



No-par value bearer shares  
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**Invitation to the Annual General Meeting**  
**of AUTO1 Group SE with its registered office in Munich**  
registered with Local Court of Munich, HRB 241031

We invite our shareholders to the Annual General Meeting which takes place on  
**Thursday, June 9, 2022, 10:00 a.m.,**

and which will be conducted on the basis of section 1 of the Act on Measures in the Law on Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID-19 Pandemic of March 27, 2020, as currently applicable (COVID-19 Act), with the consent of the Supervisory Board as

**virtual meeting of shareholders**  
without physical attendance of shareholders or their representatives.

For the shareholders and their representatives, the entire shareholders' meeting will be broadcasted live by audio and video transmission over the internet. Exercising the voting rights by the shareholders or their representatives will only be possible by way of electronic communication (absentee voting) or by authorizing proxy representatives appointed by the Company. Further provisions and explanations regarding the attendance of the shareholders in the virtual shareholders' meeting and the exercise of voting rights are imprinted further below following the agenda.

**AGENDA**

- 1. Presentation of the adopted financial statements and the approved consolidated financial statements of AUTO1 Group SE and the combined management and consolidated management report of AUTO1 Group SE including the explanatory notes on the disclosures pursuant to Sections**

**289a, 315a of the German Commercial Code (“HGB”) and the report of the Supervisory Board each for the fiscal year 2021**

The Supervisory Board has approved the financial statements and consolidated financial statements prepared by the Management Board; thereby, the financial statements have been adopted. In this case, the law does not provide for the adoption of the financial statements or the approval of the consolidated financial statements, respectively, by the shareholders’ meeting. The statutory law (section 176 para. 1 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, “**AktG**”) rather provides that the above mentioned documents only have to be made available to the shareholders’ meeting. Accordingly, no resolution of the shareholders’ meeting is required with respect to agenda item 1.

**2. Formal approval of acts of the members of the Management Board of AUTO1 Group SE for the fiscal year 2021**

The Management Board and the Supervisory Board propose that the members of the Management Board of AUTO1 Group SE holding the office in the fiscal year 2021 be each granted formal approval for their activities in the fiscal year 2021.

**3. Formal approval of acts of the members of the Supervisory Board of AUTO1 Group SE for the fiscal year 2021**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board of AUTO1 Group SE holding the office in the fiscal year 2021 be each granted formal approval for their activities in the fiscal year 2021.

**4. Appointment of the auditor for the fiscal year 2022 as well as the auditor for a review or audit of financial reports/financial information during the fiscal year 2022 and in the fiscal year 2023 during the period until the next ordinary shareholders’ meeting**

Upon recommendation of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be elected

- as auditor for the Company and the group for the fiscal year 2022 as well as for the auditor’s possible review or audit of financial reports/financial information of the Company during the fiscal year 2022; and
- for the auditor’s possible review or audit of financial reports/financial information of the Company during the fiscal year 2023 in the period until the next ordinary shareholders’ meeting in 2023.

\* \* \*

Pursuant to Art. 16 para. 2 subpara. 3 of the Regulation (EU) No 537/2014 (EU Audit Regulation), the Audit Committee of the Supervisory Board stated in its recommendation that such recommendation is free from influence by a third party and that no restriction regarding the choice of a certain auditor

or a certain audit firm within the meaning of Art. 16 para. 6 of the EU Audit Regulation has been imposed upon it.

**5. Resolution on the approval of the remuneration report**

Pursuant to Section 162 AktG, the Management Board and Supervisory Board shall prepare an annual report on the remuneration granted and owed to each individual current or former member of the Management Board and Supervisory Board in the past fiscal year (remuneration report) and submit this remuneration report to the shareholders' meeting for approval in accordance with Section 120a para. 4 AktG.

The remuneration report prepared by the Management Board and Supervisory Board for the fiscal year 2021 was audited by the auditor in accordance with the requirements of Section 162 para. 3 AktG. The auditor's report is attached to the remuneration report.

The remuneration report is printed below following the agenda in the supplementary information on agenda item 5.

The Management Board and the Supervisory Board propose that the remuneration report for the fiscal year 2021, prepared and audited in accordance with Section 162 AktG, be approved.

**6. Resolution on an amendment to section 9 para. 1 of the Articles of Association (composition of the Supervisory Board)**

The Supervisory Board of the Company currently consists of five members, all of whom are elected by the shareholders' meeting without being bound by election proposals. It is now intended to increase the number of members of the Supervisory Board to six.

The Management Board and the Supervisory Board propose to resolve as follows:

Paragraph 1 of section 9 of the Articles of Association (Composition, Elections, Term of Office) is amended and shall read as follows:

„The Supervisory Board comprises six members who are elected by the General Meeting without being bound by election proposals.”

**7. Resolution on elections to the Supervisory Board**

Pursuant to Art. 40 para. 3 SE Regulation, section 17 para. 1 of the German SE Implementation Act (SEAG) in conjunction with section 9 para. 1 of the Articles of Association of the Company, the Supervisory Board of the Company currently consists of five members.

With the amendment to section 9 para. 1 of the Articles of Association proposed under agenda item 6 to enlarge the Supervisory Board becoming effective, the number of Supervisory Board members will increase to six.

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All members of the Supervisory Board of the Company are elected by the shareholders' meeting – also after the proposed enlargement to six members. The shareholders' meeting is not bound by election proposals.

The Supervisory Board member Andrin Bachmann has resigned from office with effect as of the end of the present Annual General Meeting, so that a successor to Mr. Andrin Bachmann is to be elected by way of supplementary election. Furthermore, a further member of the Supervisory Board is to be elected for the period from the effective date of the amendment to the Articles of Association proposed under agenda item 6 to enlarge the Supervisory Board.

It is planned to hold the election in each case for the period until the end of the current term of office of the Supervisory Board.

The Supervisory Board proposes, upon recommendation of its Nomination Committee, to resolve as follows:

The following persons are elected to the Supervisory Board:

- 7.1 Vassilia Kennedy, Senior Global Managing Director Brand Marketing at Google LLC, Mountain View, California/USA, residing in Solvang, California/USA
- 7.2 Lars Santelmann, most recently Chairman of the Board of Management of Volkswagen Financial Services AG, Braunschweig, Germany, currently without practicing profession, residing in Lehrte, Germany.

The election of the person proposed under 7.1 above shall be made by way of by-election as successor to the prematurely retiring Supervisory Board member Andrin Bachmann with effect from the end of the present Annual General Meeting.

The election of the person proposed above under 7.2 shall take effect as of the registration of the amendment to the Articles of Association proposed above under agenda item 6 with the commercial register of the Company.

