



No-par value bearer shares

WKN A2LQ88

ISIN DE000A2LQ884 / DE000A4BGG70

**Invitation to the Annual General Meeting
of AUTO1 Group SE with its registered office in Munich**

Munich Local Court, HRB 241031

We would like to invite our shareholders* to the Annual General Meeting to be held on

Thursday, June 6, 2024, 10:00 a.m.,

which is to be held as a

virtual Annual General Meeting

without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. Shareholders entitled to participate and their proxies can register via the Internet-based, password-protected Annual General Meeting and voting system (**InvestorPortal**) of AUTO1 Group SE (**Company**) at

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

by entering the access data, which will be sent to them after proper registration and proof of share ownership, and in this way participate in the virtual Annual General Meeting and exercise their voting rights and other shareholder rights.

The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act is the business premises of Grünebaum Gesellschaft für Event Logistik mbH at "The Burrow Berlin", Karl-Heinrich-Ulrichs-Straße 22/24 / Lützowplatz 15, 10785 Berlin.

With the exception of the proxies appointed by the Company, shareholders and their proxies have no right or opportunity to be present at the venue of the Annual General Meeting with regard to the holding of the Annual General Meeting as a virtual Annual General Meeting.

All members of the Company's Management Board and Supervisory Board intend to attend the entire Annual General Meeting.

Further provisions and explanations regarding the participation of shareholders or their proxies in the virtual Annual General Meeting and the exercise of voting rights are printed at the end of the agenda.

**All personal designations in this document apply equally to all genders, even if the masculine form is used for reasons of better readability.*

I. Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements of AUTO1 Group SE and the combined management and Group management report for AUTO1 Group SE, including the notes to the disclosures pursuant to sections 289a and 315a of the German Commercial Code and the report of the Supervisory Board, each for the financial year 2023

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. Adoption of the annual financial statements and approval of the consolidated financial statements by the Annual General Meeting are not required by law in this case. Instead, the aforementioned documents are merely to be made available to the Annual General Meeting in accordance with the statutory provisions (section 176 (1) sentence 1 of the German Stock Corporation Act). Accordingly, no resolution will be adopted by the Annual General Meeting on agenda item 1.

2. Resolution on the discharge of the members of the Management Board of AUTO1 Group SE for the financial year 2023

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board of AUTO1 Group SE who were in office in the financial year 2023 each be approved.

3 Resolution on the discharge of the members of the Supervisory Board of AUTO1 Group SE for the financial year 2023

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of AUTO1 Group SE who were in office in the financial year 2023 each be approved.

4. Resolution on the appointment of the auditor for the financial year 2024 and the auditor for a review or audit of interim financial reports or financial information

4.1 The Supervisory Board proposes – based on a corresponding recommendation by its Audit Committee – that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor for the Company and the Group for the financial year 2024.

4.2 The Supervisory Board proposes – based on a corresponding recommendation by its Audit Committee – that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor for any review or audit of the Company's interim financial reports and financial information for the financial year 2024.

4.3 The Supervisory Board proposes – based on a corresponding recommendation by its Audit Committee – that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor for any review or audit of the Company's interim financial reports and financial information for the financial year 2025 in the period until the next Annual General Meeting in 2025.

It is intended to put agenda items 4.1, 4.2 and 4.3 to the vote individually.

In accordance with Art. 16 (2) subparagraph 3 of the Regulation (EU) No. 537/2014 (**EU Audit Regulation**), the Audit Committee of the Supervisory Board has declared in its recommendation that it is free from undue influence by third parties and that no restriction has been imposed on it with regard to the selection of a particular auditor or audit firm within the meaning of Art. 16 (6) of the EU Audit Regulation.

5. Resolution on the approval of the Remuneration Report

In accordance with section 162 of the German Stock Corporation Act, the Management Board and Supervisory Board 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 last financial year (Remuneration Report) and submit this Remuneration Report to the Annual General Meeting for approval in accordance with section 120a (4) of the German Stock Corporation Act.

The Remuneration Report prepared by the Management Board and Supervisory Board for the financial year 2023 was audited by the Company's auditor in accordance with the requirements of section 162 (3) of the German Stock Corporation Act to determine whether the legally required disclosures pursuant to section 162 (1) and (2) of the German Stock Corporation Act were made. The report on the audit of the Remuneration Report is attached to the Remuneration Report.

The Remuneration Report and the auditor's report are attached to this agenda item 5 in Section II.1. of this invitation. In addition, the Remuneration Report is available on the Internet from the date on which the Annual General Meeting is convened at

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

as part of the invitation to the Annual General Meeting published there. It will also be available there during the Annual General Meeting.

The Management Board and Supervisory Board propose that the Remuneration Report for the financial year 2023, prepared and audited in accordance with section 162 of the German Stock Corporation Act, be approved.

6. Resolution on the election of new members of the Supervisory Board

The terms of office of four of the six current members of the Supervisory Board, namely Dr. Gerhard Cromme, Gerd Häusler, Hakan Koç and Sylvie Mutschler-von Specht, will end at the end of the Annual General Meeting on 6 June 2024. Four new members of the Supervisory Board are therefore to be elected by the Annual General Meeting.

In accordance with Art. 40 (2) and (3) of the SE Regulation, section 17 (1) of the German SE Implementation Act (SEAG) in conjunction with Section 9 (1) of the Company's Articles of Association, the Supervisory Board of the Company consists of six members, all of whom are elected by the Annual General Meeting. The Annual General Meeting is not bound by election proposals.

In accordance with Section 9 (2) sentence 1 and sentence 2 of the Company's Articles of Association, the members of the Supervisory Board are appointed until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office, unless the Annual General Meeting determines a shorter term of office at the time of election, but for no longer than six years; the financial year in which the term of office begins is not included in this calculation.

In order to ensure that the composition of the Supervisory Board can continue to respond flexibly to any changes in skills requirements in the future, the terms of office proposed for the following candidates in these new elections are to vary in length and a staggered board structure is to be continued. This is intended to avoid the need for a new election of all Supervisory Board members at an Annual General Meeting, which could lead to a loss of expertise. In contrast, a staggered board – in

addition to increasing the board's flexibility – creates a greater balance between retaining existing expertise and gaining new expertise, thereby strengthening the continuity of the Supervisory Board's work. This also regularly improves the familiarization of new members of the Supervisory Board with their new Supervisory Board tasks. Finally, different terms of office facilitate the search for suitable successor candidates for the Supervisory Board, as the members of the Supervisory Board do not have to be re-elected in a single Annual General Meeting.

The Supervisory Board therefore proposes – based on a corresponding recommendation by its Nomination Committee – that the following persons be elected individually to the Company's Supervisory Board for the following terms of office:

- 6.1 Mr. Hakan Koç, self-employed entrepreneur, resident in London, United Kingdom, for a term of office until the end of the Annual General Meeting that resolves on the discharge for the financial year 2027;
- 6.2 Ms. Sylvie Mutschler-von Specht, entrepreneur, resident in Küsnacht, Switzerland, for a term of office until the end of the Annual General Meeting that resolves on the discharge for the financial year 2025;
- 6.3 Ms. Anne Claudia Frese, Chairwoman of the Management Board of STRATO AG, Berlin, Germany, resident in Berlin, Germany, for a term of office until the end of the Annual General Meeting that resolves on the discharge for the financial year 2026; and
- 6.4 Mr. Christian Miele, self-employed entrepreneur, resident in Berlin, Germany, for a term of office until the end of the Annual General Meeting that resolves on the discharge for the financial year 2026.

In each case, the election is for a maximum of six years.

The election proposals take into account the objectives resolved by the Supervisory Board for its composition and aim to fulfill the profile of skills and expertise developed by the Supervisory Board for the entire Board. The candidates proposed for election have given an assurance that they will be able to devote the expected amount of time required for their work on the Company's Supervisory Board.

Mr. Hakan Koç, Mr. Lars Santelmann and Mr. Christian Miele in particular have the accounting expertise required by section 100 (5) of the German Stock Corporation Act for at least one member of the Supervisory Board. Mr. Hakan Koç, Mr. Lars Santelmann, Ms. Anne Claudia Frese and Mr. Christian Miele in particular also have the expertise in the field of auditing required by section 100 (5) of the German Stock Corporation Act for at least one other member of the Supervisory Board.

The Supervisory Board is convinced that the members of the Supervisory Board as a whole will continue to be familiar with the sector in which the Company operates

within the meaning of section 100 (5) last half-sentence of the German Stock Corporation Act.

It is intended that Mr. Hakan Koç will seek the appointment as Chairman of the Supervisory Board if he is re-elected by the Annual General Meeting.

