

WESTWING

Westwing Group SE

Berlin

ISIN DE000A2N4H07 / WKN A2N4H0

Invitation to the Annual General Meeting 2022

(Virtual Annual General Meeting)

The shareholders of our Company are hereby invited to the Annual General Meeting of Westwing Group SE (also referred to below as the "**Company**"), taking place on

Wednesday, May 18, 2022,

at 9:00 a.m. (CEST).

The Annual General Meeting will take place exclusively as a virtual annual general meeting without the physical presence of the shareholders and their proxies (with the exception of the voting proxies appointed by the Company). The place of the meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz, AktG*) is the Company's business premises at Moosacher Straße 84, 80809 Munich.

The Annual General Meeting will be broadcast live with video and audio transmission for those of our shareholders and their proxies who have registered on the password-protected AGM Portal on the Company's website at

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

The shareholders and their proxies will cast their votes exclusively by Electronic Postal Vote or by granting power of attorney to the voting proxies nominated by the Company. More detailed explanations can be found below under part III.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board as of December 31, 2021, the combined management report for the Company and the Group for the 2021 fiscal year, the report of the Supervisory Board for the 2021 fiscal year and the explanatory report of the Management Board on the disclosures pursuant to sections 289a and 315a German Commercial Code (*Handelsgesetzbuch, HGB*) in the version applicable to the 2021 fiscal year**

The above documents will be available on the internet from the time the Annual General Meeting is convened and also during the Annual General Meeting at

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

They will also be explained in more detail during the Annual General Meeting.

The Supervisory Board has approved the annual financial statements prepared by the Management Board and the consolidated financial statements. The annual financial statements have therefore been adopted in accordance with section 172 German Stock Corporation Act (*AktG*). Therefore, a resolution by the Annual General Meeting regarding this agenda item 1 is not required.

- 2. Resolution on discharge of the members of the Management Board for the 2021 fiscal year**

The Management Board and Supervisory Board propose that the members of the Management Board of Westwing Group AG (now Westwing Group SE) in office during the fiscal year 2021 be discharged from liability for this period.

- 3. Resolution on discharge of the members of the Supervisory Board for the 2021 fiscal year**

The Management Board and Supervisory Board propose that the members of the Supervisory Board of Westwing Group AG (now Westwing Group SE) in office during the fiscal year 2021 be discharged from liability for this period.

- 4. Resolution on the appointment of the auditors 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**

- a) Following the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich office, be appointed as auditors for the audit of the

annual financial statements and consolidated financial statements for the 2022 fiscal year. Following the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich office, be appointed as auditors for any audit review of additional interim financial information (section 115 (7) German Securities Trading Act (*Wertpapierhandelsgesetz, WpHG*)) in the 2022 fiscal year.

- b) Following the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich office, be appointed as auditors for any audit review of additional interim financial information (section 115 (7) German Securities Trading Act (*WpHG*)) in the 2023 fiscal year until the next annual general meeting.

The audit committee explained that its recommendation is free from influence by a third party and that no clause restricting its choice within the meaning of article 16 (6) of the EU Audit Regulation was imposed on it (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

5. Resolution on the approval of the remuneration report for the 2021 fiscal year prepared and audited in accordance with section 162 German Stock Corporation Act (*AktG*)

Pursuant to section 162 German Stock Corporation Act (*AktG*), the Management Board and Supervisory Board are required to prepare an annual report on the compensation granted and owed to the members of the Management Board and Supervisory Board in the past fiscal year (remuneration report) and to submit this to the Annual General Meeting for approval in accordance with section 120a (4) German Stock Corporation Act (*AktG*).

The remuneration report prepared by the Management Board and Supervisory Board for the 2021 fiscal year was audited by the auditors PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Munich office, in accordance with the requirements of section 162 (3) German Stock Corporation Act (*AktG*). The auditor's opinion is attached to the remuneration report.

The remuneration report is reproduced below in part II.1.

The Management Board and the Supervisory Board propose that the remuneration report of Westwing Group SE for the 2021 fiscal year, prepared and audited in accordance with section 162 German Stock Corporation Act (*AktG*), be approved.

6. Resolution on the adjustment of the compensation of the Supervisory Board together with the amendment of section 15 of the Articles of Association and resolution on the compensation system for the members of the Supervisory Board

The compensation of the Supervisory Board determined to date and the compensation system for Supervisory Board members confirmed by Annual General Meeting on August 5, 2021 shall be amended with effect from January 1, 2022, and compensation for two newly established committees of the Supervisory Board shall be introduced. A Nomination Committee and a Remuneration Committee were established by resolutions of the Supervisory Board at the end of December 2021. Both committees met for the first time in the 2022 fiscal year. To adequately reflect the importance and time required for committee work, (i) the members of the Remuneration Committee shall receive an additional EUR 7,500.00 per year, its chairman EUR 15,000.00, (ii) and the members of the Nomination Committee shall receive an additional EUR 3,000.00 per year, its chairman EUR 5,000.00.

The adjusted abstract compensation system with the disclosures pursuant to sections 113 (3) sentence 3, 87a (1) German Stock Corporation Act (*AktG*) is reproduced below under part II.2.