The election of the two persons proposed for election shall in each case be made for the period until the end of the shareholders' meeting which resolves on the formal approval of their acts for the third fiscal year from the beginning of their term of office, not including the fiscal year in which the term of office begins. In each case, the election shall be for a maximum of six years.

\* \* \*

It is planned to elect the new Supervisory Board members by way of individual election.

None of the persons proposed for election is a member of other statutory supervisory boards or comparable domestic or foreign supervisory bodies of business enterprises.

The above election proposals of the Supervisory Board take into account the objectives resolved by the Supervisory Board for its composition and aim to fulfill the profile of skills and expertise resolved by the Supervisory Board for the full board.

None of the persons proposed for election has personal or business relationships to the Company, the corporate bodies of the Company or a major shareholder being, in the opinion of the Supervisory Board, significant for the election decision.

The curricula vitae of the persons proposed for election, which in each case also contain an overview of the significant activities in addition to the Supervisory Board mandate, are printed below following the agenda in the supplementary information on agenda item 7.

**8. Resolution on an amendment to the remuneration of the Supervisory Board members and an according amendment to section 13 of the Articles of Association (Remuneration)**

In connection with the planned enlargement of the Supervisory Board to six members, the work of Supervisory Board committees will become more important in the future. In particular, it is planned to establish a committee for marketing issues (Marketing and Branding Committee) and a committee for ESG matters (ESG Committee). In order to appropriately remunerate the additional work involved in chairing these committees, additional remuneration is intended to be granted for this - as is already the case for chairing the Audit and Risk Committee. Furthermore, the billing of expenses in connection with personal attendance at meetings is to be made more flexible; under the current rules, these expenses are deemed to be covered by the attendance fee - without the possibility of providing evidence of higher expenses. Otherwise, the remuneration of the members of the Supervisory Board shall continue to apply unchanged.

The Management Board and the Supervisory Board propose to resolve as follows:

- Paragraph 2 of section 13 of the Articles of Association (Remuneration) is amended and shall read as follows:

"For the membership in a committee of the Supervisory Board, the respective members of the Supervisory Board further receive each a fixed annual remuneration in the amount of EUR 5,000.00. The chairman of a committee of the Supervisory Board shall receive, in addition to the remuneration payable pursuant to the foregoing sentence, an additional fixed annual remuneration in the amount of EUR 5,000.00; for the chairman of the Audit and Risk Committee and the Marketing and Branding Committee, such additional fixed remuneration shall amount to EUR 45,000.00 in each case, and for the chairman of the ESG Committee EUR 20,000.00."

- Sentence 2 in paragraph 5 of section 13 of the Articles of Association (Remuneration) is amended and reworded as follows:

"Any out-of-pocket expenses in connection with the personal attendance in a Supervisory Board meeting or another meeting shall be deemed satisfied by the provision of paragraph 4 above and shall not be reimbursed unless higher expenses are proven in an individual case."

More detailed information on the remuneration system pursuant to sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 AktG, on which the remuneration of the members of the Supervisory Board is based, is provided below following the agenda in the supplementary information on agenda item 8.

**9. Resolution on the submission of the Management Board for the approval of the adoption and implementation of employee participation programs**

The Company has established new employee participation programs as described below:

The "**Share Compensation Program**" is a share-based compensation program under which virtual shares are granted to employees and other executives of the Company or a dependent group company as an incentive in connection with their future work for the Company or dependent group company. The number of virtual shares granted results from an allocation amount determined for each individual beneficiary. The allocation amount is converted into virtual shares by dividing the amount by the average stock market price of the Company's shares during a reference period specified in the grant letter. Vesting of the entitlements occurs after the expiry of 18 months from the grant date. The Company is entitled, but not obliged, to settle participants' claims under the Share Compensation Program in shares of the Company instead of cash.

Under the "**Matching Share Program**", employees and other executives of the Company or dependent group companies who have acquired shares in the Company are granted additional free shares (so-called matching shares) without consideration after a certain minimum holding period. The Matching Share Program is open to employees and other executives who have been employed by the Company or a dependent group company for at least six months at a certain reference date. As a rule, after a minimum holding period of one year, one additional share is granted for every three shares acquired, and after a total minimum holding period of two years, one further additional share is granted. Employees and executives who have been employed by the Company or a dependent group company for at least three years at the reference date are granted two additional shares after a minimum holding period of two years.

Under the "**Virtual Option Program**", employees and other executives of the Company or a dependent group company are granted virtual options to shares. An exercise price is set when the virtual options are granted. The employees' entitlement to payment is determined on the basis of the share price at the time the virtual options are exercised, less the exercise price. The virtual options generally vest over a period of three fiscal years, with 50% of the virtual options vesting one year after they are granted and 25% vesting after each of the following two years. The Company is entitled, but not obliged, to settle participants' claims under the Virtual Option Program in shares of the Company instead of cash.

Members of the Management Board of the Company are not entitled to participate in the above programs.

The Share Compensation Program, the Matching Share Program and the Virtual Option Program - in each case in a form which essentially corresponds to the above key points - are hereinafter also referred to collectively as the "**Participation Programs**".

Under German law, the adoption of the Participation Programs does not require the approval of the shareholders' meeting. However, certain foreign jurisdictions, including Poland, require the approval of the shareholders' meeting of the Company to the relevant Participation Programs as a prerequisite for the recognition as tax qualified incentive program. Against this background, the Management Board decided by resolution dated April 20, 2022 to submit the adoption and implementation of the

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Participation Programs to the shareholders' meeting for approval as a matter of management pursuant to section 119 para. 2 AktG.

To the extent that the Company uses shares of the Company to service the Participation Programs, this will be done in each case exclusively on the basis of an authorization granted separately for this purpose by the shareholders' meeting.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

At the request of the Management Board pursuant to section 119 para. 2 AktG, the shareholders' meeting approves the adoption and implementation of the Participation Programs. The details of the Participation Programs shall be determined by the Management Board, where necessary with the approval of the Supervisory Board. Separate approval requirements of the shareholders' meeting for the issue of new shares and/or the use of treasury shares to service claims under the Participation Programs remain unaffected.

