

– CONVENIENCE TRANSLATION ONLY –

**Annual General Meeting of Westwing Group SE, Munich,
(virtual Annual General Meeting)**

**Wednesday, May 18, 2022,
at 09:00 hours (CEST)**

Information pursuant to Art. 56 sentences 2 and 3 SE Regulation, § 50 (2) SEAG in conjunction with § 121 (3) No. 3 Stock Corporation Act on shareholders' rights in accordance with § 122 (2), § 126 (1) and § 127 Stock Corporation Act, § 1(2) of the COVID-19 Act (as defined below)

The convocation of the virtual shareholders' meeting already contains information on the rights of shareholders pursuant to Art. 56 sentences 2 and 3 of Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European company (SE) (hereinafter "SE Regulation"), § 50 (2) SE Implementation Act (hereinafter "SEAG"), Section 122 (2), Section 126 (1) and Section 127 of the German Stock Corporation Act (*Aktiengesetz – "AktG"*) and Section 1 (1), (2), (8) sentence 2 of the German Act on Measures in Company, Cooperative, Association, Foundation and Housing Property Law to Combat the Impact of the Covid-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of March 27, 2020, in its currently applicable version, last amended by the Amendment Act of September 10, 2021, Federal Gazette 2021 I, page 4147 (hereinafter "**COVID-19 Act**").

The following comments provide further explanation of these provisions in accordance with Section 121 (3) sentence 3 no. 3 AktG.

1. Additions to the agenda on request by a minority pursuant to article 56 sentence 2 and 3 SE Regulation, section 50(2) SEAG in conjunction with section 122(2) AktG

Shareholders whose shares, alone or in the aggregate, are at least equivalent to one twentieth of the share capital or to a pro rate amount of EUR 500,000.00 (equivalent to 500,000 shares) are entitled under Section 122(2) Stock Corporation Act to request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution. This quorum is required pur-

suant to Art. 56 sentence 3 SE Regulation in conjunction with § 50 (2) SEAG for requests for amendments of the Agenda made by the shareholders of a European company (SE).

Each new item must be accompanied by a statement of reasons or a proposed resolution.

Applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they have held the shares until the decision of the Management Board on the request; Section 70 Stock Corporation Act applies when calculating the shareholding period. The day of receipt of the request will not be counted. It is not possible to shift a date falling on a Sunday, Saturday or public holiday to a preceding or subsequent working day. Sections 187 to 193 of the German Civil Code will not be applied by analogy. Each new item must be accompanied by a statement of reasons or a motion for resolution.

The request is to be made to the Company's Management Board in writing and must be received by the Company at least 30 days before the Annual General Meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e. no later than

**April 17, 2022,
24:00 hours (CEST).**

Additions to the agenda received later will not be considered. Please send such requests to the following address:

**Westwing Group SE
Management Board
Moosacher Straße 88
80809 Munich
Germany**

Additions to the agenda which have to be announced will be published in the Federal Gazette without delay after receipt of the request, unless this has already been done at the time the Annual General Meeting was convened. They will also be made available to shareholders on the Company's website at

<https://ir.westwing.com/agm>

without delay following receipt.

Any admissible motion for a resolution submitted with the duly made request for inclusion of additional items will be treated at the virtual Annual General Meeting as if it had been submitted again at the Annual General Meeting, provided that the shareholder submitting the motion has duly registered for the virtual Annual General Meeting and has provided evidence of share ownership (see Section 3 “*Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting*”).

The provisions of the SE Regulation, SEAG and the German Stock Corporation Act on which these shareholder rights are based read as follows:

Art. 56 SE Regulation Request for Amendments of the Agenda (excerpt)

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited liability companies.

§ 50 SEAG Convocation and Amendment of the Agenda at the Request of a Minority (excerpt)

- (2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5 % of the share capital or represent an amount of the share capital corresponding to 500,000 Euros.

Section 122 (1) and (2) AktG

- (1) The shareholders' meeting shall be called if shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management Board decides on the request. § 121 (7) shall be applied accordingly.

