

General Meeting of Bike24 Holding AG on June 27, 2023

Explanations regarding the Rights of Shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127 and 131 of the German Stock Corporation Act (*Aktiengesetz – AktG*)

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

Shareholders whose shares, alone or in aggregate, represent one-twentieth of the share capital or amount to EUR 500,000.00 may demand that items are added to the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution.

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*.

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 – not taking into account the date of receipt and the date of the general meeting – i.e., no later than

May 27, 2023

24:00 (CEST).

Requests for additional items received at a later point in time will be disregarded. The shareholders are kindly asked to direct such requests for additional items to the following address:

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

Requests for additional items that must be published will be published in the Federal Gazette and will be submitted for publication to such media for which it can be expected that they will disseminate the information across the European Union promptly after receipt of the request. They will also be announced on the website of Bike24 Holding AG at

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

and will be communicated to the shareholders.

The provision of the German Stock Corporation Act underlying these shareholders' rights is as follows:

*Section 122 of the German Stock Corporation – Convocation upon request of a minority
(excerpt)*

[...]

(2) In the same manner, shareholders whose aggregate shares amount to no less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may demand that items are added to the agenda and published. Each new item must be accompanied by a reasoning or a draft proposal. The request within the meaning of sentence 1 must be received by the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt is not taken into account in this calculation.

[...]

2. Countermotions pursuant to Section 126 para. 1 AktG

Shareholders may also submit countermotions to proposals from the management board and/or the supervisory board for specific agenda items to the company. Countermotions do not have to be provided with a reasoning.

Countermotions by shareholders that have been received by the company at the address specified below at least 14 days prior to the general meeting – the date of receipt and the date of the general meeting are taken into account –, i.e. no later than

June 12, 2023
24:00 (CEST)

will promptly be made available on the website of Bike24 Holding AG at

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

along with the name of the shareholder as well as any reasoning and/or comment by the administration (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.

The company may refrain from making available a countermotion (including any reasoning) or election proposal if circumstances for exclusion set forth in Section 126 para. 2 AktG apply.

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 addressed otherwise will not be made available.

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.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, which also specify under which conditions counterproposals need not be made available, are as follows:

Section 126 of the German Stock Corporation Act – Motions by shareholders

- (1) Motions by shareholders, including the shareholder's name, the reasoning, and the management's position, if any, must be made available to the beneficiaries mentioned in Section 125 para. 1 through 3 under the conditions specified therein, if the shareholder transmitted to the company a counterproposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with a reasoning, to the address designated for this purpose in the convocation at least 14 days prior to the meeting. The day of receipt is not taken into account. For publicly listed companies, the accessibility is to be provided over the website of the company. Section 125 para. 3 applies mutatis mutandis.
- (2) A counterproposal and its supporting information need not be made available if:
 1. the management board would become criminally liable by granting accessibility;
 2. the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;
 3. the reasoning contains statements which are obviously false or misleading in material respects or if it contains insults;

4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
5. the same counterproposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counterproposal;
6. such shareholder indicates that he will neither attend nor be represented at the general meeting; or
7. within the past two years at two general meetings such shareholder has failed to submitted, or cause to be submitted, a counterproposal he transmitted.

The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.

3. Election proposals by shareholders pursuant to Sections 126 and 127 AktG

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

Elections proposals by shareholders received by the company at the address given below at least 14 prior the general meeting – not counting the day of receipt and the day of the general meeting – at by the latest

June 12, 2023
24:00 (CEST)

will be made available without undue delay including the name of the shareholder as well as any statement of reason and/or comments at

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

(Section 126 para. 1 sentence 3, Section 127 sentence 1 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 proposals of the management's proposals are adopted with the necessary majority, the (dissenting) election proposals will no longer be valid.

The company may refrain from making available an election proposal if circumstances for exclusion set forth in Section 126 para. 2 or Section 127 sentence 3 AktG apply.

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 addressed otherwise 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.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, which also specify under which conditions election proposals need not be made available, are as follows:

*Section 127 of the German Stock Corporation Act – Election proposals by shareholders
(excerpt)*

Section 126 applies mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or auditors. Such nomination need not be supported by a reasoning. The management board is not required to make such nomination accessible if the nomination does not contain information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5. [...]

Section 126 of the German Stock Corporation Act – Motions by shareholders

- (1) Motions by shareholders, including the shareholder's name, the reasoning, and the management's position, if any, must be made available to the beneficiaries mentioned in Section 125 para. 1 through 3 under the conditions specified therein, if the shareholder transmitted to the company a counterproposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with a reasoning, to the address designated for this purpose in the convocation at least 14 days prior to the meeting. The day of receipt is not taken into

account. For publicly listed companies, the accessibility is to be provided over the website of the company. Section 125 para. 3 applies mutatis mutandis.

- (2) A counterproposal and its supporting information need not be made available if:
1. the management board would become criminally liable by granting accessibility;
 2. the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;
 3. the reasoning contains statements which are obviously false or misleading in material respects or if it contains insults;
 4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
 5. the same counterproposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counterproposal;
 6. such shareholder indicates that he will neither attend nor be represented at the general meeting; or
 7. within the past two years at two general meetings such shareholder has failed to submitted, or cause to be submitted, a counterproposal he transmitted.

The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.

Section 124 para. 3 sentence 4 of the German Stock Corporation Act – Notice by publication of demands for amendment; guidance regarding resolutions

The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence.

Section 125 para. 1 sentence 5 of the German Stock Corporation Act – Notifications for the stockholders and to members of the supervisory board

In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

4. 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.

The provisions of the German Stock Corporation Act underlying these shareholders' right to information, which also determine the conditions under which the management board may refrain from providing information, are as follows:

*Section 131 of the German Stock Corporation Act – Shareholders' right to information
(excerpt)*

- (1) 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. Where a company avails itself of the eased requirements pursuant to Section 266 para. 3 sentence 3, Section 276, or Section 288 of the Commercial Code (HGB), then each stockholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be

made available to him in the form that they would have without these eased requirements. The obligation of the management board of a parent company to provide information (Section 290 subsections 1 and 2 of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.

[...]

- (3) The management board may refuse a request for information,
1. inasmuch as the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
 2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
 3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;
 4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of Section 264 para. 2 of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;
 5. inasmuch as the management board would be liable to punishment under law were it to provide the information;
 6. inasmuch as, in the case of a credit institution, financial services provider or a securities trading firm, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;
 7. inasmuch as such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.

Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) Where information has been provided to a stockholder because of his capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to the first sentence by means of electronic communication. The management board may not refuse to provide the information in accordance with subsection 3, first sentence, nos. 1 to 4. The first to third sentence shall not apply if a subsidiary company (Section 290 subsections 1 and 2 of the Commercial Code (HGB)), a joint venture (Section 310 para. 1 of the Commercial Code (HGB)) or an associated enterprise (Section 311 para. 1 of the Commercial Code (HGB)) issues the information to a parent company (Section 290 subsections 1 and 2 of the Commercial Code (HGB)) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.
- (5) Where a stockholder's request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to the first sentence by means of electronic communication.

Dresden, May 2023

Bike24 Holding AG

– The Management Board –

Disclaimer

This is a convenience translation of the German language explanations regarding the rights of shareholders of Bike24 Holding AG, which is provided to English-speaking readers for informational purposes only. Only the German version of this document is legally binding. No warranty is made as to the accuracy of this translation and Bike24 Holding AG assumes no liability whatsoever with respect thereto.