The Management Board and the Supervisory Board are of the opinion that the level of compensation and the structure of the compensation system for the Supervisory Board are appropriate in view of the duties of the members of the Supervisory Board and the situation of the Company, and that the Supervisory Board receives compensation that is in line with market practice and at the same time moderate.

The Management Board and Supervisory Board propose to resolve as follows:

"a) section 15 (2) of the Articles of Association shall be reworded as follows:

"For their office in the Audit Committee of the Supervisory Board, the chairman of the Audit Committee shall receive an additional compensation in the amount of EUR 20,000.00 and any other member of the Audit Committee an additional compensation in the amount of EUR 10,000.00 for each fiscal year of the Company. For their office in the Remuneration Committee of the Supervisory Board, the chairman of the Remuneration Committee shall receive an additional compensation in the amount of EUR 15,000.00 and any other member of the Remuneration Committee an additional compensation in the amount of EUR 7,500.00 for each fiscal year of the Company. For their office in the Nomination Committee of the Supervisory Board, the chairman of the Nomination Committee shall receive an additional compensation in the amount of EUR 5,000.00 and any other member of the Nomination Committee an additional compensation in the amount of EUR 3,000.00 for each fiscal year of the Company."

b) The compensation arrangements for the members of the Supervisory Board that are specified in more detail in section 15 (2) of the Articles of Association, in the version of the above proposed resolution, and which are based on the abstract compensation system set out below under part II.2., are approved."

7. Resolution on the cancellation of the existing Authorized Capital 2018/V and creation of new Authorized Capital 2022/I with exclusion of subscription rights for the purpose of satisfying share purchase rights (call options) issued by the Company and the corresponding amendment of the Articles of Association

Section 4 (3) of the Articles of Association of Westwing Group SE regulates the Authorized Capital 2018/V. The authorization of the Management Board contained therein is limited until August 6, 2023. The Authorized Capital 2018/V serves to fulfill share purchase rights (option rights) granted or promised by the Company to managing directors and employees of the Company and its direct or indirect subsidiaries ("**Beneficiaries**") in the period from February 1, 2013 up to and including August 3, 2018 prior to the change of the legal form of the Company into a stock corporation or a European stock corporation (SE). The option rights remained economically unaffected by the change of the legal form into a stock corporation and also by the change into a European stock corporation (SE) and continue to exist in an equivalent manner for granting shares in the Company. Shares created from this Authorized Capital may only be issued for this purpose. No new shares have been issued under Authorized Capital 2018/V to date.

Since the end of the term is foreseeable, The Authorized Capital 2018/V is to be cancelled and replaced by new Authorized Capital 2022/I with a smaller volume amounting to approx. 10% of the share capital.

The Management Board and Supervisory Board propose that the following be resolved:

- a) The existing authorization of August 7, 2018 under section 4 (3) of the Articles of Association to increase the registered share capital of the Company shall be revoked subject to the condition precedent of entry of the amendment to the Articles of Association proposed under c) above in the commercial register.
- b) The Management Board is authorized, with the approval of the Supervisory Board, to increase the registered share capital of the Company by up to EUR 2,090,396.00 by May 17, 2027 (inclusive) by issuing up to 2,090,396 new no-par value bearer shares on one or more occasions against contributions in cash and/or in kind ("Authorized Capital 2022/I").

Shareholders' subscription rights are excluded.

Authorized Capital 2022/I serves to fulfill share purchase rights (option rights) granted or promised by the Company to Beneficiaries prior to the transformation of the Company into a stock corporation respectively a European company (SE) in the period from February 1, 2013 up to and including August 3, 2018. The Beneficiaries can exercise their share purchase rights with respect to the Company within contractually defined periods by paying an exercise price. In addition, certain further contractually defined events must occur.

The shares created from Authorized Capital 2022/I may only be issued for this purpose. The capital increase is to be carried out only to the extent that the holders of the share purchase rights issued exercise their purchase rights. Subject to the following paragraph, the new shares shall participate in the profits of the Company from January 1 of the year in which they are issued.

The issue price of the new shares must be at least EUR 1.00 and may be paid in cash and/or in kind, including claims against the Company. The Management Board is authorized to determine the further details of the capital increase and its implementation with the approval of the Supervisory Board; this also includes the determination of the profit entitlement of the new shares which, in deviation from article 9 (1) c) ii) SE Regulation in conjunction with section 60 (2) German Stock Corporation Act (*AktG*), may also be determined for a fiscal year which has already ended.

The Management Board is hereby authorized to determine the further details of the capital increase and its implementation with the approval of the Supervisory Board. To the extent that a member of the Management Board is a Beneficiary of the option rights, such determination shall be made exclusively by the Supervisory Board.

