

# PROXY FORM

IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION AND THE LUXEMBOURG LAW OF 24 MAY 2011 ON CERTAIN RIGHTS OF SHAREHOLDERS IN LISTED COMPANIES, AS AMENDED, SHAREHOLDERS WISHING TO PARTICIPATE IN THE ANNUAL GENERAL MEETING WITHOUT ATTENDING IN PERSON, MAY PROVIDE A PROXY OR VOTING FORM TO EXERCISE THEIR VOTING RIGHTS (IN ACCORDANCE WITH SECTION "REPRESENTATION" OF THE CONVENING NOTICE").

IF A SHAREHOLDER HAS CHOSEN TO APPOINT A PROXYHOLDER OTHER THAN THE CENTRALIZING AGENT AS THEIR PROXYHOLDER, SUCH PROXYHOLDER MAY VOTE BY ATTENDING IN PERSON OR BY WAY OF THE VOTING FORM.

Dear Shareholder,

You are holding shares of the Company (as defined below) on **9 May 2023 at 24.00 (midnight) CEST**. You are therefore entitled to participate in the annual general meeting of shareholders of:



<b>Company name</b>	HomeToGo SE (the "Company")
<b>Nationality</b>	Incorporated under the laws of the Grand Duchy of Luxembourg
<b>Legal form</b>	<i>Société européenne</i>
<b>Registered office</b>	9, rue de Bitbourg, L-1273 Luxembourg
<b>Registration number</b>	R.C.S. Luxembourg B 249273

## WHEN IS THE MEETING?




We invite you to participate in the annual general meeting of shareholders that will be held on:

<b>Date and time</b>	23 May 2023 at 09:00 am CEST
<b>Deadline to provide proof of shareholding</b>	No later than on 18 May 2023 at 18.00 CEST

## HOW TO PARTICIPATE AND VOTE?

<b>STEP 1 :</b>	Provide proof of shareholding no later than 18 May 2023 at 18.00 CEST
<b>1</b>	Provide proof of shareholding no later than 18 May 2023 at 18.00 CEST to the Centralizing Agent by any of the following means of communication:
	By postal mail to: <b>Better Orange IR &amp; HV AG</b> <b>Haidelweg 48</b> <b>81241 Munich Germany</b>
@	By email to: <a href="mailto:hometogo@better-orange.de">hometogo@better-orange.de</a>
	By fax to: <b>+49 89889690633</b>

## STEP 2 : Vote by proxy form

- 1 Fill in the “*Proxy form*” in [Schedule 1](#)
- 2 Send the proxy form no later than 18 May 2023 at 18.00 CEST by any of the following means of communication:
  -  By postal mail to:  
**Better Orange IR & HV AG**  
**Haidelweg 48**  
**81241 Munich Germany**
  -  By email to: [hometogo@better-orange.de](mailto:hometogo@better-orange.de)
  -  By fax to: **+49 89889690633**

## WHAT IS ON THE AGENDA?

The shareholders will deliberate and vote on the following agenda:

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

- 11 Discharge (*quitus*) to Susanne Sandler, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
- 12 Discharge (*quitus*) to Thilo Semmelbauer, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
- 13 Discharge (*quitus*) to Christina Smedley, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.
- 14 Discharge (*quitus*) to Dr. Patrick Andrae, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.
- 15 Discharge (*quitus*) to Wolfgang Heigl, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.
- 16 Discharge (*quitus*) to Valentin Gruber, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.
- 17 Discharge (*quitus*) to Steffen Schneider, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.
- 18 Re-Appointment of Christoph Schuh as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
- 19 Re-Appointment of Dr. Dirk Altenbeck as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.
- 20 Re-Appointment of Philipp Kloeckner as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.
- 21 Re-Appointment of Martin Reiter as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.
- 22 Re-Appointment of Susanne Sandler as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
- 23 Re-Appointment of Christina Smedley as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.
- 24 Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) of the Company, Ernst & Young Luxembourg, represented by partner Yves Even, in relation to the annual accounts of the Company and the consolidated financial statements for the financial year ending on December 31, 2023.

# PROXY FORM

for the annual general meeting of shareholders of **HomeToGo SE** to be held in Luxembourg on 23 May 2023 at 09:00 am CEST



**Please return this form no later than on 18 May 2023 at 18.00 CEST**



By postal mail to:

**Better Orange IR & HV AG**

**Haidelweg 48**

**81241 Munich Germany**



By email to: [hometogo@better-orange.de](mailto:hometogo@better-orange.de)



By fax to: **+49 89889690633**

## I, THE UNDERSIGNED,

**If you are an individual, please indicate:**

First name(s)

Last name

Address

**OR**

**If you are a company, please indicate:**

Corporate name

Registered office  
or principal place  
of business

Registration  
authority

Registration  
number

## HOLDER OF THE FOLLOWING SHARES

Check the type(s) of shares you own and fill in the number of corresponding shares as shown in the attached certificate(s):

**Class A shares**

Number of shares:

**I HEREBY GIVE PROXY TO**

**Marcus Graf, Better Orange IR & HV AG**, with full power of substitution

OR  **Other proxyholder<sup>1</sup>:**

First Name(s)

Last Name

Date of birth

Place of birth

Address

**IN ORDER TO DELIBERATE AND VOTE AS FOLLOWS ON THE AGENDA ITEMS**

**Resolution**

- 1 The general meeting of shareholders acknowledges the combined management report regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.