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**Supplementary information on agenda item 5 (resolution on the approval of the remuneration report)**

*[Please note that the remuneration report 2021 is only available in German. Please refer to the binding German version of the invitation to the Annual General Meeting in this respect.]*

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**Supplementary information on agenda item 7 (Elections to the Supervisory Board)**

**Curricula vitae and overviews of the main activities of the persons proposed for election in addition to their Supervisory Board mandate with the Company**

**Vassilia Kennedy**

Personal data:

Name: Vassilia (called: Nelly) Kennedy  
Place of residence: Solvang, California/USA

Education

- 2000: University of California, Berkeley (USA): Post Graduate Diploma, International Marketing
- 1989 – 1991: University of Vienna: Master of Advanced Studies, Public Relations
- 1988 – 1989: University of Vienna: Psychology, International Business

Current activity and professional career

- Since 2015: GOOGLE LLC, Mountain View, California/USA

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- 2016 until today: Senior Global Managing Director, Google Brand (San Francisco, California/USA)
  - 2015 – 2016: Marketing Director Central Europe (Hamburg, Germany)
- 2013 – 2015: Condé Nast Publishing (Munich, Germany)
  - Executive Director Digital
- 2001 – 2013 adidas AG, Global Headquarters (Germany/Netherlands)
  - 2012 – 2013: Global VP, Digital & Relationship Marketing (Herzogenaurach, Germany)
  - 2010 – 2012: Global Brand Marketing Sr. Director Digital (Amsterdam, Netherlands)
  - 2007 – 2010: Global Brand Marketing Director (Herzogenaurach, Germany)
  - 2006 – 2007: Senior Global Brand Marketing Manager (Herzogenaurach, Germany)
  - 2001 – 2006: Senior Global Brand PR Manager/Lifestyle PR Teamlead (Herzogenaurach, Germany)
- 1997 – 1999: Häberlein & Mauerer, Trend Marketing & Influencer Relations (Munich, Germany)
  - Account Director Lifestyle (Bally, Mandarin Duck, Levis)
- 1995 – 1997: Menschen für Menschen (non-profit foundation) (St. Gallen, Switzerland)
  - CMO Switzerland & Liechtenstein, Spokesperson for the founder Karlheinz Böhm
- 1993 – 1995: Benetton Sportssystem/KÄSTLE SKI (Hohenems, Austria)
  - Global Head of PR & Communications, Spokesperson
- 1991 – 1993: Baschnegger Advertising (Dornbirn, Austria)
  - Account Manager (Hugo Boss, HILTI, Wolford)
- 1990 – 1991: GESCO Communications & PR (Vienna, Austria)
  - Assistant PR Manager

**Lars Henner Santelmann**

Personal Data:

Name: Lars Henner Santelmann  
Place of residence: Lehrte, Germany

Education

- 1982 – 1988: Studies of economics at the University of Hanover, diploma examination in banking, business taxation and auditing/trusteeship
- 2005: Wharton Business School (University of Pennsylvania), Wharton Advanced Management Program

Current activity



- currently no practiced activity
- Member of the Foundation Advisory Board of the University of Hildesheim

Professional career

- 2015 – 02/2022: Chairman of the Management Board of Volkswagen Financial Services AG
- 2008 – 2015: Member of the Management Board of Volkswagen Financial Services AG (Area of responsibility Sales and Marketing as well as regional responsibility for the whole of Europe, International and Latin America)
- 2005 bis 2008: General Representative and Authorized Representative of Volkswagen Financial Services AG
- 2005 bis 2017: Authorized Representative of Volkswagen Bank GmbH
- 2000 – 2005: Chief Sales Officer of SEAT S.A. (Barcelona, Spain)
- 1988 – 2000: Other key positions within the Volkswagen Group

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**Supplementary information on agenda item 8 (resolution on an amendment to the remuneration of the members of the Supervisory Board and a corresponding amendment to section 13 of the Articles of Association (Remuneration))**

The remuneration of the Supervisory Board of AUTO1 Group SE is governed by section 13 of the Articles of Association. In the version of the amendments in paragraph 2 and paragraph 5 proposed for resolution under agenda item 8 (which are marked below by underlining), section 13 of the Articles of Association of the Company reads as follows:

**“§ 13  
Remuneration**

- (1) The Supervisory Board members shall each receive a fixed annual remuneration in the amount of EUR 50,000.00 (in words: fifty thousand). The chairman of the Supervisory Board shall receive a fixed remuneration in accordance with sentence 1 in the amount of EUR 150,000.00 (in words: one hundred fifty thousand) and the vice-chairman of the Supervisory Board shall receive EUR 60,000.00 (in words: sixty thousand). Any additional remuneration pursuant to the below paragraph (2) shall be credited against the increased remuneration of the chairman and the vice-chairman of the Supervisory Board pursuant to the foregoing sentence.
- (2) For the membership in a committee of the Supervisory Board, the respective members of the Supervisory Board further receive each a fixed annual remuneration in the amount of EUR 5,000.00. The chairman of a committee of the Supervisory Board shall receive, in addition to the remuneration payable pursuant to the foregoing sentence, an additional fixed annual remuneration in the amount of EUR 5,000.00; for the chairman of the audit and

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risk committee and the Marketing and Branding Committee, such additional fixed remuneration shall amount to EUR 45,000.00 each and for the chairman of the ESG Committee to EUR 20,000.00.

- (3) The remuneration under this § 13 shall apply as from 1 January 2021 and shall be payable after the end of each financial year. Supervisory Board members who serve on the Supervisory Board or the respective committee or as chairman or vice chairman of the Supervisory Board or chairman of the respective committee for only part of the financial year shall receive a respective pro rata remuneration whereby for any month commenced the full remuneration for such month shall be payable. With respect to any short financial years, also only a respective pro-rata remuneration shall be payable.
- (4) For any personal attendance in a Supervisory Board meeting (physical presence) or in another meeting at the Company that requires the personal physical presence of the Supervisory Board member, the Supervisory Board member present shall receive an amount of EUR 1,000.00 (in case of an arrival from a location in Germany) or EUR 2,000.00 (in case of an arrival from a location abroad); if several meetings take place on the same day, the foregoing amount is payable only once. If the Supervisory Board meeting or other meeting, respectively, lasts for several days in a row, or if several Supervisory Board meetings or other meetings, respectively, are held on several days in a row, an attending Supervisory Board member shall receive a further amount of EUR 1,000.00 for his/her presence on the second day of a meeting and for his/her presence on each following day of a meeting.
- (5) In addition to the remuneration pursuant to the paragraphs above, the Company shall reimburse the members of the Supervisory Board for all reasonable out-of-pocket expenses when exercising their duties as Supervisory Board members and for any sales tax payable on their out-of-pocket expenses and remuneration. Any out-of-pocket expenses in connection with the personal attendance in a Supervisory Board meeting or another meeting shall be deemed satisfied by the provision of para. (4) above and shall not be reimbursed unless higher expenses are proven in individual cases.
- (6) The Company takes out a separate financial loss liability insurance for directors and officers (so-called D&O insurance) for members of the Supervisory Board in an appropriate amount."

These provisions are based on the following remuneration system within the meaning of sections 113 para. 3 sentence 3, 87a para. 1 sentence 2 AktG:

In line with prevailing market practice at listed companies in Germany, the remuneration of Supervisory Board members is structured purely as fixed remuneration. In addition, Supervisory Board members receive a lump-sum remuneration for each personal attendance at a Supervisory Board meeting (on-site attendance) or at another appointment at the Company which requires the personal attendance of the Supervisory Board member on site. Performance-related components are not included. The Management Board and Supervisory Board are of the opinion that a purely fixed remuneration of the Supervisory Board

members is best suited to strengthen the independence of the Supervisory Board and to take into account the advisory and monitoring function of the Supervisory Board to be fulfilled independently of the Company's performance.