The total pro-rata amount of share capital represented by the new shares issued may not exceed 10% of the Company's registered share capital existing at the time of the resolution on Authorized Capital 2022/I or - if one of these amounts is lower - at the time Authorized Capital 2022/I becomes effective or is exercised. To protect shareholders against dilution, shares issued or transferred from authorized capital, conditional capital or treasury shares to members of the Management Board and current or former employees of the Company or its subsidiaries within the meaning of section 15 German Stock Corporation Act (*AktG*) under share participation programs since the resolution on Authorized Capital 2022/I are to be counted towards this 10% limit.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after utilization of Authorized Capital 2022/I or expiration of the period for utilization of Authorized Capital 2022/I.

c) Amendment to the Articles of Association

Section 4 (3) of the Articles of Association of the Company shall be reworded as follows:

"The Management Board is authorized, with the approval of the Supervisory Board, to increase the registered share capital of the Company by up to EUR 2,090,396.00 by May 17, 2027 (inclusive) by issuing, on one or more occasions, up to 2,090,396 new no-par value bearer shares against cash and/or non-cash contributions ("Authorized Capital 2022/I").

Shareholders' subscription rights are excluded.

Authorized Capital 2022/I serves to fulfill share purchase rights (option rights) granted or promised by the Company to Beneficiaries prior to the transformation of the Company into a stock corporation respectively a European company (SE) in the period from February 1, 2013 up to and including August 3, 2018. The Beneficiaries can exercise their share purchase rights with respect to the Company within contractually defined periods by paying an exercise price. In addition, certain other contractually defined events must occur.

The shares created from Authorized Capital 2022/I may only be issued for this purpose. The capital increase is to be carried out only to the extent that the holders of the share purchase rights issued exercise their purchase rights. Subject to the following paragraph, the new shares shall participate in the profits of the Company from January 1 of the year in which they are issued.

The Management Board is hereby authorized to determine the further details of the capital increase and its implementation with the approval of the Supervisory Board, this also includes the determination of the profit entitlement of the new shares which, in deviation from article 9 (1) c) ii) SE Regulation in conjunction with section 60 (2) German Stock Corporation Act (*AktG*), may also be determined for a fiscal year which has already ended. As far as a member of the Management Board is a beneficiary, the Supervisory Board shall make these determinations.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after the utilization of Authorized Capital 2022/I or expiration of the period for the utilization of Authorized Capital 2022/I."

Report of the Management Board to the Annual General Meeting on item 7 of the agenda pursuant to article 5 SE Regulation in conjunction with sections 203 (2), 186 (4) sentence 2 German Stock Corporation Act (*AktG*)

The Management Board has prepared a written report on item 7 of the agenda for the Annual General Meeting on May 18, 2022 on the reasons for the possible exclusion of subscription rights in accordance with article 5 SE Regulation in conjunction with sections 203 (2), 186 (4) sentence 2 German Stock Corporation Act (*AktG*), which is published in this invitation to the Annual General Meeting below under part II.3 and is accessible from the convening of the Annual General Meeting on the website

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

The report will also be accessible during the Annual General Meeting.

8. Resolution on cancellation of the existing Authorized Capital 2018/VI and creation of new Authorized Capital 2022/II with the authorization to exclude the subscription rights and the corresponding amendment of the Articles of Association

Section 4 (4) of the Articles of Association of Westwing Group SE regulates the Authorized Capital 2018/VI. The authorization of the Management Board contained therein is limited until September 20, 2023. Due to partial discontinuation of its purpose, the Authorized Capital 2018/VI of Westwing Group SE in the amount of EUR 2,847,853.00 shall be replaced by the new Authorized Capital 2022/II in the amount of EUR 4,180,792.00 (this corresponds to approx. 20% of the current registered share capital).

In order to maintain flexibility and to enable the Company to continue to respond flexibly to financing requirements in the future and to strengthen its equity base at short notice if necessary, the existing Authorized Capital 2018/IV is to be replaced by a new Authorized Capital 2022/II, which in turn provides for the possibility of excluding subscription rights in certain cases - in particular under the (simplified) conditions pursuant to sections 203 (1) sentence 1, 186 (3) sentence 4 German Stock Corporation Act (*AktG*). In this context, the volume of the new Authorized Capital 2022/II is to be adjusted to current circumstances and amount to EUR 4,180,792.00 (corresponding to around 20% of the current registered share capital).

The Management Board and the Supervisory Board propose that the following be resolved:

- a) The authorization of September 21, 2018 to increase the registered share capital of the Company, as set out in section 4 (4) of the Articles of Association, shall

be revoked, subject to the condition precedent that the amendment to the Articles of Association proposed under c) is entered in the commercial register.

- b) The Management Board is authorized, with the approval of the Supervisory Board, to increase the registered share capital of the Company by up to EUR 4,180,792.00 by May 17, 2027 (inclusive) by issuing up to 4,180,792 new registered no-par value shares against cash contributions and/or contributions in kind on one or more occasions ("Authorized Capital 2022/II"). Shareholders are generally entitled to subscription rights. The new shares may also be issued to one or more banks or other companies named in article 5 SE Regulation in conjunction with section 186 (5) sentence 1 German Stock Corporation Act (*AktG*) with the obligation to offer them to the shareholders (indirect subscription right) or may also be granted in part by way of a direct subscription right (for example to shareholders entitled to subscribe who have entered into a fixed subscription agreement in advance) or otherwise by way of an indirect subscription right in accordance with article 5 SE Regulation in conjunction with section 186 (5) German Stock Corporation Act (*AktG*).

The Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights:

- for fractional amounts;
- if the capital increase is made against contributions in kind;
- if the capital increase is effected against cash contributions and the total share of registered share capital represented by the new shares does not exceed either 10% of the registered share capital existing at the time of registration of this authorization or 10% of the registered share capital existing at the time of issue of the new shares, provided that the issue price of the new shares is not significantly lower than the stock market price of the Company's shares of the same class and rights already listed at the time the Management Board finally determines the issue price. All shares issued or sold under exclusion of subscription rights in accordance with or by analogous application of section 186 (3) sentence 4 German Stock Corporation Act (*AktG*) from the time of registration of this authorization shall be counted towards the aforementioned maximum amount;
or
- if it is necessary for protection against dilution in order to grant holders of conversion rights and option rights issued or to be issued by the Company or by its Group companies within the meaning of section 18 German Stock Corporation Act (*AktG*) a subscription right to new shares to the extent to which they would be entitled after exercising their conversion right and option right.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of capital increases from Authorized Capital 2022/II.

c) Amendment to the Articles of Association

Section 4 (4) of the Articles of Association of the Company shall be reworded as follows:

"The Management Board is authorized, with the approval of the Supervisory Board, to increase the registered share capital of the Company by up to EUR 4,180,792.00 by May 17, 2027 (inclusive) by issuing up to 4,180,792.00 new registered no-par value shares against cash contributions and/or contributions in kind on one or more occasions ("Authorized Capital 2022/II"). Shareholders are generally entitled to subscription rights. The new shares may also be issued to one or more banks or other companies named in article 5 SE Regulation in conjunction with section 186 (5) sentence 1 German Stock Corporation Act (*AktG*) with the obligation to offer them to the shareholders (indirect subscription right) or may also be granted in part by way of a direct subscription right (for example to shareholders entitled to subscribe who have entered into a fixed subscription agreement in advance) or otherwise by way of an indirect subscription right in accordance with article 5 SE Regulation in conjunction with section 186 (5) German Stock Corporation Act (*AktG*).

The Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights:

- for fractional amounts;
- if the capital increase is made against contributions in kind;
- if the capital increase is effected against cash contributions and the total share of share capital represented by the new shares does not exceed either 10% of the share capital existing at the time of registration of this authorization or 10% of the share capital existing at the time of issue of the new shares, provided that the issue price of the new shares is not significantly lower than the stock market price of the Company's shares of the same class and rights already listed at the time the Management Board finally determines the issue price. All shares issued or sold under exclusion of subscription rights in accordance with or by analogous application of section 186 (3) sentence 4 German Stock Corporation Act (*AktG*) from the time of registration of this authorization shall be counted towards the aforementioned maximum amount; or

- if it is necessary for protection against dilution in order to grant holders of conversion rights and option rights issued or to be issued by the Company or by its Group companies within the meaning of section 18 German Stock Corporation Act (*AktG*) subscription rights to new shares to the extent to which they would be entitled after exercising their conversion rights and option rights.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of capital increases from Authorized Capital 2022/II.

The Supervisory Board is authorized to amend the wording of section 4 (1), 4 of the Articles of Association after the full or partial implementation of the registered share capital increase in accordance with the respective utilization of Authorized Capital 2022/II and, if Authorized Capital 2022/II I is not or not fully utilized by May 17, 2027 (inclusive), after the expiration of the authorization period."

Report of the Management Board to the Annual General Meeting on item 8 of the agenda pursuant to article 5 SE Regulation in conjunction with sections 203 (2), 186 (4) sentence 2 German Stock Corporation Act (*AktG*)

With regard to item 8 of the agenda for the Annual General Meeting on May 18, 2022, the management board has submitted a written report on the reasons for the possible exclusion of subscription rights pursuant to article 5 SE Regulation in conjunction with section 203 (2), 186 (4) sentence 2 German Stock Corporation Act (*AktG*), which is provided below under II and will be available on the website

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

from the time the Annual General Meeting is convened. The report will also be accessible during the Annual General Meeting.

9. Resolution on the approval of a Profit and Loss Transfer Agreement with Westwing Bitterfeld Logistics GmbH

Westwing Group SE and Westwing Bitterfeld Logistics GmbH, with its registered office in Munich, entered into a Profit and Loss Transfer Agreement ("Agreement") on March 28, 2022. Westwing Bitterfeld Logistics GmbH is a wholly-owned subsidiary of Westwing Group SE without any outside shareholders. The Agreement serves the purpose of establishing a tax group relationship within the meaning of sections 14 et seq. German Corporation Tax Act (*KStG*) between Westwing Group SE and Westwing

Bitterfeld Logistics GmbH. The content of the Agreement is published in this invitation to the Annual General Meeting below under part II.

The Agreement requires the approval of the shareholders' meeting of Westwing Bitterfeld Logistics GmbH and the approval of the shareholders' meeting of Westwing Group SE in order to become effective.