Further information on all candidates proposed for election, including a curriculum vitae providing information on relevant knowledge, skills and professional experience as well as information on memberships in statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises (section 125 (1) sentence 5 of the German Stock Corporation Act) and in accordance with recommendations C.13 and C.14 of the German Corporate Governance Code (GCGC), is provided in Section II.2 following the agenda. This information is also available on the Company's website at

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

7. Resolution on the cancellation of the existing Authorized Capital 2021 and the creation of a new authorized capital with the exclusion of preemptive rights and with authorization to exclude preemptive rights and on the corresponding amendment of the Articles of Association

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 7 February 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 Company intends to enable the servicing of claims from participation programs and share-based remuneration in the future by means of a securities loan in order to accelerate and facilitate the settlement for the beneficiaries. For this reason, the existing Authorized Capital 2021 is to be cancelled and newly created in a supplemented form as Authorized Capital 2024/I.

The main purpose of the new creation is to provide for the additional possibility in the authorization to issue and use shares in connection with the granting and repayment of securities loans. In all other respects, the authorizations under the Authorized Capital 2021 for the new authorized capital to be created are to be continued largely unchanged. In particular, the volume of the authorized capital is not to be increased to the legally permissible volume of 50 % of the share capital existing at the time of the resolution. Rather, the volume of the Authorized Capital 2021 existing at the time the Annual General Meeting is convened is proposed for the new authorized capital to be created.

The previous authorization to exclude shareholders' preemptive rights for the issuance of new shares to service the claims of lenders under a convertible loan

agreement is no longer required and will therefore not be included in the new authorized capital to be created. To protect shareholders, a comprehensive deduction clause will also be included in the new authorization to be created for the authorization to exclude preemptive rights for the purpose of servicing claims from participation programs or claims as part of share-based remuneration, which ensures that the volume of shares issued or treasury shares used for these purposes on the basis of various authorizations does not exceed a total of 10 % of the Company's share capital.

The Authorized Capital 2021 serves, among other things, to satisfy claims under the Company's various participation programs adopted by the Management Board and Supervisory Board. The purpose of the participation programs is to offer variable remuneration elements to the members of the Management Board and the employees of AUTO1 Group SE as well as the managing directors and employees of its dependent companies, thereby aligning their interests with those of the Company's shareholders. The Authorized Capital 2021 has so far only been partially used to service entitlements from these participation programs and still exists in the amount of EUR 94,582,400.00 at the time of convening this Annual General Meeting.

The Management Board has reported to the Annual General Meeting on the utilization of the Authorized Capital 2021 in relation to the relevant financial year. The Management Board's report on the utilization of the Authorized Capital 2021 in the period from the date of the Annual General Meeting 2023, *i.e.* 7 June 2023, to the date of the convening of this Annual General Meeting 2024 is available on the Company's website at

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

from the time the Annual General Meeting is convened. It will also be available there during the Annual General Meeting.

The use of securities loans significantly accelerates the servicing of claims from the participation programs and the share-based remuneration to the benefit of the participants. Instead of issuing new shares, which are created from the authorized capital and only come into existence when the capital increase from the authorized capital is registered with the commercial register, the entitlements from the participation programs could then also be serviced with existing, borrowed shares. In this case, the beneficiaries of the participation programs receive existing shares directly, which were previously made available to a bank or another company meeting the requirements of section 186 (5) sentence 1 of the German Stock Corporation Act by way of a securities loan. The new shares to be created from the authorized capital would then be issued and used for the purpose of repaying the securities loan. The previous authorization under the Authorized Capital 2021 does not yet allow for this procedure. For this reason, the previous authorization is to be cancelled and a new authorization supplemented accordingly is to be created.

The Management Board's report on the reasons for the exclusion of shareholders' preemptive rights and the authorization to exclude shareholders' preemptive rights when issuing new shares under the new authorized capital to be created is available on the Company's website at

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

from the time the Annual General Meeting is convened. It will also be available there during the Annual General Meeting.

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

a) Cancellation of the existing Authorized Capital 2021

The existing authorization of the Company's Management Board, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions until 7 February 2026 (inclusive) against cash and/or non-cash contributions to the extent specified in the provision of the Articles of Association by issuing new no-par value bearer shares is cancelled subject to the condition precedent of the new Authorized Capital 2024/I under b) of this agenda item 7 becoming effective and the registration with the commercial register of the amendment to Section 4 (3) of the Company's Articles of Association under c) of this agenda item 7.

b) Creation of a new authorized capital with the exclusion of preemptive rights and with the authorization to exclude shareholders' preemptive rights

The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the Company's share capital on one or more occasions on or before 5 June 2029, by not more than in total EUR 94,582,400.00 in return for contributions in cash and/or in kind, by issuing new no-par value bearer shares (**Authorized Capital 2024/I**).

The Management Board is authorized, subject to the consent of the Supervisory Board, to define the further content of the shareholder rights and the terms and conditions for the new stock issuance. Thereby, the profit entitlements of the new shares may be determined in deviation from section 60 (2) of the German Stock Corporation Act; in particular, the new shares may participate in the profits from the beginning of the fiscal year preceding their issuance provided that the shareholders' meeting has not already resolved on the appropriation of profits for such fiscal year when the new shares are issued.

As a rule, the shareholders shall be granted the statutory preemptive rights to the new shares. The preemptive rights can also be granted by way of indirect

preemptive rights within the meaning of section 186 (5) sentence 1 of the German Stock Corporation Act.

However, the Management Board is authorized, subject to the consent of the Supervisory Board and the following more-detailed provisions, to in whole or in part exclude the shareholders' preemptive rights:

- (a) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights regarding fractional amounts.
- (b) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights to the extent it is required in order to grant to holders or creditors, respectively, of conversion or option rights attached to convertible and/or option bonds or convertible profit participation rights, that are or were issued by the Company or a national or foreign subsidiary in which the Company either directly or indirectly holds a majority in terms of voting rights and capital, or, in case of an own conversion right of the Company, to holders or creditors, respectively, being obligated hereby, preemptive rights to the extent they would be entitled to after exercising the conversion or option rights or after fulfilling a conversion or option obligation, respectively.
- (c) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act with respect to capital increases against cash contributions, if the issue price of the new shares is not substantially below the stock exchange price and the shares that are issued when this authorization for the exclusion of preemptive rights is used, in total do not exceed 10% of the registered share capital, namely neither at the time this authorization becomes effective nor at the time it is used. To this limit of 10%, new and existing shares of the Company that are issued or sold during the term of this authorization on the basis of different authorization with exclusion of preemptive rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act or by applying it accordingly, have to be imputed; furthermore, shares of the Company are to be imputed, that are or still can be issued for the purpose of servicing conversion or option rights or fulfilling conversion or option obligations attached to convertible and/or option bonds or convertible participation rights to the extent that the bonds or participation rights are issued during the term of this authorization on the basis of a different authorization with exclusion of preemptive rights by applying section 186 (3) sentence 4 of the German Stock Corporation Act accordingly.
- (d) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights when

increasing the share capital in exchange for contributions in kind, in particular to acquire companies, parts of companies or shareholdings, in the scope of joint ventures and mergers and/or for the purpose of acquiring other assets including rights and claims.

- (e) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights for the purpose of issuing the new shares as cash and/or in-kind contributions as part of participation programs and/or share-based remuneration to the extent no other authorization for the exclusion of shareholders' preemptive rights is used for this purpose. The shares may only be issued to persons who participate in the participation program as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company and/or as a service provider of the Company or a company dependent from the Company, or to whom the share-based remuneration is or was granted as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company and/or as a service provider of the Company or a company dependent from the Company, or to third parties who grant to these persons the economic ownership of the shares and/or the economic fruits from the shares. In particular, the new shares may also be issued on preferential terms (including an issue at the lowest issue price within the meaning of section 9 (1) of the German Stock Corporation Act) and/or against contribution of remuneration claims. The new shares may also be issued through a credit institution, a securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) which assumes these shares subject to an obligation to offer them to the persons mentioned above. The new shares may also be used to repay securities loans and issued for this purpose to a credit institution, a securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) if the securities loan serves to procure shares that are or were transferred to persons as part of participation programs and/or share-based remuneration who participate in the participation program as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company and/or as a service provider of the Company or a company dependent from the Company, or to whom the

share-based remuneration is or was granted as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company and/or as a service provider of the Company or a company dependent from the Company, or to third parties who grant to these persons the economic ownership of the shares and/or the economic fruits from the shares; in this case, the new shares may be issued in particular at the lowest issue price within the meaning of section 9 (1) of the German Stock Corporation Act and against contribution of remuneration claims or claims against the Company. The proportionate amount of the registered share capital attributable to shares issued in use of this authorization with the exclusion of preemptive rights may not exceed a total of 10 % of the registered share capital, neither at the time this authorization becomes effective nor at the time it is used. This 10 % limit shall include the proportionate amount of the registered share capital attributable to shares that have been issued or transferred from authorized capital, contingent capital or treasury shares, including on the basis of a securities loan, to members of the Company's Management Board, members of the management of a company dependent from the Company or employees of the Company or a company dependent from the Company and/or to service providers of the Company or a company dependent from the Company as part of participation programs and/or as part of share-based remuneration since the resolution on the Authorized Capital 2024/I was adopted. To the extent it is intended to grant shares to members of the Company's Management Board in the scope of this authorization, including on the basis of a securities loan, the Company's Supervisory Board will decide on the respective grant in accordance with the allocation of responsibilities under German Stock Corporation law.