The amount and structure of Supervisory Board remuneration ensure that the Company is able to attract qualified candidates for membership of the Company's Supervisory Board; as a result, Supervisory Board remuneration makes a sustainable contribution to promoting the Company's business strategy and long-term development. The existing remuneration arrangements also take particular account of recommendation G.17 and suggestion G.18 sentence 1 of the German Corporate Governance Code in its currently applicable version.

The remuneration system for the members of the Supervisory Board is resolved by the shareholders' meeting on the basis of a proposal by the Management Board and the Supervisory Board. The remuneration is reviewed regularly, at least every four years, by the Management Board and the Supervisory Board to determine whether the amount and structure are still in line with market conditions and are commensurate with the duties of the Supervisory Board and the situation of the Company. In the opinion of the Management Board and the Supervisory Board, the remuneration is appropriate in its current form - taking into account the adjustments proposed under agenda item 8 - but will be reviewed in the event of new statutory obligations or other extensions of duties.

The remuneration and employment conditions of the employees were and are of no significance for the structuring of the remuneration of the Supervisory Board. This results from the fact that Supervisory Board remuneration is granted for an activity which, due to its advisory and supervisory function, is fundamentally different from the activity of employees. Any conflicts of interest in the review of the remuneration system are counteracted by the statutory system of competences. This assigns the authority to decide on Supervisory Board compensation to the shareholders' meeting. The Management Board and Supervisory Board submit a corresponding resolution proposal to the Annual General Meeting. A system of mutual control is thus already anchored in the statutory regulations.

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**Report of the Management Board to the Annual General Meeting on the use of the authorized capital excluding shareholders' subscription rights**

The Management Board submits the following written report to the Annual General Meeting of AUTO1 Group SE convened for June 9, 2022 on the capital increases from authorized capital with exclusion of shareholders' subscription rights carried out in fiscal year 2021 and in the current fiscal year up to the time of the announcement of the convening of this year's Annual General Meeting in the Federal Gazette (*Bundesanzeiger*):

On the basis of the authorization in section 4 para. 3 of the Articles of Association of the Company, the Management Board of the Company is authorized, with the approval of the Supervisory Board, to increase

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the share capital of the Company on one or more occasions on or before February 7, 2026 (inclusive) against cash and/or non-cash contributions by issuing new no-par value bearer shares to the extent specified in such provision of the Articles of Association (the "**Authorized Capital 2021**").

The Authorized Capital 2021 was initially created by resolution of the shareholders' meeting of the Company on January 14, 2021 and became effective by registration in the commercial register of the Company on January 18, 2021. The shareholders' meeting of the Company on February 2, 2021 then adjusted and newly created the Authorized Capital 2021 by increasing the nominal amount and extending the term; the Authorized Capital 2021 thus adjusted and newly created became effective by registration in the commercial register of the Company on February 19, 2021. At that time, the Authorized Capital 2021 had a volume of EUR 103,746,000.00.

When utilizing the Authorized Capital 2021, the Management Board may, with the approval of the Supervisory Board, exclude the statutory subscription right, inter alia, in accordance with the more detailed provisions of section 4 para. 3 lit. e of the Articles of Association if the new shares are to be issued against cash and/or non-cash contributions as part of participation programs and/or as part of share-based remuneration, inter alia, to persons who participate in the participation program or the share-based remuneration as a member of the Management Board of the Company, as a member of the management of a company dependent from the Company or as employees of the Company or a company dependent from the Company. The new shares may also be issued through a bank acting as intermediary.

The shares issued in exercise of the authorization to exclude subscription rights pursuant to section 4 para. 3 lit. e of the Articles of Association may not exceed a total of 10% of the registered share capital, neither at the time the authorization becomes effective or at the time it is exercised. The nominal amount of the Conditional Capital 2020 resolved for the purposes of section 192 para. 2 no. 3 AktG pursuant to section 4 para. 4 of the Articles of Association of the Company in the amount of EUR 6,624,900.00 is to be offset against this 10% limit. Taking this into account, the authorization to exclude subscription rights pursuant to section 4 para. 3 lit. e of the Articles of Association can be used for capital increases from Authorized Capital 2021 in a total nominal amount of up to EUR 14,124,490.00; this corresponds to around 6.81% of the Company's share capital existing at the time Authorized Capital 2021 becomes effective.

In the fiscal year 2021 and in the current fiscal year up to the time of the announcement of the convening of this year's Annual General Meeting in the Federal Gazette (*Bundesanzeiger*), the Authorized Capital 2021 was utilized as shown below:

- On March 23, 2021, the Management Board of the Company resolved, with the approval of the Supervisory Board on the same day, to increase the Company's share capital by EUR 4,529,732.00 from EUR 207,493,901.00 to EUR 212,023,633.00 by issuing a total of 4,529,732 new no-par value bearer shares carrying dividend rights from January 1, 2020, making partial use of Authorized Capital 2021. The implementation of the capital increase was entered in the commercial register on March 30, 2021.

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The new shares were issued to the beneficiaries of the so-called Long-term Incentive Plan 2017, a participation program for members of the Company's Management Board, in return for a contribution in kind for the partial settlement of the plan. The beneficiaries of the LTIP 2017 are Mr. Christian Bertermann (member of the Management Board of the Company) and Mr. Hakan Koç (former member of the Management Board of the Company), who were each granted participation in the LTIP 2017 for their work as members of the Management Board of the Company. As contribution in kind, the beneficiaries each contributed and assigned a payment claim against the Company under the Long-term Incentive Plan 2017 to the Company. The shareholders' statutory subscription rights were excluded for this purpose in accordance with section 4 para. 3 lit. e of the Articles of Association.

- On October 5, 2021, the Management Board of the Company resolved, with the approval of the Supervisory Board on the same day, to increase the Company's share capital by EUR 845,355.00 from EUR 212,023,633.00 to EUR 212,868,988.00 by issuing a total of 845,355 new no-par value bearer shares carrying dividend rights from January 1, 2021, making partial use of Authorized Capital 2021. The implementation of the capital increase was entered in the commercial register on October 14, 2021.

The new shares were issued to the beneficiaries of various participation programs for employees and executives of the Company and its subsidiaries in Germany and abroad against contribution in kind. As contribution in kind, the beneficiaries of the participation programs concerned contributed and assigned payment claims from the respective participation program or an interest in a subsidiary of the Company granted under the participation program to the Company. The shareholders' statutory subscription rights were excluded for this purpose in accordance with section 4 para. 3 lit. e of the Articles of Association.

