)	Target achievement	Amount paid out in EUR k
Lars Witt until April 2021	17	102 %	17
Carsten Wich until April 2021	14	102 %	14

The amounts paid out in 2022 of the 2021 annual bonus are added to the remuneration granted and owed in the 2022 reporting year within the meaning of section 162 (1) AktG.

According to the understanding of Section 162 (1) AktG used here, the 2022 annual bonus is “granted” or “owed” in the 2023 reporting year, which is why we will report on the 2022 annual bonus in the Remuneration Report for the 2023 fiscal year.

3.3.2. Long-term variable remuneration (Equity-Settled Stock Options Program)

Long-term variable remuneration (long-term incentive, “LTI”) is a long-term, multi-year performance-related remuneration component that is allocated annually on the basis of performance and structured as a stock option program. Under the stock option program established in 2021, Bike24 may issue stock options to members of the Management Board as well as to other beneficiaries. At Bike24’s discretion, the Company may also settle the exercised stock options in cash, in whole or in part. The stock options are issued in four tranches. The issue of the first tranche took place on the day of Bike24’s IPO on June 25, 2021. The remaining tranches will be issued annually from the first quarter of 2022, depending on the achievement of targets for performance.

The number of tranche stock options to be granted for a reporting year depends on the following targets:

1. Strategic targets (including ESG targets)
2. Financial targets
3. A certain increase in the stock exchange price of the Bike24 share within the previous calendar year.

The targets are set annually – generally by the end of March of the relevant fiscal year at the latest – and are included in the overall target achievement in equal proportions (one-third in each case).

Strategic targets are defined as targets that have as their object future measures for implementing the business strategy that are incorporated into corporate planning. Such goals are interim targets related to the development of new European bicycle markets and expansion of the “Full-Bikes” product segment as well as targets that help bring the Company further in line with its ESG targets. Milestones (degree of implementation at certain points on the time axis) are defined for the individual targets and then used for the determination of target achievement. In order to gear the Company toward the ESG objectives on a lasting basis as envisaged in the strategy, the Supervisory Board is guided by the catalog of criteria of Environment (CO emissions, shipping, packaging), Social (employee satisfaction, customer satisfaction, diversity), and Governance (compliance/reporting, data protection, supply chain), with the help of which it defines one or more targets from the ESG area.

In the case of ESG targets, targets that can be quantitatively measured are provided for the specific performance criteria in use wherever possible. In each case, a target value is determined that corresponds to 100% target achievement, along with a threshold value and a cap that may not exceed 150% under any circumstances. As with the other strategic targets, either specific milestones or other key figures are defined if quantitatively measurable targets are not possible. These milestones and key figures are then used to determine whether the target has been specifically achieved.

The performance criteria used for the financial targets are organic consolidated revenue growth and adjusted EBITDA margin. Target values corresponding to 100% target achievement are derived from the annual planning, and the values corresponding to higher or lower target achievement are then determined on this basis. The values from the Bike24 Group’s consolidated financial statements and management report for the respective reporting year are used as actual values.

For the stock price target, the stock option program defines the target for the increase in stock price during the fiscal year. Reaching or exceeding this price is defined as 100% target achievement, and not reaching this price is defined as 0% target achievement. The degree of target achievement is determined on the basis of the actual percentage difference between the relevant closing price and the relevant opening price. The relevant closing price is the volume-weighted average of the closing prices of the Bike24 stock in Xetra trading (or a comparable successor system) during the last month of the relevant fiscal year. The relevant opening price is the volume-weighted average of the closing prices of the Bike24 stock in Xetra trading (or a comparable successor system) during the last month of the financial year preceding the fiscal year in question.

To determine the specific number of stock options to be issued, a EUR amount has been contractually agreed upon (the target amount). The number of stock options to be issued for the respective fiscal year is determined by dividing the target amount by the expected profit from a stock option to be issued for the respective fiscal year pursuant to the agreement (anticipated option profit). In each case, one-third of this preliminary number of stock options is allocated to the strategic targets (including ESG targets), the financial targets, and the stock price target. Each third is multiplied by the target achievement factor. The amounts calculated in this way for the three target categories are then added together, resulting in the number of stock options to be issued for the fiscal year in question. In all cases, the maximum number of stock options to be granted to a member of the Management Board for a reporting year, excluding stock options granted with the IPO, is 64,517. Under the Bike24 Holding AG stock program, a maximum of 780,000 stock options will be issued to members of the Management Board.

