

# WESTWING

ANNUAL GENERAL MEETING ON MAY 16, 2023

## VOTING PROXY FORM

This form does not replace proper registration for the Annual General Meeting.

Please note the information on participation in the virtual Annual General Meeting and on the exercise of voting rights.

### Proxy issuer

\_\_\_\_\_  
surname or company name\*

\_\_\_\_\_  
first name\*

\_\_\_\_\_  
postcode/place\*

\_\_\_\_\_  
number of shares\*

voting card No.\*

\*Required fields (please copy the information from the voting card for the Annual General Meeting sent to you after proper registration)

### PROXY AND INSTRUCTIONS TO THE PROXIES

I/We authorize the proxies appointed by Westwing Group SE, Mrs Jutta Blum and Mr Dietmar Franz, both employees of HVBEST Event-Service GmbH, each acting individually, with the right to grant sub-proxies, including with disclosure of my/our name in the list of attendees, to exercise or cause to be exercised on my/our behalf my/our voting rights in the Annual General Meeting of Westwing Group SE on May 16, 2023 in the manner specified on the following page under "Instructions to the proxies appointed by the Company".

I/We hereby confirm that I/we have read the instructions on granting proxy and issuing instructions to the proxies appointed by the Company and accept the terms and conditions of proxy representation set out therein.

\_\_\_\_\_  
place, date

\_\_\_\_\_  
Signature/person issuing the declaration in accordance with section 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB)

### POWER OF ATTORNEY TO A THIRD PARTY

I/We hereby authorise Mr./Ms./Mrs.

\_\_\_\_\_  
surname or company name\*

\_\_\_\_\_  
first name\*

\_\_\_\_\_  
postcode/place\*

with the right to grant sub-proxies, including with disclosure of my/our name in the list of attendees, to exercise or cause to be exercised on my/our behalf all of my/our meeting-related rights as shareholders – including in particular my/our voting rights – in respect of the Annual General Meeting of Westwing Group SE on May 16, 2023. The granting of proxy includes the revocation of any other proxy granted. It also includes the exercise of all meeting-related rights, including the granting of sub-proxy. The proxy holder is also authorized to represent other shareholders in addition to myself/ourselves in the Annual General Meeting and/or also to exercise shareholder's rights arising from shares held by the proxy holder.

\_\_\_\_\_  
place, date

\_\_\_\_\_  
Signature/person issuing the declaration in accordance with section 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB)

# WESTWING

## INSTRUCTIONS TO THE PROXIES APPOINTED BY THE COMPANY

Instructions relate to the proposals by the Management Board and/or Supervisory Board as published in the federal gazette.

Agenda item	Yes	No	Abst.
2. Resolution on discharge of the members of the Management Board for the fiscal year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on discharge of the members of the Supervisory Board for the fiscal year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the appointment of the auditor for the audit of the annual financial statements and consolidated financial statements and for any audit review of the condensed financial statements and the interim management report, as well as for any audit review of additional interim financial information	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the approval of the remuneration report for the fiscal year 2022 prepared and audited in accordance with section 162 German Stock Corporation Act (AktG)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the approval of an adjustment of the remuneration system for the members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Elections to the Supervisory Board			
a. Mr. Christoph Barchewitz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Ms. Dr. Antonella Mei-Pochtler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Mr. Michael Hoffmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Ms. Mareike Wächter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Ms. Susanne Samwer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on an amendment to the Articles of Association to create an authorization for the holding of virtual general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the cancellation of an authorization of the Management Board to issue convertible bonds, options, profit rights and/or profit bonds (respectively a combination of these instruments) with the simultaneous granting of a new authorization to issue convertible bonds options, profit rights and/or profit bonds (respectively combination of these instruments) with the option to exclude subscription rights, as well as the cancellation of the Conditional Capital 2018 and creation of a new conditional capital (Conditional Capital 2023) and the corresponding amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution on cancellation of the Authorized Capital 2018/VI and creation of a new Authorized Capital 2023/I with the authorization to exclude the subscription rights and the corresponding amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## **INFORMATION ON GRANTING POWER OF ATTORNEY AND ISSUING INSTRUCTIONS TO THE PROXIES APPOINTED BY THE COMPANY**

To exercise your voting rights, you can authorize the proxies appointed by the Company and bound by instructions, Ms. Jutta Blum and Mr. Dietmar Franz, both employees of HVBEST Event-Service GmbH, each individually.