- On November 23, 2021, the Management Board of the Company resolved, with the approval of the Supervisory Board on the same day, to increase the Company's share capital by EUR 269,012.00 from EUR 212,868,988.00 to EUR 213,138,000.00 by issuing a total of 269,012 new no-par value bearer shares with dividend rights as of January 1, 2021, making partial use of Authorized Capital 2021. The implementation of the capital increase was entered in the commercial register on December 1, 2021.

The new shares were issued to the beneficiaries of various participation programs for employees and executives of the Company and its subsidiaries in Germany and abroad against contribution in kind. As contribution in kind, the beneficiaries of the participation programs concerned contributed and assigned payment claims from the respective participation programs to the Company. The shareholders' statutory subscription rights were excluded for this purpose in accordance with section 4 para. 3 lit. e of the Articles of Association.

- On January 25, 2022, the Management Board of the Company resolved, with the approval of the Supervisory Board on January 26, 2022, to increase the share capital of the Company by EUR 2,013,521.00 from EUR 213,138,000.00 to EUR 215,151,521.00 by issuing a total of 2,013,521 new no-par value bearer shares with dividend rights as of January 1, 2021, making partial use of Authorized

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Capital 2021. The implementation of the capital increase was entered in the commercial register on February 2, 2022.

The new shares were issued to beneficiaries of various participation programs for employees and executives of the Company and its subsidiaries against contribution in kind through a bank acting as intermediary. As contribution in kind, the beneficiaries of the participation programs concerned contributed and assigned, through a bank acting as intermediary, payment claims from the respective participation programs to the Company. The shareholders' statutory subscription rights were excluded for this purpose in accordance with section 4 para. 3 lit. e of the Articles of Association.

- On March 30, 2022, the Management Board of the Company resolved, with the approval of the Supervisory Board on March 31, 2022, to increase the Company's share capital by EUR 277,929.00 from EUR 215,151,521.00 to EUR 215,429,450.00 by issuing a total of 277,929 new no-par value bearer shares with dividend rights from January 1, 2021, making partial use of Authorized Capital 2021. The implementation of the capital increase was entered in the commercial register on April 5, 2022.

The new shares were issued to beneficiaries of various participation programs for employees and executives of the Company and its subsidiaries against contribution in kind through a bank acting as intermediary. As contribution in kind, the beneficiaries of the participation programs concerned contributed and assigned, through a bank acting as intermediary, payment claims from the respective participation programs to the Company. The shareholders' statutory subscription rights were excluded for this purpose in accordance with section 4 para. 3 lit. e of the Articles of Association.

As a result of the capital increases described above, the Company's share capital was increased by a total of EUR 7,935,549.00. This corresponds to around 3.82% of the Company's share capital existing at the time the Authorized Capital 2021 became effective. Therefore, in particular the volume limit provided for in the Authorized Capital 2021 for the authorization to exclude subscription rights pursuant to section 4 para. 3 lit. e of the Articles of Association, which was used in each case for these capital increases, was also complied with.

Participation programs and share-based payments serve to strengthen the motivation of employees and managers as well as their identification with the company, in the development of which they can participate through participation in shares. Appropriate links to the share price and/or suitable vesting provisions can be used to take appropriate account, in particular, of the concern to promote sustainable corporate development and to enable beneficiaries to participate in both share price gains and share price losses. Such participation programs and performance-related compensation packages for employees and executives serve to promote sustainable corporate development and at the same time to attract and retain qualified employees and executives. The use of shares for these purposes is only possible if shareholders' subscription rights are excluded to this extent. The use of shares to service these programs instead of a cash payment of the corresponding payment claims also conserves the Company's liquidity. For the above reasons, the exclusion of shareholders' subscription rights for the above purposes was in the interests of the Company and its shareholders and was objectively justified.

### **Documents regarding the Agenda**

Starting at the time of convocation of the shareholders' meeting, in particular, the following documents will be made available on the Company's website at <https://ir.auto1-group.com/hauptversammlung>:

- The invitation to this year's shareholders' meeting;
- The adopted financial statements and the approved consolidated financial statements of AUTO1 Group SE and the combined management and consolidated management report of AUTO1 Group SE including the explanatory notes on the disclosures pursuant to Sections 289a, 315a HGB and the report of the Supervisory Board each for the fiscal year 2021; and
- the report of the Management Board to the Annual General Meeting on the utilization of the Authorized Capital with exclusion of shareholders' subscription rights.

All of the aforementioned documents will also be accessible during the Annual General Meeting itself via the above Internet address.

### **Total number of shares and voting rights**

The Company's share capital at the time of the publication of the convocation of the shareholders' meeting in the Federal Gazette (*Bundesanzeiger*) amounts to EUR 215,429,450.00 and is divided into 215,429,450 no-par value bearer shares. Each share grants one vote at the Annual General Meeting. The total number of voting rights in the Company therefore equals the total number of shares and amounts to 215,429,450 at the time of the publication of the convocation of the shareholders' meeting in the Federal Gazette (*Bundesanzeiger*).

Pursuant to Section 71b AktG, the Company has no voting rights from directly or indirectly held treasury shares. At the time of the announcement of the convocation of the Annual General Meeting in the Federal Gazette, the Company holds 802,854 treasury shares. No rights may be exercised from these treasury shares at the Annual General Meeting.

### **Virtual shareholders' meeting without physical attendance of the shareholders and their representatives**

Against the background of the effects of the COVID-19 pandemic, the Management Board of AUTO1 Group SE has decided, for preventive healthcare reasons and in consideration of possible administrative restrictions on holding physical meetings, with the approval of the Supervisory Board, to hold also this

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year's annual shareholders' meeting based on section 1 of the Act on Measures in the Law on Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 in its currently applicable version (COVID-19 Act), without the physical attendance of shareholders or their representatives as virtual shareholders' meeting.

The shareholders' meeting will be held at the premises of the Company, Bergmannstraße 72, 10961 Berlin, Germany, as the place of the shareholders' meeting within the meaning of the law.

***However, physical attendance of the shareholders or their representatives at the shareholders' meeting is excluded - with the exception only of the proxy representatives appointed by the Company - due to the holding of the shareholders' meeting as a virtual shareholders' meeting.***

Instead, in accordance with the provisions of the COVID-19 Act for a virtual shareholders' meeting, the following applies:

- For the shareholders and their representatives, the entire shareholders' meeting will be broadcasted via a password-protected online service (the “**AGM Portal**”) for the shareholders' meeting live by audio and video transmission over the internet.
- Shareholders and their representatives may exercise their voting rights by way of electronic communication (absentee voting) or by authorizing proxy representatives appointed by the Company.
- Shareholders and their representatives will be granted the right to ask questions via electronic communication.
- Shareholders or their representatives who have exercised their voting rights are offered the opportunity, in deviation from para. 245 no. 1 AktG, to object to a resolution of the shareholders' meeting via electronic communication without the requirement to attend in person at the shareholders' meeting.