The following tables show the performance criteria set by the Supervisory Board for the stock options granted for the reporting year, within the meaning of Section 162 (1) AktG.

		Target achievement
Strategic targets	■ Tapping into new European bicycle markets	110%
	■ Expansion of the "Full-Bikes" product segment	

		Growth target in % (100% target achievement)	Actual values for the 2021 reporting year in %	Target achievement
Financial targets	■ Organic consolidated revenue growth	26	25.6	98%
	■ Adjusted EBITDA margin	12.8	12.2	95%
Total				96,5%

		Target price in EUR (100% target achievement)	Price in EUR*	Target achievement
Stock price development target	■ Stock price increase of 3.92%	15.59	15.96	100%

* Volume-weighted average of closing prices in Xetra trading in December 2021

In derogation from the newly adopted remuneration system, the target agreement for the second tranche does not contain an ESG component, as the targets were agreed on the basis of the old remuneration system prior to adjustment by the Annual General Meeting on June 21, 2022.

Based on the target achievement presented, the number of stock options to be granted for the second tranche was as follows:

Name of the Management Board member	Target amount in EUR k (100% target achievement)	Target achievement	Target amount in EUR k	Anticipated option profit in EUR	Number of stock options to be granted*
Andrés Martin-Birner	1,000	102%	1,020	15.49	64,517
Timm Armbrust	1,000	102%	1,020		64,517

* Number of stock options to be granted according to calculation formula: 65,849 stock options. Pursuant to the terms and conditions of participation, a maximum of 64,517 stock options can be granted per Management Board member in the reporting year.

The second tranche was issued to the members of the Management Board in April 2022 with an exercise price of EUR 18.35.

The stock options are subject to a waiting period of four years until they can be exercised for the first time and have a total term of ten years, in each case from the date of issue. After the end of the waiting period, the stock options can be exercised outside defined vesting periods. The stock options vest one year after the issue date (the “vesting period”) until the end of the term. After that, they expire automatically and without compensation.

The stock options of a member of the Management Board for whom the vesting period has not yet expired are reduced on a pro-rata-temporis basis if the member resigns from office or if the Management Board activity of the member ends for reasons such as the regular end of their contract being reached without reappointment and without the employment relationship ending at the same time. In the event of a change of control, the waiting time is shortened to the point in time of the change of control. Stock options that are still within the vesting period are settled either in cash or in stock of the acquirer, depending on the Company’s decision.

For the second tranche issued in the 2022 reporting year, a total of 129,034 stock options were allocated to the members of the Management Board:

Name of the Management Board member	Number as of January 1, 2022	Stock options granted or promised in the 2022 reporting year	Fair value upon option grant in EUR k	Stock options exercised in reporting year 2022	Stock options expired in reporting year 2022	Number as of December 31, 2022
Andrés Martin-Birner	64,517	64,517	88	-	-	129,034
Timm Armbrust	64,517	64,517	88	-	-	129,034

The outstanding stock options of the members of the Management Board are divided among the various issue tranches as follows:

Tranche	Exercise price in EUR	Andrés Martin-Birner Number of outstanding stock options	Timm Armbrust Number of outstanding stock options
July 1, 2021*	15.00	64,517	64,517
April 1, 2022	18.35	64,517	64,517

* Date of granting of options within the meaning of IFRS 2.

In the third tranche issued for the 2022 reporting year, further stock options will be allocated to the members of the Management Board in April 2023. This allocation will be “granted” or “owed” in the reporting year 2023 in accordance with the understanding of Section 162 (1) AktG in use here. The corresponding reporting will be made in the Remuneration Report for the reporting year 2023.

3.4. Remuneration paid by third parties for Management Board activities

With regard to their activities on the Management Board of Bike24, the members of the Management Board neither received nor were promised any benefits from third parties in the 2022 reporting year.

3.5. Target and maximum remuneration

The remuneration system determines the share of the annual base remuneration, the STI, and the LTI in the total target remuneration. It provides for the following ranges:

Annual base remuneration:	16% to 30%
STI:	3% to 15%
LTI:	60% to 80%
Fringe benefits:	0.5% to 5%
Retirement benefit plan commitments:	0.5% to 3%

Accordingly, the share of performance-independent remuneration in the total target remuneration is 17% to 37%, and the share of performance-related remuneration is 63% to 83%.