The Management Board and the Supervisory Board propose to adopt the following resolution:

"The entering into of the Profit and Loss Transfer Agreement between Westwing Group SE, as controlling company, and Westwing Bitterfeld Logistics GmbH with registered office in Munich, as dependent company, dated March 28, 2022, is approved."

The following documents will be available on the Company's website at

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

from the day on which the Annual General Meeting is convened. They will also be available during the Annual General Meeting:

- Profit and Loss Transfer Agreement between Westwing Group SE and Westwing Bitterfeld Logistics GmbH,
- the joint report of the Management Board of Westwing Group SE and the management of Westwing Bitterfeld Logistics GmbH on the Profit and Loss Transfer Agreement drawn up pursuant to article 9 (1) c) ii) SE Regulation in conjunction with section 293a German Stock Corporation Act (*AktG*),
- the annual and consolidated financial statements of Westwing Group SE (previously Westwing Group AG) and the combined management reports for Westwing Group SE and the Group (previously: Westwing Group AG), respectively, for the 2019, 2020 and 2021 fiscal years,
- the unaudited annual financial statements of Westwing Bitterfeld Logistics GmbH for the 2021 short fiscal year.

10. Resolution on the approval of a Profit and Loss Transfer Agreement with Westwing Delivery Service GmbH

Westwing Group SE and Westwing Delivery Service GmbH, with its registered office in Munich, entered into a Profit and Loss Transfer Agreement ("Agreement") on March 28, 2022. Westwing Delivery Service GmbH is a wholly-owned subsidiary of

Westwing Group SE without any outside shareholders. The Agreement serves the purpose of establishing a tax group relationship within the meaning of sections 14 et seq. German Corporation Tax Act (*KStG*) between Westwing Group SE and Westwing Delivery Service GmbH. The content of the Agreement is published in this invitation to the Annual General Meeting below under part II.

The Agreement requires the approval of the shareholders' meeting of Westwing Delivery Service GmbH and the approval of the general meeting of Westwing Group SE in order to become effective.

The Management Board and the Supervisory Board propose to adopt the following resolution:

"The entering into of the Profit and Loss Transfer Agreement between Westwing Group SE, as controlling company, and Westwing Delivery Service GmbH with registered office in Munich, as dependent company, dated March 28, 2022, is approved."

The following documents will be available on the Company's website at

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

from the day on which the Annual General Meeting is convened. They will also be available during the Annual General Meeting:

- Profit and Loss Transfer Agreement between Westwing Group SE and Westwing Delivery Service GmbH,
- the joint report of the Management Board of Westwing Group SE and the management of Westwing Delivery Service GmbH on the Profit and Loss Transfer Agreement drawn up pursuant to article 9 (1) c) ii) SE Regulation in conjunction with section 293a German Stock Corporation Act (*AktG*),
- the annual and consolidated financial statements of Westwing Group SE (previously Westwing Group AG) and the combined management reports for Westwing Group SE (previously Westwing Group AG), respectively, for the 2019, 2020 and 2021 fiscal years,
- the unaudited annual financial statements of Westwing Delivery Service GmbH for the 2021 short fiscal year.

11. Elections to the Supervisory Board

Supervisory Board member Thomas Harding, who was last re-elected as a representative of the shareholders by the Annual General Meeting on August 5, 2021, has resigned from the Supervisory Board with effect from the end of the Annual General Meeting on May 18, 2022. Thomas Harding was elected for the period until the end of the Annual General Meeting 2023, which resolves on discharge for the 2022 fiscal year.

Ms. Susanne Samwer is now to be elected by the Annual General Meeting to the Supervisory Board of the Company as a shareholder representative.

Pursuant to sections 95 sentence 2, 96 (1), 101 (1) German Stock Corporation Act (AktG) and section 10 (1) of the Articles of Association, the Supervisory Board of Westwing Group SE shall consist 5 members to be elected by the Annual General Meeting.

If a Supervisory Board member elected by the Annual General Meeting leaves the Supervisory Board before the end of their term, a successor shall be elected for the remainder of the term of office of the Supervisory Board member leaving office in accordance with section 10 (3) sentence 1 of the Articles of Association, unless the Annual General Meeting resolves a different term of office.

The Supervisory Board proposes to resolve as follows:

"Ms. Susanne Samwer,

resident in Munich, Germany, self-employed Director Finance for HZG Additive Manufacturing Tech Fund, Coburg, Germany,

is elected as a member of the Supervisory Board of Westwing Group SE.

The term of office shall run from the end of the Annual General Meeting on May 18, 2022 until the end of the Annual General Meeting that resolves on discharge for the 2022 fiscal year."

The aforementioned election proposal is based on the recommendation of the Nomination Committee of the Supervisory Board and takes into account the objectives resolved by the Supervisory Board for its composition and the competence profile prepared by the Supervisory Board for the board as a whole; it is also in line with the diversity concept pursued by the Company.

Ms. Samwer's curriculum vitae, which provides information in particular on her relevant knowledge, skills and professional experience, is available from the day of the convening of the Annual General Meeting at

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

Information pursuant to section 125 (1) sentence 5 German Stock Corporation Act (AktG)

At the time the convening of this Annual General Meeting is announced, Ms. Samwer is not a member of any other legally required supervisory boards and not in any comparable German or foreign supervisory bodies of business enterprises.