c) New version of Section 4 (3) of the Company's Articles of Association

Section 4 (3) of the Company's Articles of Association shall be completely revised as follows:

"The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the Company's share capital on one or more occasions on or before 5 June 2029, by not more than in total EUR 94,582,400.00 in return for contributions in cash and/or in kind, by issuing new no-par value bearer shares (Authorized Capital 2024/I). The Management Board is authorized, subject to the consent of the Supervisory Board, to define the further content of the shareholder rights and the terms and conditions for the new stock issuance. Thereby, the profit entitlements of the new shares may be determined in deviation from section 60 (2) of the German Stock

Corporation Act; in particular, the new shares may participate in the profits from the beginning of the fiscal year preceding their issuance provided that the shareholders' meeting has not already resolved on the appropriation of profits for such fiscal year when the new shares are issued.

As a rule, the shareholders shall be granted the statutory preemptive rights to the new shares. The preemptive rights can also be granted by way of indirect preemptive rights within the meaning of section 186 (5) sentence 1 of the German Stock Corporation Act.

However, the Management Board is authorized, subject to the consent of the Supervisory Board and the following more-detailed provisions, to in whole or in part exclude the shareholders' preemptive rights:

- (a) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights regarding fractional amounts.
- (b) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights to the extent it is required in order to grant to holders or creditors, respectively, of conversion or option rights attached to convertible and/or option bonds or convertible profit participation rights, that are or were issued by the Company or a national or foreign subsidiary in which the Company either directly or indirectly holds a majority in terms of voting rights and capital, or, in case of an own conversion right of the Company, to holders or creditors, respectively, being obligated hereby, preemptive rights to the extent they would be entitled to after exercising the conversion or option rights or after fulfilling a conversion or option obligation, respectively.
- (c) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act with respect to capital increases against cash contributions, if the issue price of the new shares is not substantially below the stock exchange price and the shares that are issued when this authorization for the exclusion of preemptive rights is used, in total do not exceed 10% of the registered share capital, namely neither at the time this authorization becomes effective nor at the time it is used. To this limit of 10%, new and existing shares of the Company that are issued or sold during the term of this authorization on the basis of different authorization with exclusion of preemptive rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act or by applying it accordingly, have to be imputed; furthermore, shares of the Company are to be imputed, that are or still can be issued for the purpose of servicing conversion or option rights or fulfilling conversion or option obligations attached to convertible and/or option bonds or convertible participation

rights to the extent that the bonds or participation rights are issued during the term of this authorization on the basis of a different authorization with exclusion of preemptive rights by applying section 186 (3) sentence 4 of the German Stock Corporation Act accordingly.

- (d) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights when increasing the share capital in exchange for contributions in kind, in particular to acquire companies, parts of companies or shareholdings, in the scope of joint ventures and mergers and/or for the purpose of acquiring other assets including rights and claims.
- (e) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights for the purpose of issuing the new shares as cash and/or in-kind contributions as part of participation programs and/or share-based remuneration to the extent no other authorization for the exclusion of shareholders' preemptive rights is used for this purpose. The shares may only be issued to persons who participate in the participation program as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company and/or as a service provider of the Company or a company dependent from the Company, or to whom the share-based remuneration is or was granted as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company and/or as a service provider of the Company or a company dependent from the Company, or to third parties who grant to these persons the economic ownership of the shares and/or the economic fruits from the shares. In particular, the new shares may also be issued on preferential terms (including an issue at the lowest issue price within the meaning of section 9 (1) of the German Stock Corporation Act) and/or against contribution of remuneration claims. The new shares may also be issued through a credit institution, a securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) which assumes these shares subject to an obligation to offer them to the persons mentioned above. The new shares may also be used to repay securities loans and issued for this purpose to a credit institution, a securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) if the securities loan serves to procure shares that are or were transferred to persons as part of participation programs and/or share-based remuneration who participate in the

participation program as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company and/or as a service provider of the Company or a company dependent from the Company, or to whom the share-based remuneration is or was granted as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company and/or as a service provider of the Company or a company dependent from the Company, or to third parties who grant to these persons the economic ownership of the shares and/or the economic fruits from the shares; in this case, the new shares may be issued in particular at the lowest issue price within the meaning of section 9 (1) of the German Stock Corporation Act and against contribution of remuneration claims or claims against the Company. The proportionate amount of the registered share capital attributable to shares issued in use of this authorization with the exclusion of preemptive rights may not exceed a total of 10 % of the registered share capital, neither at the time this authorization becomes effective nor at the time it is used. This 10 % limit shall include the proportionate amount of the registered share capital attributable to shares that have been issued or transferred from authorized capital, contingent capital or treasury shares, including on the basis of a securities loan, to members of the Company's Management Board, members of the management of a company dependent from the Company or employees of the Company or a company dependent from the Company and/or to service providers of the Company or a company dependent from the Company as part of participation programs and/or as part of share-based remuneration since the resolution on the Authorized Capital 2024/I was adopted. To the extent it is intended to grant shares to members of the Company's Management Board in the scope of this authorization, including on the basis of a securities loan, the Company's Supervisory Board will decide on the respective grant in accordance with the allocation of responsibilities under German Stock Corporation law."

d) Application for registration with the commercial register

The Management Board is instructed to apply for the cancellation of the Authorized Capital 2021 and the creation of the new Authorized Capital 2024/I as well as the corresponding amendment to the Articles of Association resolved under this agenda item 7 to be registered with the commercial register responsible for the Company with the proviso that the cancellation of the Authorized Capital 2021 is registered first, but only if the newly created Authorized Capital 2024/I and the corresponding new version of Section 4 (3)

of the Company's Articles of Association are registered with the commercial register responsible for the Company at the same time.

8. Resolution on the cancellation of the existing authorization and the granting of a new authorization for the acquisition of treasury shares and their utilization, including the authorization for the redemption of acquired treasury shares and capital reduction as well as for the exclusion of preemptive rights

The Extraordinary General Meeting of the company on 14 January 2021 granted the Management Board authorization in accordance with section 71 (1) no. 8 of the German Stock Corporation Act to acquire and use treasury shares under agenda item 3. This authorization is limited until 13 January 2026 (inclusive) and the Management Board has made partial use of the existing authorization in connection with the servicing of entitlements from participation programs and as part of share-based remuneration. The Management Board reported to the Annual General Meeting on the reasons for the acquisition and the use of treasury shares in relation to the relevant financial year. The Management Board's report on the use of treasury shares in the period from the date of the Annual General Meeting 2023, *i.e.* 7 June 2023 to the date on which this Annual General Meeting 2024 is convened is available on the Company's website at

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

from the time the Annual General Meeting is convened. It will also be available there during the Annual General Meeting.

The Company intends to enable the servicing of claims from participation programs and as part of the share-based remuneration in the future by means of a securities loan in order to accelerate and facilitate the settlement for the beneficiaries. For this reason, the previous authorization to acquire and use treasury shares is to be cancelled and newly created in a supplemented form. The main purpose of the new authorization is to provide for the possibility of acquiring and using treasury shares in connection with the granting and repayment of securities loans.

In all other respects, the existing authorization and the conditions for the acquisition and use of treasury shares provided for therein are to be adopted largely unchanged in the new authorization to be created. The previous authorization to exclude shareholders' preemptive rights when using treasury shares to service the claims of lenders under a convertible loan agreement is no longer required and will therefore not be included in the new authorization to be created. To protect shareholders, a deduction clause will be included in the new authorization to be created for the authorization to exclude preemptive rights for the purpose of servicing claims from participation programs or claims as part of share-based remuneration, which ensures that the volume of treasury shares used for these purposes and the new

shares issued for these purposes on the basis of various authorizations does not exceed a total of 10 % of the Company's share capital.

