



NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE THE IMPORTANT DISCLAIMER AT THE END OF THIS RELEASE.

Disclosure of an inside information acc. to Article 17 MAR of the Regulation (EU) No 596/2014

AUTO1 Group sets final offer price at €38.00 per share

Berlin, 2 February 2021 – AUTO1 Group SE (the “Company” and, together with its consolidated subsidiaries, “AUTO1 Group”), has set the final offer price for its initial public offering (the “Offering”) at €38.00 per share, which is at the top of the price range. Trading in the Company’s shares on the regulated market (Prime Standard) of the Frankfurt Stock Exchange is expected to commence on 4 February 2021 under the trading symbol AG1 and the ISIN DE000A2LQ884.

A total of 26,315,790 newly issued bearer shares with no par value (Stückaktien) were placed as part of the Offering to reach the target gross proceeds of approximately €1bn. In addition, 15,625,000 existing bearer shares from pre-IPO shareholders and 6,291,118 over-allotment shares were allocated.

Based on the final offer price, the Company’s total market capitalization amounts to approximately €7.9 bn (after the issuance of further new shares to certain holders of a convertible loan). 23.2% of the Company’s share capital (post-IPO and assuming full exercise of the greenshoe option) was placed in connection with the offering.

Investor Relations

Philip Reicherstorfer
Director Corporate Finance
Tel: +49 (0)30 - 2016 38 213
ir@auto1-group.com

AUTO1 Group SE | Bergmannstrasse 72 | 10961 Berlin | Germany

DISCLAIMER

This release is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada or Japan. It does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States, Australia, Canada or Japan. The shares mentioned herein have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “Securities Act”). The shares may not be offered or sold in the United States, except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of shares of AUTO1 Group SE (the “Company”) in the United States.

This publication constitutes neither an offer to sell nor a solicitation to buy shares of the Company. A public offer in Germany is being made solely by the means of, and based on, the published securities prospectus (including any supplements thereto, if any). An investment decision regarding the publicly offered shares of the Company should only be made on the basis of the securities prospectus. The securities prospectus is available free of charge on the website of AUTO1 Group www.auto1-group.com under the investor relations section.

In the United Kingdom, this release may only be distributed to, and is only directed at, persons who are “qualified investors” within the meaning of Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, and who are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”), or (ii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as “Relevant Persons”). This release is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity in shares of the Company is available only to Relevant Persons and will be engaged in only with Relevant Persons.

In connection with the placement of the shares in the Company, Goldman Sachs, acting for the account of the underwriters, will act as stabilization manager (the “Stabilization Manager”) and may, as Stabilization Manager, make over-allotments and take stabilization measures in accordance with Article 5(4) and (5) of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse in conjunction with Articles 5 through 8 of Commission Delegated Regulation (EU) 2016/1052) of March 8, 2016. Stabilization measures aim at supporting the market price of the shares of the Company during the stabilization period, such period starting on the date the Company’s shares commence trading on the regulated market (Prime Standard) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse), expected to be February 4, 2021, and ending no later than 30 calendar days thereafter (the “Stabilization Period”). Stabilization transactions may result in a market price that is higher than would otherwise prevail. The Stabilization Manager is, however, under no obligation to take any stabilization measures. Therefore, stabilization may not necessarily occur, and it may cease at any time. Stabilization measures may be undertaken at the following trading venues: Frankfurt Stock Exchange, Xetra, BATS Europe, Berlin Stock Exchange, Chi-X Exchange, Dusseldorf Stock Exchange, Equiduct MTF, Eurocac Stock Exchange, Hamburg Stock Exchange, Hanover Stock Exchange, IBIS, Munich Stock Exchange, Stuttgart Stock Exchange, Turquoise MTF, VirtX Exchange.

In connection with such stabilization measures, investors may be allocated additional shares of the Company of up to 15% of the new shares and existing shares sold in the offering (the “Over-Allotment Shares”). The selling shareholders have granted the Stabilization Manager, acting for the account of the underwriters, an option to acquire up to 6,291,118 shares of the Company at the offer price, less agreed commissions (the “Greenshoe Option”). To the extent Over-Allotment Shares were allocated to investors in the offering, the Stabilization Manager, acting for the account of the underwriters, is entitled to exercise this option during the Stabilization Period, even if such exercise follows any sale of shares by the Stabilization Manager which the Stabilization Manager had previously acquired as part of stabilization measures (so-called refreshing the shoe).

This release contains forward-looking statements. These statements are based on the current views,

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN THE UNITED STATES, AUSTRALIA,
CANADA OR JAPAN.

expectations, assumptions and information of the management of the Company. Forward-looking statements should not be construed as a promise of future results and developments and involve known and unknown risks and uncertainties. Various factors could cause actual future results, performance or events to differ materially from those described in these statements, and neither the Company nor any other person accepts any responsibility for the accuracy of the opinions expressed in this release or the underlying assumptions. The Company does not assume any obligations to update any forward-looking statements. Moreover, it should be noted that all forward looking statements only speak as of the date of this release and that neither the Company nor BNP PARIBAS (“BNP PARIBAS”), Citigroup Global Markets Europe AG (“Citigroup”), Goldman Sachs Bank Europe SE (“Goldman Sachs”), Deutsche Bank Aktiengesellschaft (“Deutsche Bank”), Barclays Bank Ireland PLC (“Barclays”), HSBC Trinkaus & Burkhardt AG (“HSBC”), Numis Securities Limited (“Numis Securities Limited”), RBC Capital Markets (Europe) GmbH (“RBC Capital Markets”), Crédit Agricole Corporate and Investment Bank (“Crédit Agricole Corporate and Investment Bank”), COMMERZBANK Aktiengesellschaft (“COMMERZBANK”), Mizuho Securities Europe GmbH (“Mizuho Securities”) and Wells Fargo Securities, LLC (“Wells Fargo Securities”) (together, the “Underwriters”) assume any obligation, except as required by law, to update any forward looking statement or to conform any such statement to actual events or developments.

Each of the Company and the Underwriters and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this release, whether as a result of new information, future developments or otherwise.

Certain sources of market data included in this release were prepared before the renewed outbreak of the COVID-19 pandemic and have not been updated for the potential effects of the ensuing developments. The Company and the Underwriters are not able to determine whether the third parties who have prepared such sources will revise their estimates and projections due to the potential further impact of COVID-19 on future market developments.

The Underwriters are acting exclusively for the Company and the selling shareholders and no-one else in connection with the planned offering of shares of the Company (the “Offering”). They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company and the selling shareholders for providing the protections afforded to its clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering, the Underwriters and their respective affiliates may take up a portion of the shares offered in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in the international offering memorandum, once published, to the shares being offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or acquisition, placing or dealing by, the Underwriters and their respective affiliates acting in such capacity. In addition, the Underwriters and their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Underwriters and their respective affiliates may from time to time acquire, hold or dispose of shares of the Company. The Underwriters do not intend to disclose the extent of any such investment or transactions, other than in accordance with any legal or regulatory obligations to do so.

None of the Underwriters or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this release (or whether any information has been omitted from the release) or any other information relating to the Company, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, or for any loss howsoever arising from any use of this release or its contents or otherwise arising in connection therewith.