**Resolution**

- 2 The general meeting of shareholders acknowledges the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2022.

**Resolution**

- 3 The general meeting of shareholders approves the annual accounts of the Company for the financial year ended December 31, 2022.

**My vote**

- I approve  
 I do not approve  
 I abstain

**Resolution**

- 4 The general meeting of shareholders acknowledges the loss of the Company made with respect to the financial year ended December 31, 2022, and resolves to carry forward the net loss of the financial year ended December 31, 2022, amounting to EUR 341,272,502.54 to the following financial year.

**My vote**

- I approve  
 I do not approve  
 I abstain

<sup>1</sup> **NOTE:** If you wish to appoint a person other than the Centralizing Agent as your proxyholder, please note that the proxyholder will need to provide a new voting form in accordance with section "Voting Forms" of the convening notice in case they do not attend in person.

Resolution	My vote
5 The general meeting of shareholders approves the consolidated financial statements for the financial year ended December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
6 The general meeting of shareholders resolves to pass an advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the financial year ended December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
7 The general meeting of shareholders resolves to grant discharge (quitus) to Christoph Schuh, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
8 The general meeting of shareholders resolves to grant discharge (quitus) to Dr. Dirk Altenbeck, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
9 The general meeting of shareholders resolves to grant discharge (quitus) to Philipp Kloeckner, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
10 The general meeting of shareholders resolves to grant discharge (quitus) to Martin Reiter, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
11 The general meeting of shareholders resolves to grant discharge (quitus) to Susanne Sandler, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
Resolution	My vote
12 The general meeting of shareholders resolves to grant discharge (quitus) to Thilo Semmelbauer, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
<p><b>13</b> The general meeting of shareholders resolves to grant discharge (quitus) to Christina Smedley, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p><b>14</b> The general meeting of shareholders resolves to grant discharge (quitus) to Dr. Patrick Andrae, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p><b>15</b> The general meeting of shareholders resolves to grant discharge (quitus) to Wolfgang Heigl, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p><b>16</b> The general meeting of shareholders resolves to grant discharge (quitus) to Valentin Gruber, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p><b>17</b> The general meeting of shareholders resolves to grant discharge (quitus) to Steffen Schneider, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2022.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p><b>18</b> The general meeting of shareholders resolves to re-appoint Christoph Schuh as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain
<p><b>19</b> The general meeting of shareholders resolves to re-appoint Dr. Dirk Altenbeck as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.</p>	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
20 The general meeting of shareholders resolves to re-appoint Philipp Kloeckner as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
21 The general meeting of shareholders resolves to re-appoint Martin Reiter as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2024.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
22 The general meeting of shareholders resolves to re-appoint Susanne Sandler as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
23 The general meeting of shareholders resolves to re-appoint Christina Smedley as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2026.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

Resolution	My vote
24 The general meeting of shareholders resolves to renew the mandate of the independent auditor ( <i>cabinet de révision agréé</i> ) of the Company, Ernst & Young Luxembourg, represented by partner Yves Even, in relation to the annual accounts of the Company and the consolidated financial statements for the financial year ending on December 31, 2023.	<input type="checkbox"/> I approve <input type="checkbox"/> I do not approve <input type="checkbox"/> I abstain

## IMPORTANT NOTES

### What happens if my vote is not clearly expressed?

Any lack of clearly expressed choice in one or more of the various voting instruction options provided above will be considered an instruction to vote in favor of the proposed resolution.

Any contradictory choice will be considered as an instruction to abstain from voting in respect of the proposed resolution.

### How can I inform you of a conflict of interest?

In case of a conflict of interest the proxy holder shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the proxy holder might pursue any interest other than the interest of the undersigned. For more information, please contact [hometogo@better-orange.de](mailto:hometogo@better-orange.de).



**Can I revoke this proxy form?**

Yes. The proxy form can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the proxy form to the Centralizing Agent no later than on 18 May 2023 at 18.00 CEST.

**What is the applicable law to this proxy?**

This proxy and the rights, obligations and liabilities of the undersigned and the proxyholder hereunder shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder in the courts of the city of Luxembourg, and each of the undersigned and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

**SIGNATURES**

<b>Date of signature</b>		← Use the date format day/month/year
<b>Place of signature</b>		← Write the name of the city and the country

<b>Signature</b>	
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<b>Name</b>		← Name of a company <b>or</b> the First and Last names of a natural person
<b>Signed by</b>		← If signed by a company, First and Last names of a natural person
<b>Title</b>		← If signed by a company, Title of the natural person signing on behalf of the company