The use of securities loans significantly accelerates the servicing of claims from the participation programs and the share-based remuneration to the benefit of the participants. Instead of issuing new shares, which are created from the authorized capital and only come into existence when the capital increase from the authorized capital is registered with the commercial register, the entitlements from the participation programs could then also be serviced with existing, borrowed shares. In this case, the beneficiaries of the participation programs receive existing shares directly, which were previously made available to a bank or another company meeting the requirements of section 186 (5) sentence 1 of the German Stock Corporation Act by way of a securities loan. The securities loans are to be used exclusively to service entitlements from participation programs and as part of share-based remuneration. The new shares to be created from the authorized capital would then be issued and used – in accordance with the authorization provided for under agenda item 7 – for the purpose of repaying the securities loan. To the extent permitted by law, the Company should also be able to grant a securities loan to a bank or another company that meets the requirements of section 186 (5) sentence 1 of the German Stock Corporation Act by lending treasury shares and then repurchase treasury shares from the bank to repay the securities loan. The current authorization to acquire and use treasury shares does not yet allow this procedure. For this reason, the previous authorization is to be cancelled and a new authorization amended accordingly is to be created.

The Management Board's report on the reasons for the exclusion of shareholders' preemptive rights when selling and using treasury shares in accordance with the authorization proposed under agenda item 8 is available on the Company's website at

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

from the time the Annual General Meeting is convened. It will also be available there during the Annual General Meeting.

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

a) Cancellation of the existing authorization

The currently existing authorization to acquire treasury shares granted in accordance with agenda item 3 of the Extraordinary General Meeting on 14 January 2021 and limited until 13 January 2026 (inclusive) is cancelled at the time the new authorization under b) up to and including f) of this agenda item 8 comes into effect.

b) Creation of a new authorization

The Management Board is authorized, with the approval of the Supervisory Board, to acquire treasury shares in the Company until 5 June 2029 (inclusive) up to a total of 10 % of the Company's share capital existing at the time the authorization is granted or – if this value is lower – at the time the authorization is used. The shares acquired on the basis of this authorization, together with other treasury shares held by the Company or attributable to it in accordance with sections 71a *et seqq.* of the German Stock Corporation Act, may at no time account for more than 10 % of the existing share capital.

c) Method and manner of acquiring treasury shares

At the discretion of the Management Board, the treasury shares may be acquired (aa) via the stock exchange, (bb) by means of a public purchase offer addressed to all shareholders or by means of a public invitation to submit offers to sell, (cc) from participants in share-based participation or remuneration programs as part of the settlement of such programs and/or (dd) in the case of the repayment of securities loans as part of the settlement of share-based participation or remuneration programs from a credit institution, a securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG), which has procured shares from the Company by way of the securities loan to service the claims arising from such programs and issued them to the participants. The following provisions apply in this regard:

aa) Acquisition of shares via the stock exchange

In the case of acquisition via the stock exchange, the purchase price per share paid by the Company (excluding incidental acquisition costs) may not exceed the stock exchange price by more than 10 % or fall below it by more than 20 %. The relevant stock exchange price is the stock exchange price of the Company's shares in XETRA trading (or a comparable successor system) determined by the opening auction on the respective trading day or – if no opening auction takes place – the first price paid for the shares in XETRA trading (or a comparable successor system) on the respective trading day.

bb) Acquisition of the shares (i) by means of a public purchase offer or (ii) by means of a public invitation to submit offers to sell

(i) If the acquisition is made via a public purchase offer, the purchase price offered per share (excluding incidental acquisition costs) may not exceed the stock exchange price by more than 10 % or fall below it by more than 20 %. The relevant stock exchange price is the arithmetic mean of the closing prices (or – if no closing price is determined on the day in question – the last price paid) for the

Company's shares in XETRA trading (or a comparable successor system) on the last three trading days on the Frankfurt Stock Exchange prior to the date of publication of the purchase offer. If there are significant deviations in the relevant price after publication of the purchase offer, the offer may be adjusted. In this case, the average price of the last three trading days prior to the public announcement of any adjustment will be used as a basis. The purchase offer may provide for further conditions. The volume of a public purchase offer may be limited. If the public purchase offer is oversubscribed, the shareholders' right to tender shares may be excluded to the extent that acceptance is made in proportion to the number of shares tendered; in addition, preferential acceptance of small numbers of up to 100 shares tendered per shareholder and – to avoid fractions of shares – rounding in accordance with commercial principles may be provided for.

- (ii) If the acquisition is made via a public invitation to submit offers to sell, the purchase price per share (excluding incidental acquisition costs) may not exceed the stock exchange price by more than 10 % or fall below it by more than 20 %. The relevant stock exchange price shall be the arithmetic mean of the closing prices (or – if no closing price is determined on the day in question – the last price paid) for the Company's shares in XETRA trading (or a comparable successor system) on the last three trading days on the Frankfurt Stock Exchange prior to the day on which the offers to sell are accepted. The volume of shares to be acquired by means of the public invitation to submit offers to sell may be limited. If the public invitation to submit offers to sell is oversubscribed, the shareholders' right to tender shares may be excluded to the extent that acceptance is made in proportion to the shares offered at the fixed purchase price (or a lower purchase price); in addition, preferential acceptance of small numbers of up to 100 shares tendered for purchase per shareholder and – to avoid fractions of shares – rounding in accordance with commercial principles may be provided for.

- cc) Acquisition of shares from participants in share-based participation or remuneration programs

The purchase price per share may not exceed EUR 2.00 when acquiring from participants in share-based participation or remuneration programs as part of the settlement of such programs; an acquisition may also be made free of charge without consideration by the Company.

- dd) Acquisition of shares from a credit institution, a securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) for the purpose of repaying securities loans

The acquisition of shares from a credit institution, a securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) may only take place if and to the extent that a securities loan is repaid as a result. The acquisition is only permitted if the credit institution, the securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) has procured shares through the securities loan to service the claims from share-based participation or remuneration programs and issued them to the participants in these programs. Only as many shares may be acquired as are required to repay the securities loan in full; the acquisition is free of charge and without consideration from the Company.

The authorization may be exercised for any legally permissible purpose, in particular in pursuit of one or more of the purposes listed below. Acquisition for the purpose of trading in treasury shares is excluded.

d) Authorization of the Management Board to sell and otherwise use acquired shares

The Management Board is authorized, with the approval of the Supervisory Board, to use the treasury shares acquired on the basis of the above and previously granted authorizations in accordance with section 71 (1) no. 8 of the German Stock Corporation Act for any permissible purpose, in particular:

- aa) to sell treasury shares for cash in a manner other than via the stock exchange or by means of an offer directed to all shareholders, provided that the selling price per share is not significantly lower than the stock exchange price of the Company's shares (section 71 (1) no. 8 of the German Stock Corporation Act in conjunction with section 186 (3) sentence 4 of the German Stock Corporation Act). The proportionate amount of the share capital represented by the shares sold on the basis of this authorization may not exceed a total of 10 % of the share capital either at the time this authorization is granted or at the time it is exercised. This volume limit of 10 % of the share capital shall also include other shares of the Company that are issued or sold with the exclusion of preemptive rights after this authorization becomes effective in direct or analogous application of section 186 (3) sentence 4 of the German Stock Corporation Act. Furthermore, shares in the Company that are issued or can still be issued to service conversion or option rights

or to fulfil conversion or option obligations from convertible bonds or warrant bonds or from convertible profit participation rights shall also be included, insofar as the bonds or profit participation rights were issued with the exclusion of preemptive rights on the basis of other authorizations in corresponding application of section 186 (3) sentence 4 of the German Stock Corporation Act during the term of this authorization;

- bb) to sell or otherwise transfer treasury shares other than via the stock exchange or by means of an offer addressed to all shareholders, insofar as this is done in return for non-cash consideration, in particular in the case of the acquisition of companies, parts of companies or interests in companies or in the case of mergers, as well as in the case of the acquisition of other assets, including rights and receivables;
- cc) to use treasury shares to service conversion and/or option rights or obligations arising from convertible bonds and/or warrant bonds and/or convertible profit participation rights issued by the Company or by companies dependent from it or in which it holds a majority interest;
- dd) to use treasury shares to the extent necessary to grant holders or creditors of conversion and/or option rights arising from convertible bonds and/or warrant bonds and/or convertible profit participation rights issued by the Company or by companies dependent from it or in which it holds a majority interest, or to grant those obligated to do so in the event of the Company's own conversion right, a preemptive right to shares to the extent to which they would be entitled after exercising the conversion or option rights or after fulfilling conversion or option obligations; and/or
- ee) to use treasury shares as part of participation programs and/or as part of share-based remuneration. The transfer of shares or a commitment or agreement to transfer shares may only be made to persons who participate in the participation program as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or of a company dependent from the Company and/or as a service provider of the Company or of a company dependent from the Company or to whom the share-based remuneration is granted as a member of the Company's Management Board, as a member of the management of a company dependent from the Company or as an employee of the Company or of a company dependent from the Company and/or as a service provider of the Company or of a company dependent from the Company, or to third parties who transfer the beneficial ownership and/or the economic benefits from the shares to these persons. In particular, a transfer to the aforementioned persons may also be made at reduced

prices and/or without separate consideration. In connection with the settlement of participation programs and/or as part of share-based remuneration, treasury shares may also be used to provide a credit institution involved in the settlement, a securities institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) with shares by way of a securities loan to service the claims arising from such programs. Insofar as shares are to be granted to members of the Company's Management Board within the scope of this authorization, also in connection with a securities loan, the Supervisory Board of the Company shall decide on the allocation in accordance with the allocation of responsibilities under stock corporation law.