Disclosures in accordance with the recommendations of the German Corporate Governance Code

The information deemed relevant by the Supervisory Board for this election relating to the personal and business relationships of the proposed candidate to the Company, the corporate bodies of the Company and any shareholder holding a significant interest in the Company is disclosed as follows:

Ms. Samwer is the wife of Oliver Samwer, the Chief Executive Officer (CEO) of Rocket Internet SE, which in turn holds more than 25% of the votes in Westwing Group SE at the time the Annual General Meeting is convened.

Ms. Samwer believes that she has sufficient time to perform her duties on the Supervisory Board of Westwing Group SE.

II. Reports

1. Information on agenda item 5: remuneration report of Westwing Group SE

Remuneration Report for der Westwing Group AG (now Westwing Group SE) pursuant to Section 162 of the AktG

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Introduction

This Remuneration Report explains in detail the **remuneration awarded and due** for former and current members of the Management Board and the Supervisory Board of Westwing Group AG (now Westwing Group SE) in fiscal year 2021. It complies with the requirements of section 162 of the German Stock Corporation Act (Aktiengesetz – AktG) as well as, to the extent that no deviations have been disclosed with the German Corporate Governance Code, in the version of December 16, 2019, which entered into force by publication in the Federal Gazette on March 20, 2020 (the “Code 2020”).

I Review of the Fiscal Year from a Remuneration Perspective

Following the German Act Implementing the Second Shareholder Rights Directive (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie – ARUG II), the Supervisory Board of Westwing Group AG (now Westwing Group SE) revised the remuneration system for the members of the Management Board. This revised Management Board remuneration system takes into account the statutory requirements and the recommendations of the German Corporate Governance Code regarding the remuneration system and supports Westwing Group AG's (now Westwing Group SE's) long-term, sustainable development. In line with section 120a (1) of the AktG, the new remuneration system for the members of the Management Board was submitted to the shareholders of Westwing Group AG (now Westwing Group SE) for approval at the Annual General Meeting on August 5, 2021, and was approved by 95.98% of the votes cast.

The remuneration system supports the Company's goal of achieving profitable growth by providing for variable remuneration performance criteria and creating incentives for sustainable, forward-looking activity while also aiming to add value for Westwing's customers, employees, and shareholders, and for the environment in general. Allowing the Management Board members to participate in both the Company's short-term success and – with a much higher weighting – its long-term success creates incentives for ensuring Westwing's sustainable long-term development. What is more, the variable, performance-driven remuneration components are largely granted in the form of share-based payments in order to align the actions of the Management Board members with the interests of Westwing's shareholders.

For a detailed description of how the system is designed, please see the information on the remuneration system for the members of the Management Board of Westwing Group AG (now Westwing Group SE) on Westwing Group AG's (now Westwing Group SE's) website. The remuneration system for the members of the Management Board resolved by the General Meeting on August 5, 2021, was not applied in fiscal year 2021, since it only applies to contracts entered on or after September 1, 2021.

The Remuneration Report was prepared jointly by the Management Board and the Supervisory Board and audited by the auditors.

II Remuneration of Management Board Members

A. Remuneration Systematics in Fiscal Year 2021

Since the remuneration system for members of the Management Board was not applied in fiscal year 2021, the following sections describe the existing methodologies governing the remuneration components that were relevant for the members of the Management Board in fiscal year 2021. These are based on the **remuneration awarded and due** (pursuant to section 162(1) sentence 1 of the AktG). The remuneration awarded and due is the remuneration

received by the members of the Management Board in fiscal year 2021, plus the remuneration that fell due in fiscal year 2021 but has not (yet) been received by them. In addition, voluntary disclosures are made on the long-term variable remuneration granted in the fiscal year 2021. The **remuneration granted** is the remuneration promised to the members of the Management Board for the financial year 2021, irrespective of the date of payment.

1. Fixed Remuneration Components

The fixed remuneration comprises the sum total of the base remuneration and the fringe benefits. Taken together, the two remuneration components form the basis for attracting and retaining highly qualified members of the Management Board who develop and implement Westwing's strategy.

a. Base Remuneration

The members of Westwing's Management Board received a fixed annual salary that is paid out in cash in 12 equal monthly installments. If a member's contract of service begins or ends in the course of a fiscal year, the fixed annual salary for that fiscal year is awarded pro rata.

b. Fringe Benefits

All members of the Management Board also receive non-cash and other benefits (fringe benefits). For example, Management Board members have a claim to a contribution to their health insurance and pension plan: Every month, Westwing pays the members of its Management Board half of the maximum contribution to the statutory pension insurance plan, plus half of their private health and long-term care insurance premiums, but no more than the maximum employer contribution payable in cases in which a compulsory statutory health and long-term care requirement exists.