For further details, please refer to the explanations below.

***As the conduct of the shareholders' meeting as virtual shareholders' meeting based on the COVID-19 Act results in modifications to the meeting procedure and the exercise of shareholders' rights, we ask the shareholders to pay particular attention to the following information regarding registration for the shareholder's meeting, exercise of voting rights as well as further shareholders' rights.***

**Requirements for attending the virtual shareholders' meeting and for exercising voting rights**

Shareholders wishing to attend the virtual Annual General Meeting or exercise their voting rights must register prior to the Annual General Meeting. Registration must be in text form and in German or English.



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Shareholders must also provide evidence of their entitlement to participate in the virtual shareholders' meeting. The entitlement to participate in the virtual shareholders' meeting (and thus at the same time to exercise voting rights) must be evidenced by proof of share ownership in accordance with section 67c para. 3 AktG. The proof must refer to the beginning of the 21st day before the Annual General Meeting (record date), i.e. Thursday, May 19, 2022, 00:00 hrs.

The registration and the additionally required proof of entitlement to participate in the virtual shareholders' meeting must be received by AUTO1 Group SE at the following address no later than Thursday, June 2, 2022, 24:00 hrs:

AUTO1 Group SE  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main

E-Mail: [wp.hv@db-is.com](mailto:wp.hv@db-is.com)  
Telefax: + 49 (0)69 12012-86045

Once the above participation requirements have been met, voting cards will be sent to the eligible shareholders or their proxies for exercising their rights in relation to the virtual shareholders' meeting. The voting cards also contain the personal access data required for using the AGM Portal. In order to ensure timely receipt of the voting cards, we ask shareholders to ensure that the registration and separate proof of share ownership are sent to the registration office at the aforementioned address in good time.

**Meaning of the record date**

In relation to the Company, only those persons who have provided the proof of share ownership specified in the above section shall be deemed shareholders for the purposes of attending the Annual General Meeting and exercising voting rights. Entitlement to participate in the virtual Annual General Meeting and the scope of voting rights are therefore based exclusively on the shareholding as of the record date specified therein. The record date or registration for the Annual General Meeting does not constitute a lock-up period for the sale of shares. Shareholders can therefore freely dispose of their shares on and after the record date and after registering for the Annual General Meeting. However, such disposals have no effect on the entitlement to participate in the virtual Annual General Meeting and the scope of voting rights. The same applies to the purchase of or addition to shares on or after the record date. Persons who acquire shares in the Company only on or after the record date are therefore not entitled to participate in or vote at the virtual shareholders' meeting in respect of these shares by virtue of their own right. The record date has no significance for any dividend entitlement.

**Absentee voting (by way of electronic communication)**

Shareholders or their representatives may exercise their voting rights via electronic communication without attending the shareholders' meeting in person (absentee voting). Also, in this case, the requirements for attending the virtual shareholders' meeting and exercise of voting rights mentioned above need to be fulfilled.

Such absentee votes can be transferred to the Company (as well as any amendments or revocations thereof) only via the AGM Portal at:

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

and must be received by the Company no later than upon beginning of the voting during the virtual shareholders' meeting on Thursday, June 9, 2022. The personal access data for the AGM Portal will be sent to shareholders entitled to participate or their representatives together with their voting card without request.

It is pointed out that other means of communication for absentee voting are not available, in particular no sending of the absentee vote by mail.

**Procedure for voting by proxy representatives appointed by the Company**

To exercise their voting rights in the course of the virtual shareholders' meeting, the Company furthermore offers its shareholders and their representatives the possibility to authorize proxy representatives appointed by the Company who are bound by instructions. Also, in this case, the shareholders need to fulfill the requirements for attending the virtual shareholders' meeting and the exercise of voting rights mentioned further above.

The proxy representatives appointed by the Company, on the proxy form, have to be given binding instructions for exercising the voting rights; they are obliged to exercise the voting rights in accordance with the instructions given to them. The representation by proxy representatives appointed by the Company is limited to exercising the voting rights as instructed with respect to the voting regarding the agenda items; the proxy representatives appointed by the Company will not accept instructions for exercising other shareholder rights, in particular, to submit motions or ask questions or to file an objection. Granting proxies and providing instructions to the proxy representatives appointed by the Company requires text form.

The Company must receive such proxies and instructions to the proxy representatives appointed by the Company (as well as any amendments or revocations of such proxies and instructions) as follows:

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- either, no later than by Wednesday, June 8, 2022, 6:00 p.m. at the following address, to which, in particular, electronic transmission by e-mail can also be made:

AUTO1 Group SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 München  
Germany  
E-Mail: inhaberaktien@linkmarketservices.de

- or, at the latest upon beginning of the voting during the virtual shareholders' meeting on Thursday, June 9, 2022, via the AGM Portal at

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

The personal access data for the AGM Portal and a form for granting proxy and issuing instructions to the proxy representatives appointed by the Company will be sent to the shareholders entitled to participate or their representatives together with the voting card without request; a form for granting proxy and issuing instructions is also available on the internet at <https://ir.auto1-group.com/hauptversammlung>.

**Procedure for voting by other representatives**

Furthermore, shareholders have the option to grant proxy to another representative, also a bank or another intermediary or a shareholders' association, to exercise their voting right (and, if applicable, other rights relating to the Annual General Meeting). Also in this case, the requirements for attending the virtual shareholders' meeting and the exercise of voting rights mentioned further above need to be fulfilled.

As physical participation of such representatives is not possible due to the holding of the Annual General Meeting as a virtual shareholders' meeting in accordance with the COVID-19 Act, these representatives may also, for their part, only exercise the voting right in the Annual General Meeting by way of electronic communication by absentee voting or (sub)authorization of the proxy representatives appointed by the Company. The exercise of rights by a representative by way of electronic communication via the AGM Portal requires that the representative receives the personal access data sent with the voting card from the proxy grantor.

In the absence of a deviating provision in the Articles of Association, the statutory provisions shall apply to the proxy. The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company therefore require text form if neither a credit institution or other intermediary, nor an association of shareholders, a proxy advisor or any other person or association of persons equivalent to an intermediary pursuant to Section 135 para. 8 AktG is authorized.

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When granting a proxy to a bank or another intermediary, a shareholders' association, a proxy advisor or any other person or association of persons equivalent to an intermediary pursuant to Section 135 para. 8 AktG, the specific legal provisions of Section 135 AktG apply which, besides others, require that the authorization shall be kept verifiable, but do not contain a text form requirement. However, if applicable, the respective proxy recipients might determine their own requirements for the form; details must be obtained from the respective proxy recipient, if necessary.