The following table shows the respective target remuneration of the active members of the

Management Board for the 2022 reporting year, excluding fringe benefits, retirement benefit plan commitments, compensation payments, and granting of stock options.

Target remuneration	Andrés Martin-Birner		Timm Armbrust	
	2022 in EUR k	2022 in %	2022 in EUR k	2022 in %
Performance-independent remuneration				
Basic remuneration	252	19	252	19
Total	252	19	252	19
Performance-related remuneration				
Annual bonus	50	4	50	4
Equity-Settled Stock Options Program		77		77
	1,000		1,000	
Total	1,050	81	1,050	81
Total remuneration	1,302	100	1,302	100

The remuneration system provides for maximum remuneration for the members of the Management Board, that is, a maximum amount that may be paid to a member of the Management Board in total for a fiscal year. The maximum remuneration for a member of the Management Board is based on the promised remuneration components. This maximum remuneration pursuant to Section 87a (1) sentence 2 no.1 AktG is EUR 2,000 k for each of the two members of the Management Board. Compliance with the maximum remuneration can be verified or ensured at the earliest when the stock options granted are exercised. The stock options granted in the 2022 reporting year can be exercised in 2026 at the earliest. The maximum remuneration is reviewed and reported in the Remuneration Report of the fiscal year affected by the exercise.

3.6. Penalty and clawback rules

In the event that the Management Board seriously violates applicable law or the Company's internal codes of conduct, the Supervisory Board has the option of withholding variable remuneration components not yet paid out or of clawing back such components, in whole or in part. Withholding or clawback is at the discretion of the Supervisory Board.

In the 2022 reporting year, the Supervisory Board has not identified any reason to make use of the option provided for in the remuneration system.

3.7. Benefits in case of premature termination of employment

In the event of premature termination of the employment relationship, claims are limited to the remaining term of the contract, with a maximum limit of two years' remuneration. The severance payment is to be offset against any waiting allowance payable to the Company under a post-contractual non-competition clause.

No early termination benefits were granted in the 2022 reporting year.

3.8. Post-contractual non-competition clause

When leaving the Management Board, the members of the Bike24 Management Board shall be subject to a two-year non-competition clause, with it also being possible for the Company to waive the non-competition clause or for there to be release of the Company from the non-competition clause provided for by contract. The departing members of the Management Board will be paid half of their last contractual remuneration as compensation for the period of the non-competition clause.

3.9. Amount of individual remuneration of members of the Management Board in the 2022 reporting year

The following table shows the remuneration granted and owed to each individual active member of the Management Board within the meaning of Section 162 (1) AktG in the 2022 reporting year. In this context, the remuneration granted and owed within the meaning of Section 162 (1) AktG includes the basic annual remuneration paid in the 2022 reporting year, the fringe benefits accrued, the retirement benefit plan contributions, the annual bonus paid in 2021, and the fair value of the stock options granted determined in accordance with IFRS.

Remuneration granted and owed to active members of the Management Board

	Andrés Martin-Birner		Timm Armbrust	
	2022 in EUR k	2022 in %	2022 in EUR k	2022 in %
Performance-independent remuneration				
Basic remuneration	252	62	252	62
Fringe benefits	5	1	5	1
Retirement benefits	10	2	12	3
Total	267	66	269	66
Performance-related remuneration				
Annual bonus	52	13	52	13
Equity-Settled Stock Options Program	88	22	88	22
Total	140	34	140	34
Total remuneration	407	100	409	100

The following table contains the remuneration granted and owed to each individual former member of the Management Board within the meaning of Section 162 (1) AktG in the 2022 reporting year. In this context, the remuneration granted and owed within the meaning of Section 162 (1) AktG includes the performance-related remuneration paid out in the 2022 reporting year, which is presented on a pro-rata basis up until the merger in April 2021. No other pro-rata remuneration components were granted in the reporting year.

Remuneration granted and owed to former members of the Management Board

	Lars Witt until April 2021		Carsten Wich until April 2021	
	2022 in EUR k	2022 in %	2022 in EUR k	2022 in %
Performance-independent remuneration				
Basic remuneration	0	0	0	0
Performance-related remuneration				
Annual bonus	17	100	14	100
Total	17	100	14	100

4. Remuneration of the members of the Supervisory Board

Pursuant to Section 12 of the Articles of Association of Bike24, the ordinary members of the Supervisory Board receive fixed remuneration of EUR 20 k for each reporting year. The Chairman of the Supervisory Board receives a fixed remuneration amount of EUR 35 k, and the Deputy Chairman receives EUR 25 k. Supervisory Board members who were not in office for the entire reporting year receive one-twelfth of the agreed remuneration for each month in office or part thereof.