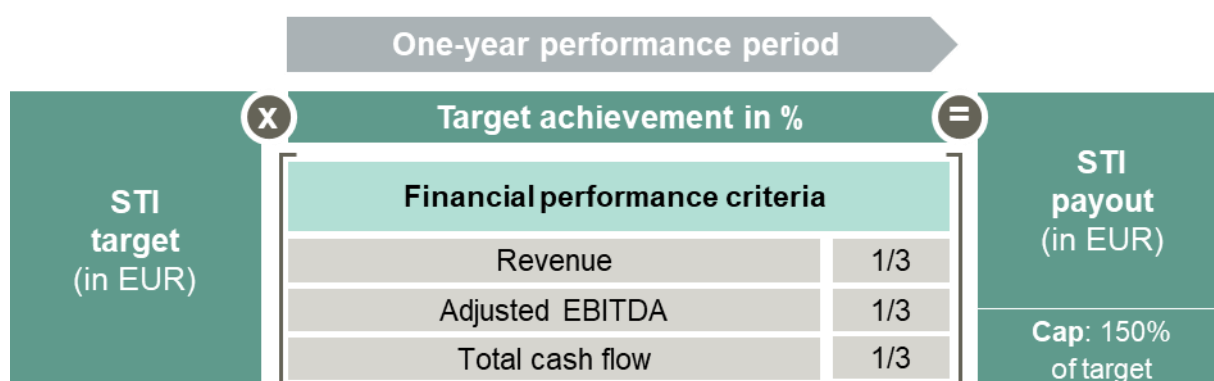
Above and beyond remuneration-related fringe benefits, the Company provides for a D&O insurance with a standard market level of cover and a deductible in line with the relevant provisions of the AktG, plus a legal expenses insurance for top management, for all members of the Management Board.

2. Variable Remuneration Components

The variable remuneration comprises the short-term variable remuneration (the "Short Term Incentive" or "STI") and long-term variable remuneration (the "Long Term Incentive" or "LTI"). The amount of variable remuneration is determined on the basis of the Management Board members' performance.

a. Short-term Variable Remuneration

The STI for fiscal year 2020 (which was paid out in the reporting year 2021) is a performance-based variable remuneration component with a one-year assessment period designed to incentivize the contribution made in the fiscal year to implementing the Company's strategy in practice. The short-term variable remuneration comprises three financial performance criteria, each of which contributes 1/3 to the STI's target achievement.



Financial Performance Criteria – Revenue, Adjusted EBITDA and Total Cash Flow

The STI for fiscal year 2020 was measured using the target achievement for three financial performance criteria: revenue, Adjusted EBITDA, and total cash flow. Revenue and Adjusted EBITDA, plus the Adjusted EBITDA margin, are the most important financial performance indicators for Westwing's operations.

- **Revenue:** Revenue is defined as the approved and audited figure for revenue disclosed in the consolidated financial statements. It is the key indicator of demand for Westwing's products and hence an important factor for implementing Westwing's ambitious growth strategy. Consequently, aligning remuneration with the Company's revenue helps promote the Company's business strategy and long-term development.
- **Adjusted EBITDA:** Westwing defines EBITDA as the sum total of earnings before interest and taxes (EBIT) plus depreciation, amortization, and impairment losses. Adjusted EBITDA is calculated by adjusting EBITDA by income/expenses for share-based remuneration and non-recurring factors (such as restructuring expenses). Adjusted EBITDA represents Westwing's operating performance and hence helps promote the Company's business strategy.
- **Total cash flow:** Total cash flow is defined as the total changes in the Company's cash holdings (adjusted for effects caused by changes in equity and debt). This expresses the liquidity performance of the Company's operating business, taking investing activities into account, and hence serves as the basis for the Company's sustainable, long-term development.

The performance criteria were applied as follows in fiscal year 2020:

Thresholds	Revenue	Adjusted EBITDA	Total cash flow
Cap	EUR 302 million	EUR 0	EUR –14 million
Target	EUR 292 million	EUR –4 million	EUR -19 million
Floor	EUR 280 million	EUR –10 million	EUR –25 million

Where the performance achieved is less than the floor, the target achievement for the performance target concerned is 0%; where the performance achieve hits or exceeds the cap it is 150%.

Performance criterion	Revenue	Adjusted EBITDA	Total cash flow
Actual figures for 2020	EUR 433 million	EUR 50 million	EUR 32 million
Target achievement	150%	150%	150%
Overall target achievement	150%		
Payout for Stefan Smalla	EUR 75k		
Payout for Sebastian Säuberlich*	EUR 56k		

*The remuneration disclosed represents the pro rata payout granted for Mr. Säuberlich's service on the Management Board from April 1, 2020

b. Long-term Variable Remuneration

Stock Options Awarded in Fiscal Year 2021

Sebastian Säuberlich was **granted** 45,000 cash-settled stock options (virtual stock options) on March 31, 2021. Exercising the virtual stock options entitles Sebastian Säuberlich to receive a cash payment from Westwing.

The virtual stock options granted vest in full on December 31, 2022, and can be exercised from March 31, 2025, onwards. The virtual options can only be exercised within a period of two weeks following the publication of a quarterly, half-yearly, or annual report. Virtual options that are not exercised by December 31, 2026, lapse without replacement and without compensation.