e) Authorization of the Management Board to redeem treasury shares

The Management Board is authorized, with the approval of the Supervisory Board, to redeem treasury shares in whole or in part without a further resolution by the Annual General Meeting. The shares are redeemed by way of a redemption in a simplified procedure by reducing the share capital or in such a way that the share capital remains unchanged and the arithmetical share of the remaining shares in the share capital is increased in accordance with section 8 (3) of the German Stock Corporation Act. If the shares are redeemed using the simplified procedure without reducing the share capital, the Supervisory Board is authorized to adjust the number of shares in the Articles of Association.

f) Other regulations

The authorization may be exercised in full or in part, on one or more occasions, by the Company or by companies dependent from it or in which it holds a majority interest; the authorization may also be exercised by third parties acting on behalf of the Company or for the account of companies dependent from it or in which it holds a majority interest. Shareholders' preemptive rights to these treasury shares are excluded insofar as these shares are used in accordance with the above authorizations under d) aa) up to and including d) ee), or insofar as this is necessary to exclude fractional amounts in the event that treasury shares are sold to all shareholders.

The proportionate amount of the share capital attributable to treasury shares used in exercising the authorization under d) ee) with the exclusion of preemptive rights may not exceed a total of 10 % of the share capital, neither at the time this authorization becomes effective nor at the time it is exercised. This 10 % limit shall include the proportionate amount of the share capital attributable to shares issued or transferred during the term of this authorization from authorized capital or contingent capital, including on the basis of a securities loan, to members of the Company's Management Board, members

of the management of a company dependent from the Company or employees of the Company or a company dependent from the Company and/or to service providers of the Company or a company dependent from the Company as part of participation programs and/or as part of share-based remuneration.

II. Annexes and supplementary information on the agenda and reports by the Management Board

1. Annex to agenda item 5 (Resolution on the approval of the Remuneration Report)

[Please note that the Remuneration Report 2023 is only available in German. Please refer to the binding German version of the invitation to the Annual General Meeting 2024 in this respect.]

2. Supplementary information on agenda item 6 (Resolution on the election of new members of the Supervisory Board)

Agenda item 6.1:

Curriculum Vitae and overview of the main activities of Hakan Koç in addition to his Supervisory Board mandate at the Company

Personal data:

- Name: Hakan Koç
- Date of birth: 11 May 1984
- Place of residence: London, United Kingdom
- Job title: Self-employed entrepreneur

Education:

2004-2010: Study of law, graduating with a first state examination in law and a Bachelor of Laws (LL.B.), Bucerius Law School (Hamburg, Germany)

Current activity:

- 1GLOBAL Group (TP Global Operations Limited, London, United Kingdom, not listed), CEO and Director
- AUTO1 Group SE (Berlin, Germany), Vice-Chairman of the Supervisory Board

Professional career:

- Since 2023: 1GLOBAL Group (TP Global Operations Limited, London, United Kingdom), Founder, CEO and Director
- Since 2023: BetterRoaming.com (Offer of the 1GLOBAL Group (TP Global Operations Limited, London, United Kingdom)), Founder and CEO
- Since 2012: AUTO1 Group SE (Berlin, Germany), Co-Founder and various positions:
 - Since 2022: Vice-Chairman of the Supervisory Board
 - Since 2020: Member of the Supervisory Board
 - 2012-2020: Co-CEO
- 2011-2012: home24 AG (Berlin, Germany), Chief Product Officer
- 2010-2011: Rocket Internet AG (Berlin, Germany), Entrepreneur in Residence (EIR)

Memberships in other statutory supervisory boards:

AUTO1 Group Operations SE (Berlin, Germany, not listed) – Member of the Supervisory Board

Memberships in comparable domestic or foreign supervisory bodies of commercial enterprises:

None

Other significant activities in addition to the Supervisory Board mandate:

1GLOBAL Group (London, United Kingdom, not listed), CEO and Director

Key areas of competence:

- Management experience regarding an internationally active company
- Ecommerce/Online trading/Trading in motor vehicles
- Marketing and Branding
- Human Resources
- Financial and Capital Markets
- Corporate Governance and Compliance
- Risk management/Controlling/Internal Auditing
- Expertise in the areas of Accounting and Financial Reporting, also within the meaning of sec. 100 para. 5 of the German Stock Corporation Act (AktG)
- Expertise in the area of Auditing, also within the meaning of sec. 100 para. 5 of the German Stock Corporation Act (AktG)

- ESG/Sustainability with a focus on environmental concerns

Disclosures in accordance with the recommendations of the German Corporate Governance Code (GCGC):

Mr. Hakan Koç is the sole shareholder of HKVV GmbH, based in Schönefeld, Germany, a major shareholder of the Company. HKVV GmbH holds around 12.3% of the Company's shares.

In the opinion of the Supervisory Board, there are no other personal or business relationships between Mr. Koç and the Company, its Group companies, the executive bodies of the Company or a shareholder with a material interest in the Company that require disclosure in accordance with recommendation C.13 GCGC.

Agenda item 6.2:

Curriculum Vitae and overview of the main activities of Sylvie Mutschler-von Specht in addition to her Supervisory Board mandate at the Company

Personal data:

- Name: Sylvie Mutschler-von Specht
- Date of birth: 27 January 1964
- Place of residence: Küsnacht, Switzerland
- Job title: Entrepreneur

Education:

- 1984-1988: Business Administration, University of St. Gallen (St. Gallen, Switzerland)
- 1983-1984: General Studies, Wharton School of the University of Pennsylvania (Philadelphia, PA, USA)

Current activity:

- Mutschler Ventures AG (Baar, Switzerland, not listed), Management and member of the Board of Directors
- Member of various supervisory and administrative boards

Professional career:

- Since 2021: AUTO1 Group SE (Berlin, Germany), Member of the Supervisory Board
- Since 2018: Bergos AG (formerly Bergos Berenberg AG) (Zurich, Switzerland), Member of the Board of Directors
- Since 2015: Mutschler Outlet Holding AG (Zurich, Switzerland), Management and member of the Board of Directors
- Since 2007: Mutschler Ventures AG (Baar, Switzerland), Founding, management and member of the Board of Directors
- Since 1999: MIAG Mutschler Immobilien AG (Zurich, Switzerland), Chairwoman of the Board of Directors
- Since 1999: Founding of own family office with focus on real estate development in Switzerland and the USA
- Since 1996: Real estate development
- 1989-1995: Founding and management of retail company with several locations
- 1988-1989: Südmilch AG (Stuttgart, Germany), Marketing Assistant

Memberships in other statutory supervisory boards:

AUTO1 Group Operations SE (Berlin, Germany) – Member of the Supervisory Board

Memberships in comparable domestic or foreign supervisory bodies of commercial enterprises:

- A & S Beteiligungen AG (Baar, Switzerland, not listed) – Chairwoman of the Board of Directors
- Bergos AG (Zurich, Switzerland, not listed) – Member of the Board of Directors
- AvS – International Trusted Advisors GmbH (Frankfurt am Main, Germany, not listed) – Member of the Advisory Board
- C+H Development Holding AG (Baar, Switzerland, not listed) – Chairwoman of the Board of Directors
- MIAG Mutschler Immobilien AG (Zurich, Switzerland, not listed) – Chairwoman of the Board of Directors
- Mutschler Outlet Holding AG (Zurich, Switzerland, not listed) – Management and member of the Board of Directors
- Mutschler Ventures AG (Baar, Switzerland, not listed) – Management and member of the Board of Directors

- Pan American Finance, LLLP (Miami, FL, USA, not listed) – Member of the Board of Directors
- Premium Property AG (Zurich, Switzerland, not listed) – Management and member of the Board of Directors

Other significant activities in addition to the Supervisory Board mandate:

None

Key areas of competence:

- Management experience regarding an internationally active company
- Ecommerce/Online trading/Trading in motor vehicles
- Marketing and Branding
- Human Resources
- Financial and Capital Markets
- Corporate Governance and Compliance
- ESG/Sustainability with a focus on environmental concerns

Disclosures in accordance with the recommendations of the German Corporate Governance Code (GCGC):

In the opinion of the Supervisory Board, Ms. Sylvie Mutschler-von Specht is to be classified as independent. In the opinion of the Supervisory Board, there are no personal or business relationships of Ms. Mutschler-von Specht with the Company, its Group companies, the executive bodies of the Company or a shareholder with a material interest in the Company that require disclosure in accordance with recommendation C.13 GCGC.