If the shareholder grants a proxy to more than one person, the Company may reject one or more of them.

Proxy forms which can be used for granting a proxy will be sent to shareholders entitled to participate together with the voting card to the Annual General Meeting and are also available on the Internet at <https://ir.auto1-group.com/hauptversammlung>.

The proxy can be granted and revoked by declaration vis-à-vis the Company as well as by declaration vis-à-vis the proxy recipient. For granting and revoking the proxy by declaration vis-à-vis the Company as well as for the transmission of the proof of a proxy which was granted by declaration vis-à-vis the proxy recipient or its revocation, respectively, the address mentioned below can be used to which, in particular, also electronic transmission by email is possible:

AUTO1 Group SE  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 München  
Germany  
E-Mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

The declaration or proof must be received by the Company at the above address by no later than 6:00 p.m. on Wednesday, June 8, 2022.

A proxy by declaration vis-à-vis the Company (except for a proxy to a bank or another intermediary, a shareholders' association, a proxy advisor or any other person or association of persons equivalent to an intermediary pursuant to Section 135 para. 8 AktG) can be granted and revoked - at the latest upon beginning of the voting during the virtual shareholders' meeting on Thursday, June 9, 2022 - also electronically by using the AGM Portal for the shareholders' meeting at the following website: <https://ir.auto1-group.com/hauptversammlung>.

### **Supplementary regulations on the exercise of voting rights**

If the Company receives different declarations on the exercise of voting rights for the same shareholding by different means of transmission, only the last declaration submitted will be taken into account. If the

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Company is unable to identify which of the declarations was submitted last, these declarations will be taken into account in the following order: (1) via the AGM Portal, (2) by e-mail, (3) by letter.

If an individual vote is held under an agenda item without this having been notified in advance of the shareholders' meeting, an instruction previously issued to the proxy representatives appointed by the Company to exercise the voting right with respect to such agenda item as a whole or an absentee vote cast with respect to such agenda item as a whole shall, in each case, except to the extent amended or revoked, also be deemed to be a corresponding instruction or corresponding vote for each item of the respective individual vote.

### **Further information regarding the voting**

The scheduled voting on agenda items 2 to 4 and 6 to 9 are binding, the scheduled voting on agenda item 5 is of a recommendatory nature within the meaning of Table 3 of the Annex to the Commission Implementing Regulation (EU) 2018/1212. In each case, there is the option to vote yes (in favor), no (against) or abstention.

If voting rights are exercised by electronic absentee voting, the Company will electronically confirm receipt of the electronically cast vote to the person casting the vote in accordance with the statutory requirements.

In accordance with the statutory requirements, those voting may request confirmation from the Company within one month of the date of the Annual General Meeting as to whether and how their vote was counted. This confirmation can be requested after the Annual General Meeting via the AGM Portal using the personal access data printed on the voting card.

### **Shareholders' right to an addition to the agenda pursuant to section 122 para. 2 AktG in conjunction with Art. 56 sentence 2 and 3 of the SE Regulation and section 50 para. 2 SEAG**

Shareholders whose aggregate shareholdings represent 5% of the share capital or the proportionate amount of EUR 500,000.00 of the share capital (this corresponds to 500,000 no-par value shares) of AUTO1 Group SE may request that items be included on the agenda and published. Each new item of the agenda must also include reasoning or a resolution proposal. The request must be addressed in writing (Section 126 of the German Civil Code, BGB) to the Management Board of AUTO1 Group SE and must have been received by the Company no later than Monday, May 9, 2022, 24:00 hrs. Please send such requests to the following address:

AUTO1 Group SE  
– Vorstand –

Bergmannstraße 72  
10961 Berlin

Additions to the agenda to be published will – if they have not already been published together with the convocation of the shareholders' meeting – be published without undue delay after receipt of the request the same way as the convocation.

**Shareholders' counter-motions and election proposals pursuant to sections 126 para. 1, 127 AktG, section 1 para. 2 sentence 3 COVID-19 Act**

Every shareholder has the right to transmit to the Company counter-motions to the proposals of the Management Board and/or the Supervisory Board on specific agenda items as well as proposals regarding an election of Supervisory Board members and/or auditors provided for in the agenda. Counter-motions and election proposals may be transmitted to the Company prior to the shareholders' meeting to the following address:

AUTO1 Group SE  
– Investor Relations –  
Bergmannstraße 72  
10961 Berlin  
E-Mail: [ir@auto1-group.com](mailto:ir@auto1-group.com)

Counter-motions and election proposals received by the Company at the above-mentioned address by no later than Wednesday, May 25, 2022, 24:00 hrs, will be made available without undue delay including the shareholder's name and the reasoning (if any) as well as potential statements of the management on the website of the Company: <https://ir.auto1-group.com/hauptversammlung>. Counter-motions and election proposals addressed differently will not be made available. Furthermore, the Company may, under certain additional conditions further specified in sections 126 and 127 AktG, respectively, partially or completely refrain from making counter-motions or election proposals available or may summarize counter-motions or election proposals, respectively, and their reasoning.

Motions or election proposals by shareholders which are to be made accessible pursuant to section 126 or section 127 AktG are deemed to have been made at the meeting pursuant to section 1 para. 2 sentence 3 COVID-19 Act if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the shareholders' meeting. This applies mutatis mutandis to motions relating agenda items which are subsequently placed on the agenda by separate announcement on the basis of a supplementary motion by shareholders pursuant to section 122 para. 2 AktG.

**Shareholders' right to ask questions pursuant to section 1 para. 2 of the COVID-19 Act; right to information pursuant to section 131 para. 1 AktG**

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Pursuant to section 1 para. 2 COVID-19 Act, shareholders must be granted the right to ask questions via electronic communication. With the approval of the Supervisory Board, the Management Board has decided that shareholders who have fulfilled the above-mentioned requirements for participating in the virtual Annual General Meeting and exercising their voting rights, or their proxies, may submit questions as follows:

The questions must be submitted to the Company via the AGM Portal at:

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

and must be received by the Company by no later than Tuesday, June 7, 2022, 24:00 hrs. The option of submitting questions via the AGM Portal is expected to be activated on May 19, 2022. No questions can be asked during the virtual AGM. The personal access data for the AGM Portal will be sent to shareholders entitled to participate or their proxies together with their voting card without request.

The right to submit questions does not convey a right to request information pursuant to section 131 para. 1 AktG. Instead, pursuant to section 1 para. 2 of the COVID-19 Act, the Management Board decides at its due, free discretion how to answer the questions submitted. In particular, it may combine questions and answers in the interest of a reasonable time frame for the virtual shareholders' meeting. The Management Board also reserves the right to answer repeatedly asked questions in general form upfront on the AGM Portal.