Supervisory Board members who serve as Chairman of a committee receive additional annual fixed remuneration of EUR 7.5 k for this service. The Chairman of the Audit Committee receives EUR 10 k. Supervisory Board members who are members of a committee but do not serve as Chairman of the committee receive additional annual remuneration of EUR 5 k for this membership. Insofar as the function of Chairman or membership is not exercised for the entire reporting year, remuneration is granted on a pro-rata basis.

The members of the Supervisory Board are also reimbursed for any expenses incurred and for any value-added tax payable on their income.

The fixed remuneration and the remuneration for committee work are due at the end of the respective fiscal year and are paid in the following fiscal year. The payment of the fixed remuneration and the committee remuneration for the 2022 reporting year will be made in the reporting year 2023 and will be added to the remuneration granted and owed in the Remuneration Report for the reporting year 2023 in accordance with Section 162 (1) AktG.

The following table shows the payment of the remuneration components granted and owed in the 2022 reporting year, including their relative share, pursuant to section 162 AktG.

	Basic remuneration		Committee remuneration		Total remuneration	
	2022 in EUR k	2022 in %	2022 in EUR k	2022 in %	2022 in EUR k	2022 in %
Ralf Kindermann (Vorsitzender)	20	74	7	26	28	100
Dr. Michael Weber (stellv. Vorsitzender)	15	83	3	17	18	100
Bettina Curtze	12	80	3	20	15	100
Sylvio Eichhorst	12	67	6	33	18	100
Total remuneration	58	75	19	25	77	100

5. Comparative presentation of remuneration and earnings development (vertical comparison)

The following table shows the relative development of the remuneration of the members of the Management Board, the Supervisory Board, the other employees, and the development of the Company's earnings on the basis of selected key earnings figures.

Comparative presentation of annual changes (vertical comparison)

Annual change in %	Change in the 2021 reporting year compared to the 2020 reporting year	Change in the 2022 reporting year compared to the 2021 reporting year
Management Board		
Andrés Martin-Birner	+ 284.4 ¹	- 56.4
Timm Armbrust	+ 282.0 ¹	- 56.3
Supervisory Board		
Ralf Kindermann (Vorsitzender)	-	-
Dr. Michael Weber (stellv. Vorsitzender)	-	-
Bettina Curtze	-	-
Sylvio Eichhorst	-	-
Key earnings figures		
Jahresüberschuss der Bike24 Holding AG ²	- 20,562,1	- 98,4
Adjusted EBITDA	+ 14.5	- 68,4
Average remuneration of employees on a full-time equivalent basis		
Employees of the Company ³	+ 11.7	+ 14.0

1 Pursuant to Section 162 (1) sentence 2 no.1 AktG, all remuneration components subject to disclosure must be included in the vertical comparison. The figure for the previous year has therefore been adjusted by the LTI component.

2 Due to the merger of Bike24 Support GmbH into Bike24 Holding AG, the change in the 2021 reporting year is not comparable.

3 All employees of the Bike24 Group except for the management body/Management Board

**INDEPENDENT AUDITOR'S ASSURANCE REPORT
ON EXAMINATION OF THE REMUNERATION REPORT
PURSUANT TO SECTION 162 (3) AKTG**

To Bike24 Holding AG, Dresden,

Opinion

We have formally examined the remuneration report of Bike24 Holding AG for the financial year from 1 January to 31 December 2022 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (08.2021)). Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management and the Supervisory Board of Bike24 Holding AG are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Handling Potential Misleading Presentations

In connection with our examination our responsibility is to read the remuneration report by taking into account the findings of the audit of the annual financial statements and, in doing so, remain alert for indications of misleading presentations in the remuneration report to determine whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

If, based on the work we have performed, we conclude that there is such misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Dresden, 29 March 2023 KPMG AG
Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Lucas Leser
Wirtschaftsprüfer Wirtschaftsprüfer

[German Public Auditor]

III. Further information on the convocation

1. Total number of shares and voting rights at the time of the convocation of the general meeting

At the time of the convocation of the general meeting, the share capital of the company amounts to EUR 44,166,666.00 and is divided into 44,166,666 no-par value shares. In principle, each no-par value share carries one vote at the general meeting. Therefore, the total number of shares that carry participation and voting rights amounts principally to 44,166,666 at the time of the convocation. At the time of convocation, the company holds 1,239 treasury shares, from which it has no voting rights.