Agenda item 6.3:

Curriculum Vitae and overview of the main activities of Anne Claudia Frese in addition to her Supervisory Board mandate at the Company

Personal data:

- Name: Anne Claudia Frese
- Date of birth: 11 July 1971
- Place of residence: Berlin, Germany
- Job title: Chairwoman of the Management Board of STRATO AG, Berlin, Germany

Education:

1991-1997: Diploma in Regional Studies Latin America (Economics, Politics, History, Romance Studies), University of Cologne (Cologne, Germany) and Humboldt University Berlin (Berlin, Germany)

Current activity:

- Since 2020: STRATO AG (Berlin, Germany, not listed), Chairwoman of the Management Board
- Since 2020: IONOS SE and IONOS Holding SE (both Montabaur, Germany, both not listed), each member of the Management Board

Professional career:

- 2014-2020: MyHammer AG and MyHammer Holding AG (both Berlin, Germany), Chairwoman of the Management Board
- 2013-2014: Freelance Consultant (Berlin, Germany)
- 2009-2013: adviqo AG (Berlin, Germany), Head Online
- 2002-2009: eBay GmbH (Berlin, Germany), various positions:
 - 2008-2009: Head of Consumer Strategy
 - 2007-2008: Head of Consumer Selling
 - 2003-2006: Head of Product Management, Buying
 - 2002-2003: Product Manager, Fixed Price
- 2000-2002: datango AG (Berlin, Germany), Director Product Marketing
- 1998-2000: mediaWays GmbH (Gütersloh, Germany), Marketing Manager

Memberships in other statutory supervisory boards:

None

Memberships in comparable domestic or foreign supervisory bodies of commercial enterprises:

None

Other significant activities in addition to the Supervisory Board mandate:

None

Key areas of competence:

- Management experience regarding an internationally active company
- Ecommerce/Online trading/Trading in motor vehicles
- Marketing and Branding
- Human Resources
- Corporate Governance and Compliance
- Risk management/Controlling/Internal Auditing
- Expertise in the area of Auditing, also within the meaning of sec. 100 para. 5 of the German Stock Corporation Act (AktG)
- ESG/Sustainability, with a focus on environmental concerns

Disclosures in accordance with the recommendations of the German Corporate Governance Code (GCGC):

In the opinion of the Supervisory Board, Ms. Anne Claudia Frese is to be classified as independent. In the opinion of the Supervisory Board, Ms. Frese has no personal or business relationships with the Company, its Group companies, the executive bodies of the Company or a shareholder with a material interest in the Company that require disclosure in accordance with recommendation C.13 GCGC.

Agenda item 6.4:

Curriculum Vitae and overview of Christian Miele's main activities in addition to his Supervisory Board mandate at the Company

Personal data:

- Name: Christian Miele
- Date of birth: 3 May 1987
- Place of residence: Berlin, Germany
- Job title: self-employed entrepreneur

Education:

- 2017-2022: Master of Finance, INSEAD (Singapore, Republic of Singapore; Fontainebleau, France)
- 2007-2010: Bachelor of Arts in International Business – East Asian Management, Cologne Business School (Cologne, Germany)

Current activity:

Since 2015: Headline Management GmbH (Berlin, Germany, not listed), General Partner Europe

Professional career:

- 2019-2023: Federal Association of German Start-Ups (Berlin, Germany), Honorary President
- 2014-2015: Kreditech SSL GmbH (Hamburg, Germany), Senior Vice President and Interim Chief Marketing Officer
- 2012- 2015: Todaytickets GmbH (Berlin, Germany), Founder and Managing Director
- 2011-2012: Rocket Internet AG (Berlin, Germany), Director Global Venture Development
- 2010-2011: Bertelsmann AG (Gütersloh, Germany and New Delhi, India), Executive Assistant

Memberships in other statutory supervisory boards:

None

Memberships in comparable domestic or foreign supervisory bodies of commercial enterprises:

None

Other significant activities in addition to the Supervisory Board mandate:

None

Key areas of competence:

- Ecommerce/Online trading/Trading in motor vehicles
- Marketing and Branding
- Human Resources
- Financial and Capital Markets
- Corporate Governance and Compliance
- Expertise in the areas of Accounting and Financial Reporting, also within the meaning of sec. 100 para. 5 of the German Stock Corporation Act (AktG)
- Expertise in the area of Auditing, also within the meaning of sec. 100 para. 5 of the German Stock Corporation Act (AktG)

Disclosures in accordance with the recommendations of the German Corporate Governance Code (GCGC):

In the opinion of the Supervisory Board, Mr. Christian Miele is to be classified as independent. In the opinion of the Supervisory Board, there are no personal or business relationships between Mr. Miele and the Company, its Group companies, the executive bodies of the Company or a shareholder with a material interest in the Company that require disclosure in accordance with recommendation C.13 GCGC.

III. Further information on the convocation

1. Agenda documents

From the date on which the Annual General Meeting is convened, in particular the following documents will be published on the Company's website at

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

- the invitation to the Annual General Meeting, including the Remuneration Report for the 2023 financial year;
- the adopted annual financial statements and the approved consolidated financial statements of AUTO1 Group SE and the combined management and Group management report for AUTO1 Group SE, including the notes to the disclosures pursuant to sections 289a, 315a of the German Commercial Code and the report of the Supervisory Board, each for the financial year 2023;
- the CVs of the persons proposed for election to the Supervisory Board;
- the 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;
- the report of the Management Board on agenda item 7 on the reasons for the exclusion of shareholders' preemptive rights and the authorization to exclude shareholders' preemptive rights when issuing new shares under the new Authorized Capital 2024/I to be created;
- the report of the Management Board to the Annual General Meeting on the use of treasury shares; and
- the report of the Management Board on agenda item 8 on the reasons for excluding shareholders' preemptive rights when selling and using treasury shares.

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

2. Total number of shares and voting rights

The Company's share capital amounted to EUR 216,657,501.00 at the time of the announcement of the convening of the Annual General Meeting in the Federal Gazette and is divided into a total of 216,657,501 no-par value bearer shares. Each share grants one vote at the Annual General Meeting. The total number of voting rights therefore corresponds to the total number of shares and amounts to 216,657,501 at the time of the announcement of the convening of the Annual General Meeting in the Federal Gazette.

In accordance with section 71b of the German Stock Corporation Act, the Company has no voting rights from treasury shares held directly or indirectly. At the time of the announcement of the convening of the Annual General Meeting in the Federal Gazette, the Company holds 768,925 treasury shares. No rights can be exercised at the Annual General Meeting from these treasury shares.

3. Virtual Annual General Meeting; InvestorPortal

On the basis of section 118a (1) sentence 1 of the German Stock Corporation Act in conjunction with Section 14a of the Company's Articles of Association, the Company's Management Board has decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. Shareholders and their proxies (with the exception of the proxies appointed by the Company) therefore have no right or opportunity to be present at the venue of the Annual General Meeting.

The Company has set up an Internet-based, password-protected Annual General Meeting and voting system (**InvestorPortal**) for the virtual Annual General Meeting. The InvestorPortal enables shareholders entitled to attend and their proxies to participate in the virtual Annual General Meeting by means of electronic connection and the exercise of meeting-related shareholder rights by means of electronic communication.

The InvestorPortal can be accessed via a link on the Company's website at

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

and is expected to be activated from 16 May 2024.

Shareholders entitled to attend and their proxies have the opportunity to connect to the Annual General Meeting electronically via the InvestorPortal and follow the entire Annual General Meeting live in audio and video and to exercise their shareholder rights in accordance with the following provisions. Shareholders entitled to attend and their proxies can use the InvestorPortal, among other things, to exercise their

voting rights, exercise their right to speak and request information, raise objections for the record and submit statements prior to the meeting.

The access data required to use the InvestorPortal will be sent to shareholders or their proxies once the requirements for participation in the Annual General Meeting have been met.

4. Requirements for attending the virtual Annual General Meeting and exercising voting rights

Shareholders who wish 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 (section 126b of the German Civil Code) and must be in German or English.

Shareholders must also provide evidence of their entitlement to participate in the virtual Annual General Meeting. Proof of entitlement to participate in the virtual Annual General Meeting and thus to exercise voting rights must be provided by means of proof of share ownership in accordance with section 67c (3) of the German Stock Corporation Act. The proof must refer to the close of business of the 22nd day before the Annual General Meeting (record date), *i.e.* Wednesday, 15 May 2024, 24:00 hours.

The registration and the additionally required proof of entitlement to participate in the Annual General Meeting must be received by AUTO1 Group SE no later than Thursday, 30 May 2024, 24:00 hours, at one of the contact options below:

AUTO1 Group SE
c/o Computershare Operations Center
80249 Munich, Germany
or by e-mail: anmeldestelle@computershare.de

Once the above requirements for participation have been met, shareholders entitled to attend will receive registration confirmations on which the number of their votes is listed and the necessary access data for the InvestorPortal is printed. In order to ensure timely receipt of the registration confirmation with the access data for the InvestorPortal, we ask shareholders to ensure that the registration and the separate proof of share ownership are sent to the registration office at one of the aforementioned contact options in good time.