The Company reserves the right to state the name and, if applicable, place of residence or registered office of the shareholder asking the question and/or his representative when answering the question, unless the naming is expressly objected to when the question is submitted on the AGM Portal.

### **Objections to the resolutions of the Annual General Meeting**

Shareholders who have exercised their voting rights in the virtual Annual General Meeting, or their representatives, have the right to object to resolutions of the Annual General Meeting via the AGM Portal under

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

and to have such objection recorded in the minutes of the notary public pursuant to section 245 no. 1 AktG in conjunction with section 1 para. 2 sentence 1 no. 4 COVID-19 Act. The declaration of an objection is possible via the AGM Portal from the beginning until the end of the AGM.

### **Broadcasting of the shareholders' meeting on the internet**

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Shareholders entitled to participate or their representatives can watch the entire virtual Annual General Meeting via the AGM Portal at

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

by audio and video transmission live over the internet. The personal access data for the AGM Portal will be sent to shareholders entitled to participate or their representatives together with their voting card without request.

The broadcasting of the shareholders' meeting described above will not enable the shareholders to participate online in the shareholders' meeting within the meaning of section 118 para. 1 sentence 2 AktG.

**Publications on the company's website**

Further explanations on the shareholders' rights pursuant to section 122 para. 2 AktG in conjunction with Art. 56 sentence 2 and 3 of the SE Regulation and section 50 para. 2 SEAG, sections 126 para. 1, 127 AktG and section 131 para. 1 AktG in conjunction with section 1 para. 2 COVID-19-Act as well as the invitation to the Annual General Meeting and further information pursuant to section 124a AktG will be made available on the Company's website at <https://ir.auto1-group.com/hauptversammlung>.

All documents required by law to be made available to the Annual General Meeting will also be accessible there during the virtual Annual General Meeting itself.

Furthermore, the voting results will also be published at this internet address after the Annual General Meeting.

Further information on (electronic) absentee voting as well as on granting power of attorney and issuing instructions to the proxy representatives appointed by the Company and on granting power of attorney to other authorized representatives can be found in the voting card and the instructions enclosed with it, which will be sent to shareholders entitled to participate or their authorized representatives after the participation requirements have been met, and are also available via the AGM Portal on the following website of the Company:

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

**Shareholder hotline**

For general questions about the process of the Company's virtual Annual General Meeting, shareholders and intermediaries can contact us by e-mail at



auto1group\_hv2022@linkmarketservices.de

In addition, the shareholder hotline is available from Monday to Friday inclusive (excluding public holidays) between 9:00 a.m. and 5:00 p.m. at +49 89 21027-220.

**Time details**

Unless expressly stated otherwise, all times stated in this invitation to the shareholders' meeting are times in Central European Summer Time (CEST) as applicable in Germany. Universal Time Coordinated (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

\* \* \*

The invitation to the Annual General Meeting was forwarded for publication to such media that can be expected to disseminate the information throughout the European Union.

Berlin, May 2022

AUTO1 Group SE

The Management Board

**Information for shareholders and shareholder representatives regarding data protection in connection with the (virtual) shareholders' meeting**

AUTO1 Group SE processes personal data on the basis of the applicable data protection rules to enable the shareholders the exercise of their rights in connection with the shareholders' meeting as well as to comply with other legal requirements the Company is subject to in connection with the shareholders' meeting. Controller within the meaning of Art. 4 no. 7 of the General Data Protection Regulation („GDPR”) is

AUTO1 Group SE  
Bergmannstraße 72  
10961 Berlin

AUTO1 Group SE is represented by the Management Board, consisting of Mr. Christian Bertermann and Mr. Markus Boser.

You can reach the data protection officer of AUTO1 Group SE by mail at the above address or by e-mail at: [datenschutz@auto1.com](mailto:datenschutz@auto1.com)

The personal data of the respective shareholder that is processed includes in particular the shareholder's surname and first name, place of residence or registered office, address, e-mail address, number of shares, class of shares, absentee votes, instructions to proxies, type of share ownership, number on the voting card and questions asked by the respective shareholder as well as, if applicable, the surname, first name and address of the shareholder representative appointed by the respective shareholder. To the extent that this personal data has not been provided by the shareholders, in particular as part of the registration for the Annual General Meeting, the custodian bank will also transmit their personal data to AUTO1 Group SE or to external service providers commissioned by AUTO1 Group SE.

The processing of personal data is necessary for compliance with the legal obligations of AUTO1 Group SE in connection with the shareholders' meeting. The legal basis for the processing is Art. 6 para. 1 lit. (c) GDPR. Insofar as the Company provides the name and, if applicable, the place of residence or registered office of the questioning shareholder and/or his proxy in the context of answering questions, the legal basis for this is Art. 6 para. 1 lit. (f) GDPR with regard to our legitimate interest in the proper conduct of the virtual Annual General Meeting.

The personal data will be stored as long as it is necessary to comply with the legal obligations of AUTO1 Group SE; afterwards, the personal data will be erased. Data collected in connection with shareholders' meetings are stored, as a rule, for a period of up to three years, unless a longer processing of the data is required in the individual case for the purpose of processing motions, decisions or legal proceedings in connection with the shareholders' meeting or for any other reasons.

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For the purpose of organizing and processing the shareholders' meeting, AUTO1 Group SE engages external service providers in particular AGM service providers in the context of registration for the AGM and its implementation). These service providers only receive such personal data from AUTO1 Group SE which are required for the provision of the respective service and process such data only in accordance with the instructions by AUTO1 Group SE. Apart from that, personal data are made available to third parties, in particular, shareholders and shareholder representatives, in accordance with statutory rules in connection with the shareholders' meeting, namely via the list of participants (section 129 AktG), in connection with the publication of shareholder requests to add items to the agenda (section 122 para. 2 AktG) as well as of counter-motions and election proposals by shareholders (sections 126, 127 AktG) and in connection with the answering of questions of shareholders.

In relation to the processing of personal data, shareholders and shareholder representatives may, subject to the respective legal prerequisites, demand from AUTO1 Group SE access to the personal data pursuant to Art. 15 GDPR, rectification pursuant to Art. 16 GDPR, erasure pursuant to Art. 17 GDPR as well as restriction of processing pursuant to Art. 18 GDPR; additionally, subject to the respective legal prerequisites, there is a right to data portability pursuant to Art. 20 GDPR and a right to object to the processing of personal data pursuant to Art. 21 GDPR. Shareholders and shareholder representatives may exercise these rights free of charge vis-a-vis AUTO1 Group SE via the contact details mentioned in this section.

Additionally, shareholders and shareholder representatives have the right to lodge a complaint with a data protection supervisory authority pursuant to Art. 77 GDPR.

\* \* \*