- (2) In the same manner, shareholders whose shares amount in aggregate to no less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may demand that items shall be put on the agenda and announced. Each new item shall be accompanied by an explanation or a draft resolution motion proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

Section 121 (7) AktG – General provisions (excerpt)

- (7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch - BGB*) shall have no corresponding application. In the case of companies not listed on the stock exchange, the Articles of Association may provide for a different calculation of the period.

Section 124 AktG – Publication of requests for supplements; proposals for resolutions (excerpt)

- (1) If the minority has requested pursuant to § 122 (2) that items shall be added to the agenda, these items shall be published either upon calling the meeting or immediately following receipt of the request. § 121 (4) shall apply analogously; moreover, § 121 (4a) shall apply analogously to listed companies. Publication and submission shall be made in the same way as applicable for calling the meeting.

Section 70 AktG - Calculation of the period of shareholding

Where the exercise of rights attaching to the share is contingent upon the shareholder having been holder of the share for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (*Kreditwesengesetz - KWG*) shall be equivalent to ownership of the share. The period of ownership of a predecessor in title shall be attributed to the shareholder if he has purchased the share in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the

Insurance Supervisory Act (*Versicherungsaufsichtsgesetz - VAG*) or section 14 of the Act on Savings and Loan Associations (*Gesetz über Bausparkassen - BauSparkG*).

2. Countermotions and nominations by shareholders pursuant to Section 126(1), 127 Stock Corporation Act in conjunction with Section 1(2) sentence 3 COVID-19 Act

Shareholders can send countermotions to proposals by the Management Board and/or Supervisory Board on certain points of the agenda pursuant to Section 126(1) Stock Corporation Act and pursuant to Section 127 Stock Corporation Act submit proposals for the election of members of the Supervisory Board other than those proposed by the Supervisory Board or of an auditor other than those proposed by the Supervisory Board, insofar as such elections are provided for on the agenda. Nominations do not need to be substantiated.

Such countermotions and nominations are to be sent using exclusively one of the following contact methods:

**Westwing Group SE
Investor Relations
Moosacher Straße 88
80809 Munich
or by e-mail: ir@westwing.de**

Any countermotions or nominations sent to a different address will be disregarded.

Countermotions or nominations for election received at least 14 days prior to the Annual General meeting, not counting the day of receipt and the day of the Annual General Meeting i.e. no later than

**May 3, 2022,
24:00 hours (CEST)**

and sent using one of the above contact methods that are to be made accessible will be made available to the shareholders without delay on the Company's website at

<https://ir.westwing.com/agm>

together with the shareholder's name and any statement of reasons. Any comments by the management will also be published there.

The Company may refrain from publishing a countermotion and its statement of reasons or a nomination, if applicable under the conditions referred to in Section 126(2) Stock Corporation Act (in conjunction with Section 127 sentence 1 Stock Corporation

Act). For example, the statement of reasons need not be made accessible if it comes to more than 5,000 characters in total. A nomination for election also need not be made accessible by the Management Board pursuant to Section 127 sentence 3 Stock Corporation Act if the proposal does not contain the information required by Section 124(3) sentence 4 Stock Corporation Act.

No countermotions or nominations for election may be made during the virtual Annual General Meeting. Motions for resolution or nominations for election by shareholders that are to be made accessible in accordance with the above requirements under Section 126 or Section 127 Stock Corporation Act will be deemed to have been made at the virtual Annual General Meeting pursuant to Section 1(2) sentence 3 of the COVID-19 Act if the shareholder submitting the proposal or nomination has duly registered for the virtual Annual General Meeting and has provided evidence of share ownership (see Section 3 “*Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting*”).

The provisions of the German Stock Corporation Act on which these shareholder rights are based read as follows:

Section 126 of the Stock Corporation Act – Motions by shareholders

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

4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
 5. the same counterproposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counterproposal;
 6. such shareholder indicates that he will neither attend nor be represented at the general meeting; or
 7. within the past two years at two general meetings such shareholder has failed to submitted, or cause to be submitted, a counterproposal he transmitted. The supporting information need not be made available if it exceeds a total of 5,000 characters.
- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.

Section 127 of the Stock Corporation Act – Nomination proposals by shareholders (excerpt)

Section 126 shall apply *mutatis mutandis* to nominations by shareholders for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5.