The proxies appointed by the Company exercise voting rights exclusively on the basis of the instructions given by the shareholders and have the right to grant sub-proxy. The proxy to the proxies appointed by the company, as well as the issuing of instructions, must be in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)). Unless explicit or contradictory or unclear instructions have been issued, the proxies appointed by the Company will abstain from voting on the corresponding resolutions; this always applies to other applications. If an individual vote is carried out on an agenda item without this having been communicated in advance of the Annual General Meeting, an instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote. The proxies appointed by the Company do not accept requests to speak, to ask questions or motions or to object to resolutions of the Annual General Meeting either in the run-up to the Annual General Meeting or during the Annual General Meeting. Even in the case of shareholder representation, the timely registration of a shareholder and timely proof of shareholding as described in the invitation of the Annual General Meeting published in the Federal Gazette (*Bundesanzeiger*) are required.

Send your completed form together with the admission ticket or stating your admission card number by 15 May 2023, 24:00 (CEST) to one of the following contact options: by post to: Westwing Group SE c/o HVBEST Event-Service GmbH, Mainzer Straße 180, 66121 Saarbrücken or by e-mail to: westwing-hv2023@hvbest.de

### **Voting by other proxies**

Shareholders may also have their voting rights represented at the Annual General Meeting by a proxy, e.g. an intermediary, a shareholders' association, a proxy advisor or another person of their choice. If the shareholder appoints more than one proxy, the company may reject one or more of them. Even in the case of shareholder representation, the timely registration of a shareholder and timely proof of shareholding as described in the invitation of the Annual General Meeting published in the Federal Gazette (*Bundesanzeiger*) are required.

The granting of the proxy, its revocation and the proof of the authorization vis-à-vis the Company must be in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)).

If an intermediary within the meaning of Section 67a (4) Stock Corporation Act (*Aktiengesetz*), a shareholders' association, a proxy advisor or any other person within the meaning of Section 135 (8) Stock Corporation Act (*Aktiengesetz*) is authorized, deviating regulations may apply, which must be obtained from them in each case. However, a violation of these and certain other requirements specified in Section 135 Stock Corporation Act (*Aktiengesetz*) for the authorization of an intermediary within the meaning of Section 67a (4) Stock Corporation Act (*Aktiengesetz*), a shareholders' association, a proxy advisor or any other person within the meaning of Section 135 (8) Stock Corporation Act (*Aktiengesetz*) does not affect the effectiveness of voting pursuant to Section 135 (7) Stock Corporation Act (*Aktiengesetz*). Proof of a proxy may be provided by the proxy presenting the proxy at access control on the day of the Annual General Meeting. It can also be sent to the Company at the following address or e-mail address, for organizational reasons it must be received by May 15, 2023, 24:00 hours (CEST): by post to: Westwing Group SE c/o HVBEST Event-Service GmbH, Mainzer Straße 180, 66121 Saarbrücken or by e-mail to: westwing-hv2023@hvbest.de

### **Further note:**

If different declarations are received by different means of transmission and it is not clear which was last made, these will be taken into account in the following order: 1. by e-mail, 2. in paper form.

### **Please also note the information in the notice convening the Annual General Meeting.**

If you have any questions, please do not hesitate to contact our Annual General Meeting hotline at +49 681 92629-99, Mondays to Fridays (other than public holidays) from 09:00 to 17:00 hrs (CEST).