2. Conditions for attending the general meeting and exercising voting rights

Only those shareholders who have registered in due time are entitled to attend the general meeting and exercise their voting rights.

Therefore, the registration must have been received by the company no later than 24:00 (CEST) on Tuesday, **June 20, 2023**, under the following addresses

Bike24 Holding AG
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Germany
Email: anmeldestelle@c-hv.com

and the holders of bearer shares must have provided the company with special evidence of their shareholding in order to prove that they were a shareholder of the company at the beginning of the 21st day before the general meeting, i.e., on Tuesday, June 6, 2023 at 00:00 (CEST) (record date). It is pointed out that in the notification of the company pursuant to Section 125 AktG, which is to be prepared in form and content pursuant to Implementing Regulation (EU) 2018/1212, in field C5 of table 3 of the Implementing Regulation 2018/1212 the record date is indicated as the 22nd day before the general meeting. In this respect, the company follows the recommendation of the Implementation Guide of the Association of German Banks on the Shareholder' Rights Directive II/ARUG II for the German market. The record date specified in the notification pursuant to Section 125 AktG (in the present case: June 5, 2023) is therefore not identical with the statutory record date within the meaning of Section 123 para. 4 sentence 2 AktG. This is because, according to this provision of stock

corporation law, the proof of share ownership refers to the beginning of the 21st day prior to the general meeting (in the present case June 6, 2023, 00:00 (CEST)).

A special certificate of share ownership issued by the depositary institution shall be required as proof of share ownership; in any case, a certificate pursuant to Section 67c para. 3 AktG shall suffice for this purpose.

Just as the registration, the evidence of shareholding must be received by the company at the aforementioned address no later than 24:00 (CEST) on Tuesday, June 20, 2023. The registration and evidence of shareholding must be submitted in text form (Section 126b of the German Civil Code) and in German or English language.

3. Significance of the record date

When it comes to exercising voting rights, only those persons who have provided special evidence of their shareholding are considered shareholders vis-à-vis the company. The scope of voting rights is solely based on the shareholding as of the record date. The record date does not create any restrictions on the disposal of the shareholding. Even in the event of a full or partial disposal of the shareholding after the record date, the scope of the voting rights is solely based on the shareholding as of the record date (i.e., any disposal of shares after the record date does not affect the scope of voting rights). The same applies to acquisitions or additional acquisitions of shares after the record date. Persons who do not hold any shares on the record date and subsequently become shareholders only have the right to vote with respect to their shares if and to the extent that they have been authorized or given the right to do so by the person entitled to exercise these rights on the record date.

4. Procedure for voting by proxy

Shareholders can also have their voting rights exercised by a proxy, such as an intermediary (Section 67a para. 4 AktG), a shareholders' association, a voting rights advisor or a person commercially offering the exercise of voting rights to shareholders at the general meeting ("**commercial agent**"). Even where a shareholder is represented by a proxy, the registration of the shareholder in due time and the submission of evidence of shareholding in due time as described above are still required. The proxy may exercise the rights of the shareholder (also by granting a power of attorney to another third party or to the proxy appointed by the company) only as specified in these Conditions of Participation.

The granting of authorization, its revocation and proof of authorization vis-à-vis the company must be submitted in text form, unless an intermediary within the meaning of Section 67a para. 4 AktG or a shareholders' association, a voting rights advisor or a commercial agent within the meaning of Section 135 para. 8 AktG are authorized to exercise such voting rights.

If a proxy to exercise voting rights is granted to an intermediary, a shareholders' association, a voting rights advisor or a commercial agent within the meaning of Section 135 para. 8 AktG, the text form is not required. However, the authorization must be recorded by the proxy in a verifiable way. Furthermore, it must be complete and may only contain statements connected to the exercise of voting rights. Shareholders who wish to authorize an intermediary, a shareholders' association, a voting rights advisor or a commercial agent within the meaning of Section 135 para. 8 AktG to exercise their voting rights on their behalf are asked to coordinate on the form of the authorization with the person that is to act as authorized representative.