Section 124 para. 3 sentence 4 of the Stock Corporation Act - Notice by publication of demands for amendment; proposal for resolutions (excerpt)

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

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

In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandatory by the law is to be attached to

any nomination of candidates for the supervisory board; information on their membership in comparable supervisory bodies of business enterprises within Germany and abroad should be attached.

Section 1 (2) sentence 3 of COVID-19 Act is set out below under item 4.

3. Right of shareholders to ask questions under Section 1(2) sentence 1 no. 3, sentence 2 COVID-19 Act

Shareholders who have registered in due form and provided evidence of share ownership in due form have the right to ask questions using electronic communications (Section 1(2) sentence 1 no. 3, sentence 2 COVID-19 Act).

Based on Section 1(2) sentence 1 no. 3, second half of the second sentence COVID-19 Act, the Management Board has decided with the consent of the Company's Supervisory Board for organizational reasons that any questions have to be submitted in accordance with the procedure provided for this purpose no later than

**May 16, 2022,
24:00 hours (CEST)**

using the designated input mask on the AGM portal, which can be accessed on the Company's website at

<https://ir.westwing.com/agm>

Questions submitted by other means or later will be disregarded. The Management Board decides at its own equitable discretion how to answer questions. Questions on the information provided by the Management Board are excluded.

Furthermore, the shareholders and their proxies have neither the right to information pursuant to Section 131 of the Stock Corporation Act nor the right to speak or ask questions at and during the virtual Annual General Meeting.

The provisions underlying these shareholder rights pursuant to Section 1 (2) sentence 1 no. 3 and sentence 2 of COVID-19 Act are set out below under item 4.

4. Filing objections to resolutions of the Annual General Meeting pursuant to Section 1(2) sentence 1 no. 4 COVID-19 Act

Shareholders who have duly registered and provided due evidence of share ownership and their proxies can file objections to resolutions of the Annual General Meeting from the start of the virtual Annual General Meeting until its end on the AGM portal, which can be accessed on the Company's website at

<https://ir.westwing.com/agm>,

waiving the need to attend the Annual General Meeting in derogation of Section 245 no. 1 Stock Corporation Act by having them recorded in the minutes, if they exercise or have exercised their voting right in accordance with the provisions set out above. Any other form of transmitting objections is precluded.

The shareholders rights are based on the following provisions of COVID-19 Act:

Section 1 (1), (2) and (8) sentence 2 COVID-19 Act – Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies (excerpt)

- (1) Decisions on the participation of shareholders in the annual general meeting by means of electronic communication in accordance with § 118 (1) sentence 2 of the Stock Corporation Act (electronic participation), the casting of votes by means of electronic communication in accordance with § 118 (2) of the Stock Corporation Act (absentee voting), the participation of members of the Supervisory Board by means of video and audio transmission in accordance with § 118 (3) sentence 2 of the German Stock Corporation Act and the approval of video and audio transmission in accordance with § 118 (4) of the Stock Corporation Act may also be made by the management board of the company without authorization by the Articles of Association or rules of procedure.
- (2) The management board may decide that the meeting is held as a virtual general meeting without the physical presence of shareholders or their proxies, provided that
 1. the video and audio transmission of the entire meeting takes place,
 2. the exercise of shareholders' voting rights is possible via electronic communication (absentee voting or electronic participation) as well as the granting of proxies,
 3. the shareholders are given the right to ask questions by way of electronic communication,
 4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the annual general meeting, in deviation from § 245 no. 1 of the Stock Corporation Act, waiving the requirement to appear in person at the annual general meeting.

The management board shall decide, at its due and sole discretion, how to answer questions; it may also stipulate that questions must be submitted by electronic communication at least one day before the meeting. Motions or nominations by shareholders which are to be made available pursuant to Section 126 or Section 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the annual general meeting.

- (8) For a European Company under Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (OJ L 294, 10.11.2001, p. 1), as last amended by Regulation (EU) No. 517/2013 (OJ L 158, 10.6.2013, p. 1), paragraphs 1 to 7 shall apply mutatis mutandis, with the exception of paragraph 5.

Munich/Berlin, in April 2022

Westwing Group SE

The Management Board