



**Supplementary Report of the Management Board to the Annual General Meeting on the partial utilization of the Authorized Capital 2021 with the exclusion of shareholders' preemptive rights**

Based on the authorization in Section 4 (3) of the Company's Articles of Association, the Company's Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions until February 7, 2026 (inclusive) against cash and/or non-cash contributions to the extent specified in the Articles of Association by issuing new no-par value bearer shares (**Authorized Capital 2021**).

The Management Board has submitted a written report to the Annual General Meeting of AUTO1 Group SE convened for June 6, 2024 on the capital increases from the Authorized Capital 2021 under exclusion of shareholders' preemptive rights, which were carried out in the period from the last Annual General Meeting of the Company on June 7, 2023 until the date of the announcement of the convocation of this year's Annual General Meeting in the Federal Gazette of April 26, 2024 with the announcement of the correction to the convocation in the Federal Gazette of April 29, 2024 ("**Management Board Report Authorized Capital**").

The Management Board Report Authorized Capital has been available on the Company's website since the convening of this year's Annual General Meeting at

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

and will also be available there during the Annual General Meeting.

Comprehensive reference is made to the Management Board Report Authorized Capital and the Management Board supplements this with the following written supplementary report on the capital increase from the Authorized Capital 2021 with the exclusion of shareholders' preemptive rights, which was resolved in the period since the announcement of the convening of the Annual General Meeting in the Federal Gazette:

In accordance with Section 4 (3) of the Articles of Association in the version valid at the time of the announcement of the convening of this year's Annual General Meeting in the Federal Gazette on April 26, 2024 or – taking into account the correction – on April 29, 2024, the Management Board was authorized in accordance with the Authorized Capital 2021, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions until February 7, 2026 (inclusive) by a total of up to EUR 94,582,400.00 by issuing new no-par value bearer shares against cash and/or non-cash contributions.

On the basis of this authorization, the Company's Management Board resolved on May 24, 2024, with the approval of the Supervisory Board on May 25, 2024, to increase the Company's share capital by EUR 494,246.00 from EUR 216,657,501.00 to EUR 217,151,747.00 by issuing a total of 494,246 new no-par value bearer shares, making partial use of the Authorized Capital 2021. The new shares are entitled to dividends (i) from January 1, 2023, provided that the capital increase is registered before the date of the Annual General Meeting, *i.e.* June 6, 2024, or (ii) from January 1, 2024, provided that

the capital increase is registered on or after the date of the Annual General Meeting, *i.e.* June 6, 2024. The application to register the capital increase was submitted to the Company's commercial register on May 29, 2024.

The new shares from the aforementioned capital increase will be issued to beneficiaries of the respective participation programs for the purpose of the partial settlement of various participation programs for employees or executives of the Company or its subsidiaries in Germany and abroad, in each case in return for a contribution in kind with a credit institution acting as intermediary. The beneficiaries of the participation programs in question contributed payment claims from the respective participation program to the Company as a contribution in kind with the intermediary of the bank and assigned them to the Company. The shareholders' statutory preemptive rights were excluded in each case in accordance with Section 4 (3) (e) of the Articles of Association.

As a result of the capital increase described above, the Company's share capital was increased by a total of EUR 494,246.00. This corresponds to around 0.24% of the Company's share capital existing at the time the Authorized Capital 2021 came into effect. Together with the utilizations of the Authorized Capital 2021 prior to the last Annual General Meeting on 7 June 2023 and the utilizations made since then, which the Management Board had already reported on in the Management Board Report Authorized Capital, the Company's share capital was thus increased by a total of EUR 9,657,846.00 through the previous utilizations of the Authorized Capital 2021. This corresponds to a total of around 4.65% of the Company's share capital existing at the time the Authorized Capital 2021 came into effect. In particular, the volume limit provided for in the Authorized Capital 2021 for the authorization to exclude preemptive rights pursuant to Section 4 (3) (e) of the Articles of Association, which was used in each of these capital increases, was thus also complied with.

For the same reasons already described in detail in the Management Board Report Authorized Capital, the exclusion of shareholders' preemptive rights was in the interests of the Company and its shareholders and was objectively justified.

Berlin, May 2024

**AUTO1 Group SE**

*Christian Bertermann*

*Markus Boser*

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**Christian Bertermann**  
Chairman of the Management Board

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**Markus Boser**  
Member of the Management Board