If the shareholder authorizes more than one person, the company may reject one or more of these authorized persons.

Shareholders who wish to appoint a proxy are requested to use the form provided by the company for this purpose. The proxy form will be provided by the company after registration together with the admission ticket. In addition, a proxy form will be available for download on the company's website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

The granting of the authorization, its revocation and proof of the authorization in advance of the general meeting must be received by the company in text form in German by no later than Sunday, June 25, 2023, 24:00 (CEST), by post or by electronic communication (via email) at the following address:

Bike24 Holding AG
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Germany
Email: anmeldestelle@c-hv.com

Intermediaries, shareholders' associations, voting rights advisors or a commercial agent within the meaning of Section 135 para. 8 AktG who represent a number of shareholders are recommended to contact the company at the above contact address in advance of the general meeting with regard to the exercise of voting rights.

It is pointed out that the granting and revocation of the authorization may also be made during the general meeting in accordance with the instructions of the chairman of the general meeting.

5. Procedure for voting by the proxy appointed by the company

Furthermore, the company offers its shareholders the opportunity to authorize a person nominated by the company as proxy who is bound by the shareholder's instructions. The proxy is required to vote as instructed; she is not allowed to exercise the voting rights at his own discretion. It should be noted that the proxy can only vote on those items of the agenda with respect to which shareholders issue clear instructions and that the proxy cannot accept any instructions on procedural motions, neither in the run-up to nor during the general meeting. Likewise, the proxy cannot accept any instructions to request to speak, to file objections to resolutions of the general meeting or to submit questions or motions.

Prior to the general meeting, such authorization with instructions to the proxy can be granted using the authorization and instructions form, which will be sent to duly registered shareholders together with the admission ticket. A corresponding form is also available for download on the company's website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

The granting, amendment and revocation of voting proxies and instructions to the proxy appointed by the company in advance of the general meeting must be received by the company in text form in German or English for organizational reasons by no later than Sunday, June 25, 2023, 24:00 (CEST), by post or by electronic communication (via email) at the following address:

Bike24 Holding AG
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Germany
Email: Anmeldestelle@c-hv.com

It is pointed out that the granting, amendment and revocation of voting proxies and instructions to the proxy appointed by the company may also be made during the general meeting in accordance with the instructions of the chairman of the general meeting.

6. Further rights of shareholders

a) Motions by shareholders to add items to the agenda pursuant to Section 122 para. 2 AktG

Pursuant to Section 122 para. 2 AktG, one or more shareholders whose combined shareholdings amount to five percent of the share capital or a proportionate amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution.

Such a request for additional items must be submitted to the management board in writing and must be received by the company at least 30 days prior to the general meeting; the day of receipt and the day of the general meeting are not taken into account when calculating this 30-day period. Therefore, the last possible date of receipt is 24:00 (CEST) on Saturday, May 27, 2023. Requests for additional items received at a later point in time will be disregarded.

The shareholders concerned must prove that they have held the shares for at least 90 days prior to the date of receipt of the request by the company and that they will hold the shares until the decision of the management board on the supplementary request, with Section 70 AktG applying to the calculation of the shareholding period. Section 121 para. 7 AktG shall apply *mutatis mutandis*.

Any supplementary requests can be sent to the following address:

Bike24 Holding AG
attn. management board
Breitscheidstr. 40
01237 Dresden
Germany

Additions to the agenda which are to be announced – insofar as they have not already been announced with the convening notice – will be published in the Federal Gazette without undue delay upon receipt of the request and forwarded for publication to such media as can be

expected to disseminate the information throughout the European Union. They will also be published without undue delay on the company's website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

and to the shareholders in accordance with Section 125 para. 1 sentence 3 AktG.

b) Countermotions of shareholders pursuant to Section 126 para. 1 AktG

Each shareholder has the right to submit a countermotion to the proposals of the management board and/or the supervisory board regarding certain items of the agenda. Countermotions do not have to be provided with a reasoning.

Countermotions received by the company at least 14 days prior to the general meeting at the address indicated below, not taking into account the date of receipt and the date of the general meeting, i.e., by no later than 24:00 (CEST) on Monday, June 12, 2023, will immediately be made available on the company's website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

along with the name of the shareholder as well as a reasoning and/or comments by the management board, if any (Section 126 para. 1 sentence 3 AktG).