5. Significance of the record date

In relation to the Company, only those who have provided proof of share ownership in accordance with the requirements in Section III.4. are considered shareholders for the purposes of attending the Annual General Meeting and exercising voting rights. The entitlement to attend the Annual General Meeting and the scope of voting rights are therefore based exclusively on the shareholding on the record date specified therein. The record date or registration for the Annual General Meeting is

not associated with a block on the sale of shares. Shareholders can therefore freely dispose of their shares even 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 Annual General Meeting and the scope of voting rights. The same applies to the acquisition or additional acquisition of shares after the record date. Persons who only acquire shares in the Company after the record date are therefore not entitled to attend or vote at the Annual General Meeting in respect of these shares in their own right. The record date has no significance for any dividend entitlement.

6. Voting by electronic postal vote

Shareholders entitled to attend and their proxies may cast their votes by means of electronic communication (**electronic postal vote**), even without attending the Annual General Meeting.

Electronic postal votes and, if applicable, their amendment or revocation can be submitted to the Company exclusively via the InvestorPortal at the Internet address

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

and must be received by the Company no later than the time announced by the Chairman of the meeting for the respective vote at the virtual Annual General Meeting on the day of the virtual Annual General Meeting (6 June 2024). The access data for the InvestorPortal is printed on the registration confirmation, which will be sent to shareholders entitled to attend or their proxies after registration has been completed. Electronic postal vote therefore also requires proper registration for the Annual General Meeting, including proof of share ownership (see above in Section III.4. *Requirements for attending the virtual Annual General Meeting and exercising voting rights*).

Please note that no other means of communication are available for postal vote, in particular no sending of postal votes by post.

7. Procedure for voting by proxies appointed by the Company

In order to exercise voting rights at the virtual Annual General Meeting, the Company also offers shareholders entitled to attend and their proxies the option of authorizing proxies appointed by the Company who are bound by instructions.

The proxies appointed by the Company must be given binding instructions for exercising voting rights in the power of attorney; they are obliged to vote in accordance with the instructions given to them and cannot exercise the voting rights at their own discretion. In the absence of explicit and unambiguous instructions to the proxies appointed by the Company, the proxies appointed by the Company will abstain from voting. Representation by proxies appointed by the Company is limited to the exercise of voting rights in accordance with instructions; the proxies appointed

by the Company do not accept instructions to exercise other shareholder rights, in particular to submit motions or questions or to raise objections. Power of attorney and instructions to the proxies appointed by the Company must be issued in text form (section 126b of the German Civil Code).

Power of attorney and instructions to the proxies appointed by the Company as well as any amendment and revocation of the power of attorney and instructions issued must be received by the Company as follows:

- either, by Wednesday, 5 June 2024, 24:00 hours (receipt by the Company is decisive) at the latest, at one of the following contact options, to which, in particular, electronic transmission by e-mail is also possible:

AUTO1 Group SE
c/o Computershare Operations Center
80249 Munich, Germany
or by e-mail: anmeldestelle@computershare.de

- or, from the activation of the InvestorPortal until the time announced by the Chairman of the meeting for the respective vote at the virtual Annual General Meeting on Thursday, 6 June 2024 at the latest, via the InvestorPortal at

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

The access data for the InvestorPortal as well as a form for granting power of attorney and issuing instructions to the proxies appointed by the Company will be sent to the shareholders entitled to attend or their proxies after registration as part of the registration confirmation; a form for granting power of attorney and issuing instructions is also available on the Internet at

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

The exercise of voting rights by proxies appointed by the Company also requires proper registration for the Annual General Meeting, including proof of share ownership (see above in Section III.4. *Requirements for attending the virtual Annual General Meeting and exercising voting rights*).

8. Procedure for voting by other proxies

Shareholders entitled to attend the Annual General Meeting also have the option of authorizing another proxy, including a bank or other intermediary or an association of shareholders, to exercise their voting rights and any other rights relating to the Annual General Meeting on their behalf.

As it is not possible for such proxies to physically attend the Annual General Meeting due to the fact that it is being held as a virtual Annual General Meeting, these proxies can only exercise their voting rights at the Annual General Meeting by means of

electronic communication via electronic postal vote or by (sub-)authorizing the proxies appointed by the Company. The exercise of rights by a proxy by means of electronic communication via the InvestorPortal requires that the proxy receives the access data sent with the registration confirmation from the authorizing party, unless the access data was sent directly to the proxy.

In the absence of a deviating provision in the Articles of Association, the statutory provisions apply to the power of attorney. The granting of the power of attorney, its revocation and proof of authorization to the Company must therefore be in text form (section 126b of the German Civil Code) if neither a bank or other intermediary, nor an association of shareholders, a voting rights advisor or another person or association of persons equivalent to an intermediary pursuant to section 135 (8) of the German Stock Corporation Act is authorized.

When authorizing a bank or other intermediary, an association of shareholders, a voting rights advisor or another person or association of persons equivalent to an intermediary pursuant to section 135 (8) of the German Stock Corporation Act, the special statutory provisions of section 135 of the German Stock Corporation Act apply, which require, among other things, that the power of attorney must be verifiably recorded, but do not contain a text form requirement. However, the relevant proxy recipients may stipulate their own formal requirements; details should be obtained from the respective proxy recipient if necessary.

Forms that can be used to grant power of attorney will be sent to shareholders entitled to attend or their proxies after registration as part of the registration confirmation and are also available on the Internet at

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

The exercise of voting rights by proxies therefore also requires proper registration for the Annual General Meeting, including proof of share ownership (see above in Section III.4. *Requirements for attending the virtual Annual General Meeting and exercising voting rights*).

The power of attorney may be granted, amended and revoked both by declaration to the Company and by declaration to the proxy. The following contact options are available for granting, amending and revoking the power of attorney by declaration to the Company and for submitting proof of a power of attorney declared to the proxy or its revocation, to which, in particular, electronic transmission by e-mail is also possible:

AUTO1 Group SE
c/o Computershare Operations Center
80249 Munich, Germany
or by e-mail: anmeldestelle@computershare.de

The declaration or proof must be received by the Company at the aforementioned address by Wednesday, 5 June 2024, 24:00 hours (receipt by the Company is decisive) at the latest.

The granting of a power of attorney by declaration to the Company (with the exception of the granting of a power of attorney to a bank or other intermediary, an association of shareholders, a voting rights advisor or another person or association of persons equivalent to an intermediary pursuant to section 135 (8) of the German Stock Corporation Act) as well as its amendment and revocation can also be made via the InvestorPortal at

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

from the time of its activation until the time announced by the Chairman of the meeting for the respective vote at the virtual Annual General Meeting on Thursday, 6 June 2024, at the latest.

9. Supplementary regulations on the exercise of voting rights

If the Company receives different declarations regarding the exercise of voting rights or the granting, amendment or revocation of powers of attorney and instructions for the same shareholding by different means of transmission, only the last declaration submitted will be taken into account. If it is not clear to the Company which of the declarations was submitted last, these declarations will be considered in the following order: (1) via the InvestorPortal, (2) by e-mail, (3) by letter.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, an instruction to exercise the voting right previously issued to the proxies appointed by the Company on this agenda item as a whole or a vote cast on this agenda item as a whole by electronic postal vote shall also be deemed to be a corresponding instruction or corresponding vote for each item of the associated individual vote, unless it is amended or revoked.

10. Further information on voting

The planned votes on agenda items 2 to 4 and on agenda items 6 to 8 (inclusive) are binding, while the planned vote on agenda item 5 is of a recommendatory nature within the meaning of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212. It is possible to vote yes (in favor), no (against) or abstain in each case.

If voting rights are exercised by means of electronic postal vote, 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 legal requirements, voters can request confirmation from the Company within one month of the day of the Annual General Meeting as to whether and how their vote was counted. The confirmations can be downloaded by the voters

from the InvestorPortal from the day after the Annual General Meeting at the latest, *i.e.* from 7 June 2024.

11. Shareholders' rights pursuant to section 122 (2) of the German Stock Corporation Act in conjunction with Art. 56 sentence 2 and sentence 3 SE Regulation and section 50 (2) of the German SE Implementation Act, section 126 (1) and (4), 127, 130a and 131 of the German Stock Corporation Act

Shareholders' right to add items to the agenda pursuant to section 122 (2) of the German Stock Corporation Act in conjunction with Art. 56 sentences 2 and 3 SE Regulation and section 50 (2) of the German SE Implementation Act

Shareholders whose shares together account for 5 % of the share capital or a proportionate amount of the share capital of AUTO1 Group SE of EUR 500,000.00 (this corresponds to 500,000 no-par value shares) may request that items be placed on the agenda and announced. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing (section 126 of the German Civil Code) to the Management Board of AUTO1 Group SE and must be received by the Company no later than Monday, 6 May 2024, 24:00 hours. Requests should be sent to the following address:

AUTO1 Group SE
- Management Board -
Bergmannstrasse 72
10961 Berlin, Germany

Additions to the agenda that are to be announced – insofar as they have not already been announced with the convening notice – are announced immediately after receipt of the request in the same way as the convening notice.