This does not affect the right of the chairman of the general meeting to have the management's proposals put to the vote first. If the management proposals are adopted with the necessary majority, the countermotions will be deemed to have been disposed of.

In Section 126 para. 2 AktG, the law enumerates situations where a countermotion and the corresponding reasoning, if any, need not be made available via the website. These reasons are described on the company's website in the "Explanations regarding the Rights of Shareholders" at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

In particular, there is no need to make the reasoning, if any, available if it comprises more than 5,000 characters.

In advance of the general meeting, countermotions, along with the respective reasoning, if any, are to be sent exclusively to

Bike24 Holding AG
attn. management board
Breitscheidstr. 40
01237 Dresden
Germany

or by email to

ir@bike24.net

Countermotions directed to any other address will not be made available. Shareholders are asked to provide evidence of their shareholder status at the time the countermotion is sent.

The right of any shareholder to submit countermotions to the various agenda items during the general meeting, even without prior and timely submission to the company, remains unaffected. Please note that countermotions which have been submitted to the company in advance and in due time will only be considered at the general meeting if they are submitted verbally there.

c) Election proposals by shareholders pursuant to Sections 126, 127 AktG

Each shareholder has the right to submit election proposals at the general meeting for the elections on the agenda for the election of the auditor (agenda item 5).

Election proposals by shareholders received by the company at least 14 days prior to the general meeting at the address indicated below, provided that the date of receipt and the date of the general meeting are not taken into account, i.e. no later than 24:00 (CEST) on Monday, June 12, 2023, will immediately be made available on the company's website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

This does not affect the right of the chairman of the general meeting to have the management's proposals put to the vote first. If the proposals of the management's proposals are adopted with the necessary majority, the (dissenting) election proposals will no longer be valid.

Election proposals submitted by shareholders need not be made available if they do not include the name, profession and place of residence of the proposed person. Election proposals do not require a reasoning.

Section 127 sentence 1 AktG, Section 126 para. 2 AktG as well as Section 127 sentence 3 AktG, Section 124 para. 3 sentence 4 AktG, and Section 125 para. 1 sentence 5 AktG enumerate additional reasons for when election proposals by shareholders need not be made available on the company's website. These reasons are described on the company's website in the "Explanations regarding the Rights of Shareholders" at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

In advance of the general meeting, election proposals are to be sent exclusively to

Bike24 Holding AG
attn. management board
Breitscheidstr. 40
01237 Dresden
Germany

or by email to

ir@bike24.net

Election proposals sent to any other address will not be made available.

The right of any shareholder to submit election proposals for the election of the auditor during the general meeting without prior and timely submission to the company remains unaffected. Please note that election proposals which have been submitted to the company in advance and in due time will only be considered at the general meeting if they are submitted verbally there.

d) Shareholders' right to information pursuant to Section 131 para. 1 AktG

Pursuant to Section 131 para. 1 AktG, the management board must provide information on the company's affairs to any shareholder who requests it at the general meeting, to the extent that such information is necessary for a proper evaluation of the item on the agenda. This duty of the management board to provide information also extends to the legal and business relations of the company with an affiliated company and to 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 para. 3 AktG.

Pursuant to Section 15 para. 2 of the articles of association, the chairman of the general meeting is authorized to limit the time shareholders have to ask questions and speak; in particular, he is entitled to set a reasonable time limit at the beginning of the general meeting or during its course for the entire course of the general meeting, for individual agenda items, and for individual speeches and questions.

e) Further explanations

Further explanations on the rights of shareholders under Section 122 para. 2, Section 126 para. 1, Section 127 AktG and Section 131 para. 1 AktG are available on the company's website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

7. Information on the website of the company pursuant to Section 124a AktG

As of the convening of the general meeting, any documents to be made available (in particular the documents to be submitted under agenda item 1) as well as information in connection with the ordinary general meeting (including on shareholders' rights) are available together with this notice on the company's website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

Any supplementary requests, subject to publication, received in good time by the company, i.e. by Saturday, May 27, 2023, 24:00 (CEST) or counter motions and election proposals by shareholders, subject to publication, received by the company by Monday, June 12, 2023, 24:00 (CEST), will also be made available via the aforementioned website.

The documents will also be accessible there during the general meeting on Tuesday, June 27, 2023.

After the general meeting, the voting results will be announced at the aforementioned website.

8. Information on data protection for shareholders

The controller for the purposes of Article 4 para. 7 of Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (“**GDPR**”) which determines the purposes and means of the processing of personal data is:

Bike24 Holding AG
Breitscheidstr. 40
01237 Dresden
Germany
Fax: + 49 351/417497-0

The company’s data protection officer can be reached by shareholders or authorized third parties (including for questions regarding data protection) as follows:

Bike24 Holding AG
Breitscheidstr. 40
01237 Dresden
Germany
Email: datenschutz@bike24.net

The following categories of personal data are regularly processed as part of the preparation, implementation and follow-up of the general meeting:

- First and last name, title, address, email address, phone number;
- Number of shares, class of shares, type of possession of the shares, number of the admission ticket, presence and votes;
- in the case of a third party authorized by a shareholder or the proxy appointed by a shareholder, the third party’s or proxy’s personal data (in particular name and place of residence as well as contact data provided in connection with voting);
- insofar as a shareholder or an authorized third party makes use of their right to information under Section 131 para. 1 AktG or otherwise contacts the company, the company also

processes the personal data required to respond to any inquiries (such as the contact information provided by the shareholder or the authorized third party, e.g., telephone numbers and email addresses); as well as

- information on the presence, motions, questions, election proposals and requests from shareholders.

In the event of countermotions, election proposals or requests for additions which must be made publicly available, the company will also publish such proposals together with the shareholder's name, at the company's website at

<https://ir.bike24.com/websites/bike24/English/6000/agm.html>

Furthermore, personal data is made available to the shareholders and shareholder representatives in accordance with applicable laws, namely in the form of the list of participants. Shareholders and shareholder representatives have the right to inspect the list of participants for a period of up to two years after the general meeting (Section 129 para. 4 sentence 2 AktG).

The legal basis for the processing of personal data in accordance with Article 6 para. 1 letter c GDPR is the provisions of the the AktG, in particular Sections 118 et seq. AktG in order to prepare, conduct and follow up the general meeting and to enable shareholders to exercise their rights in connection with the general meeting. In addition, personal data is processed in accordance with Article 6 para. 1 letter f GDPR due to the legitimate interest of the company in the proper execution of the general meeting, including to enable the exercise of shareholder rights and communication with the shareholders.

The company's service providers that are commissioned for the purpose of organizing the general meeting only receive personal data from the company to the extent such data is required to provide the requested services and only process the data in accordance with instructions from the company.

The company does not use the personal data collected in connection with the general meeting for the purpose of making decisions based on automated processing (profiling).

The company and the service providers commissioned to do so, respectively, generally receive personal data of a shareholder via the registration office of the intermediary that the shareholder has commissioned to hold their shares in the company (so-called custodian bank).

The storage period for the data recorded in connection with the general meeting regularly amounts to up to three years, unless the company is legally required to provide evidence and retain data for a longer period of time or where the company has a legitimate interest in further retention, for example in case of judicial and extrajudicial disputes in connection with the general meeting. After the expiration of the relevant period, personal data will be deleted. In connection with the inspection of the list of participants in the general meeting, other participants and shareholders may inspect the data recorded in the list of participants relating to the shareholders or their representatives attending the general meeting, insofar as they are included in the list of participants. In the case of requests for additions to the agenda and counter motions, which must be made publicly available, some of your personal data will also be published in compliance with the provisions of stock corporation law.

Under certain legal requirements, shareholders or authorized third parties have rights to information (Article 15 GDPR), rectification (Article 16 GDPR), erasure (Article 17 GDPR), restriction of processing (Article 18 GDPR) and objection (Article 21 GDPR) with regard to their personal data or their processing. Furthermore, shareholders have a right to data portability pursuant to Article 20 GDPR.

Shareholders or authorized third parties can assert these rights against the company free of charge by contacting the company's data protection officer specified above.

Moreover, shareholders or authorized third parties have the right to file a complaint with the data protection supervisory authorities pursuant to Article 77 GDPR.

The data protection supervisory authority responsible for the company is:

Saxon Data Protection Commissioner
Ms. Dr. Juliane Hundert
Devrientstraße 5
01067 Dresden
Germany
Tel.: +4935185471101
Fax: +4935185471109
Email: saechsdsb@slt.sachsen.de

This convocation has been provided for publication to such media as can be expected to disseminate the information throughout the entire European Union.

Dresden, May 2023

Bike24 Holding AG

The Management Board