Countermotions and election proposals from shareholders in accordance with sections 126 (1) and (4), 127 of the German Stock Corporation Act

Every shareholder has the right to submit to the Company countermotions to proposals by the Management Board and/or Supervisory Board on specific items on the agenda as well as proposals for the election of members of the Supervisory Board and/or auditors provided for in the agenda. Countermotions and election proposals can be sent to the Company prior to the Annual General Meeting using one of the following contact options:

AUTO1 Group SE
- Investor Relations -
Bergmannstrasse 72
10961 Berlin, Germany
or by e-mail: ir@auto1-group.com

Countermotions and election proposals received by the Company no later than Wednesday, 22 May 2024, 24:00 hours, at one of the above contact options, including the name of the shareholder and any reasons as well as any statements by the management of the Company, will be published immediately on the Company's website at

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

Countermotions and election proposals addressed elsewhere will not be made accessible. Furthermore, the Company may also refrain from making them accessible in whole or in part or summarize countermotions or election proposals and the reasons for them under certain other conditions set out in more detail in sections 126 and 127 of the German Stock Corporation Act.

In accordance with section 126 (4) sentence 1 of the German Stock Corporation Act, motions or election proposals by shareholders that must be made accessible in accordance with sections 126 or 127 of the German Stock Corporation Act are deemed to have been submitted at the time they are made accessible. This applies accordingly to motions on agenda items that are subsequently added to the agenda by separate announcement on the basis of the shareholders' right to add items to the agenda pursuant to section 122 (2) of the German Stock Corporation Act. The voting right on such motions or election proposals can be exercised as soon as the above-mentioned requirements for exercising the voting right are met (see the explanations above in Section III.4. *Requirements for attending the virtual Annual General Meeting and exercising voting rights*). If the shareholder who has submitted the motion or election proposal is not duly authorized and registered for the Annual General Meeting, the motion does not have to be dealt with at the virtual Annual General Meeting.

Countermotions and election proposals can also be made during the virtual Annual General Meeting as part of the speech by means of video communication, even without prior transmission to the Company (see the explanations below in the section on *the right to speak pursuant to section 130a (5) and (6) of the German Stock Corporation Act*).

Submission of statements in accordance with section 130a (1) to (4) of the German Stock Corporation Act

Shareholders who have duly registered for the virtual Annual General Meeting or their proxies have the right to submit statements on agenda items by means of electronic communication prior to the Annual General Meeting (section 130a (1) to (4) of the German Stock Corporation Act).

Statements must be submitted in text form (section 126b of the German Civil Code) no later than five days before the virtual Annual General Meeting, *i.e.* by Friday,

31 May 2024, 24:00 hours (receipt by the Company is decisive). Submissions are made electronically via the InvestorPortal at

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

in such a way that an e-mail is automatically created and sent by linking. A statement may contain a maximum of 20,000 characters (including spaces).

The Company will publish statements that meet the above requirements, are submitted in German or English and must be made accessible in accordance with the statutory provisions, no later than four days before the virtual Annual General Meeting, *i.e.* by Saturday, 1 June 2024, 24:00 hours, stating the name of the submitting shareholder or his/her proxy on the InvestorPortal at

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

Any statements by the management of the Company will also be published in the InvestorPortal.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance in accordance with section 131 (1a) of the German Stock Corporation Act. Any questions, motions, election proposals and objections to resolutions of the Annual General Meeting contained in statements will not be considered in the virtual Annual General Meeting. These must be submitted separately and exclusively via the channels and in the form described in this convocation.

Right to speak pursuant to section 130a (5) and (6) of the German Stock Corporation Act

Shareholders or their proxies who are connected electronically to the virtual Annual General Meeting have the right to speak at the virtual Annual General Meeting by means of video communication. Motions and election proposals pursuant to section 118a (1) sentence 2 no. 3 of the German Stock Corporation Act and all types of requests for information pursuant to section 131 of the German Stock Corporation Act may form part of the speech contribution.

On the day of the Annual General Meeting, from 9.30 a.m., *i.e.* half an hour before the start of the Annual General Meeting, a virtual request to speak table will be maintained in the InvestorPortal at

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

which shareholders or their proxies can use to register their speech contribution. A camera and a microphone that can be accessed from the browser must be available on the internet-enabled devices for speech contributions. The Chairman of the

meeting will explain the procedure for requesting and giving the floor in the virtual Annual General Meeting in more detail.

In accordance with section 130a (6) of the German Stock Corporation Act, the Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and before the speech contribution and to reject it if the functionality is not ensured.

The Chairman of the meeting is authorized, in accordance with Section 16 (3) of the Company's Articles of Association, to impose reasonable time limits on the right to speak.

Right to information pursuant to section 131 of the German Stock Corporation Act

Pursuant to section 131 (1) of the German Stock Corporation Act, shareholders or their proxies may request information from the Management Board on Company matters at the Annual General Meeting, insofar as the information is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company as well as the situation of the Group and the companies included in the consolidated financial statements.

Shareholders or their proxies have the right to ask questions at the virtual Annual General Meeting about all answers given by the Management Board in accordance with section 131 (1d) of the German Stock Corporation Act.

The Management Board may refuse to provide information under certain conditions set out in more detail in section 131 (3) of the German Stock Corporation Act. Furthermore, the Chairman of the meeting is authorized, in accordance with Section 16 (3) of the Company's Articles of Association, to impose reasonable time limits on the right to speak and ask questions.

The right to information in accordance with section 131 of the German Stock Corporation Act can only be exercised in the virtual Annual General Meeting by means of video communication via the InvestorPortal, provided that the Chairman of the meeting determines this accordingly in accordance with section 131 (1f) of the German Stock Corporation Act. It is intended that such a determination will be made by the Chairman of the meeting in the virtual Annual General Meeting.

Submitting questions in advance of the virtual Annual General Meeting is not intended.

Objection to resolutions of the Annual General Meeting pursuant to section 118a (1) sentence 2 no. 8 of the German Stock Corporation Act in conjunction with section 245 of the German Stock Corporation Act

Duly registered shareholders or their proxies who are connected electronically to the virtual Annual General Meeting have the right to object to resolutions of the Annual General Meeting by means of electronic communication (section 118a (1) sentence 2 no. 8 of the German Stock Corporation Act in conjunction with section 245 of the German Stock Corporation Act). The declaration of objection can be made via the InvestorPortal at

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

from the beginning to the end of the virtual Annual General Meeting. The notary has authorized the Company to accept objections via the InvestorPortal and receives the objections via this portal.

12. Publications on the Company's website

Further information on the rights of shareholders in accordance with section 22 (2) of the German Stock Corporation Act in conjunction with Art. 56 sentence 2 and sentence 3 SE Regulation and section 50 (2) of the German SE Implementation Act, sections 126 (1) and (4), 127, 130a and 131 of the German Stock Corporation Act as well as the convening of the Annual General Meeting and further information in accordance with section 124a of the German Stock Corporation Act can be found on the Company's website at

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

All documents required by law to be made available to the Annual General Meeting will also be available 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 postal vote as well as on granting power of attorney and issuing instructions to the proxies appointed by the Company and on granting power of attorney to other proxies can be found in the information printed on the registration confirmation that is sent to shareholders entitled to attend or their proxies after the participation requirements have been met, and is also available via the InvestorPortal on the following website of the Company:

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

13. Shareholder hotline

If shareholders and intermediaries have general questions about the course of the Company's virtual Annual General Meeting, they can send an e-mail to

anmeldestelle@computershare.de.

They can also call the shareholder hotline on +49 89 30903 6330 from Monday to Friday (excluding public holidays) between 9:00 am and 5:00 pm.

14. Data subject information under data protection law for shareholders and their proxies in connection with the virtual Annual General Meeting

AUTO1 Group SE collects and processes personal data on the basis of the applicable data protection regulations in order to enable shareholders and/or their proxies to exercise their rights in the context of the virtual Annual General Meeting and to comply with other legal requirements to which it is subject in connection with the Annual General Meeting. The Company processes personal data as the controller in compliance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation – "GDPR") and all other relevant laws.

Details on the handling of personal data and the rights of shareholders and/or their proxies under the GDPR can be found on the Company's website at

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

15. Time information

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

Berlin, April 2024

AUTO1 Group SE
The Management Board