The amount in euros to paid when the virtual options are exercised is calculated by deducting the exercise price of EUR 27.30 from the relevant share price on exercise and then multiplying this figure by the number of virtual options exercised. The relevant share price when the options are exercised is the average volume-weighted closing price of Westwing's shares in

XETRA trading on the Frankfurt Stock Exchange in the last 30 trading days before receipt of the exercise notice by Westwing’s Supervisory Board. Since the relevant share price is capped at EUR 80.00 per virtual option, the payout per virtual stock option exercised is capped at EUR 52.70.

The following table provides an overview of the **virtual options granted** to Sebastian Säuberlich in the 2021 reporting period:

	2021
Virtual options granted during the reporting period	45,000
Exercise price per option (EUR):	27.30
Fair value per option at grant (EUR):	10.45

Stock Options Exercised in Fiscal Year 2021

On August 13, 2021, Sebastian Säuberlich exercised 7,350 stock options with a choice of settlement options on Westwing’s part that were prospectively offered to him before Westwing Group AG (now Westwing Group SE) went public (“LTI 2018”)¹. A majority of the options exercised were prospectively offered to him on July 27, 2018, in the Roll-Up Call Option Agreement. Additional options were prospectively offered on August 2, 2018, in order to compensate for future dilutions resulting from the issuance of new Westwing shares. The award and exercise arrangements for these options were the same as for the options prospectively offered in the Roll-Up Call Option Agreement.

The options that were prospectively offered were granted in two tranches. In the first tranche, the options were granted successively (“time-based tranche”). In view of their long-term incentive character, the options in the time-based tranche were granted to Sebastian Säuberlich in 13 intervals, starting on January 1, 2018, and thereafter at the start of every quarter. The last options were granted on January 21, 2021. After granting, the options were subject in each case to a one-year lock-up period in which they could not be exercised. The options granted in the second tranche were linked to the occurrence of a liquidity event or IPO (“exit tranche”). To emphasize their long-term incentive effect, the options in the exit tranche were not granted until January 1, 2021, regardless of the timing of the liquidity event or the IPO. The options in the exit tranche were not subject to a lock-up period following their grant.

Originally, Sebastian was prospectively offered a total of 54 options at an exercise price of EUR 1.00 under the time-based tranche and the exit tranche. The number of options and the exercise price were adjusted due to the IPO and a share split; as a result, a total of 8,100 options were granted with an exercise price of EUR 1.00/150 per option.

¹ In the course of the IPO and the share split, the LTI 2018 replaced all employee share programs in existence in the period up to July 27, 2018.

After the lock-up period expired, Sebastian Säuberlich was able to exercise the options that had been granted at the earliest one year after the liquidity event or the IPO had taken place and only within a period of two weeks following the publication of a quarterly, half-yearly, or annual report.

Westwing could choose to settle the options exercised in shares of the Company or in an economic equivalent (e.g., in cash). If the options were to be settled in actual shares this had to happen within four weeks of the options being exercised. In the case of a cash settlement, the award value was to be determined on the basis of the average volume-weighted closing price of Westwing's shares in XETRA trading on the Frankfurt Stock Exchange in the last 30 trading days before the options were exercised. This amounted to EUR 40.63 in the case of the options exercised by Sebastian Säuberlich in fiscal year 2021.

The exercise price of EUR 1.00/150 was deducted from the relevant share price and the resulting figure multiplied by the number of options exercised so as to determine the **remuneration awarded** to Sebastian Säuberlich from the options exercised in fiscal year 2021:

	2021*
Options exercised in the reporting period	7,350
Relevant share price (EUR)	40.63
Exercise price (in EUR):	1/150
Remuneration awarded for the options exercise (EUR thousand):	299

* The table relates to stock options exercised in the fiscal year 2021 with a choice of settlement options on Westwing's part, and which were granted in prior fiscal years (prior to the commencement of Management Board service). In addition, the table relates only to the plans that are attributable to Management Board services. Plans that were fully vested (i.e. became non-forfeitable) before the Management Board member took up his office are not included.

3. Other

a. Compliance with the Maximum Remuneration

In the remuneration system approved by the 2021 General Meeting, the Supervisory Board set out a maximum remuneration amount for newly appointed members of the Management Board or future reappointments of existing members of the Management Board pursuant to section 87a(1) sentence 2 no. 1 of the AktG. The maximum remuneration resolved does not apply to the existing contracts of service with current Management Board members.

b. Malus and Clawback Rules

The following clawback rule applies to the 45,000 cash-settled stock options (virtual stock options) granted to Sebastian Säuberlich on March 31, 2021: If Mr. Säuberlich commits a serious breach of duty or a serious breach of Westwing's internal compliance guidelines,

Westwing is entitled to reclaim, in full or in part, remuneration that has already been awarded as a result of the exercise of virtual stock options (clawback). The Supervisory Board shall resolve this at its reasonable discretion.

From the Supervisory Board's perspective, there was no reason to retain or reclaim variable remuneration components in fiscal year 2021.

c. Pension and Early Retirement Rules

There are no pension and early retirement rules in place at Westwing.

d. Post-contractual Non-compete, Waiting Allowance and Severance Payment

Westwing has undertaken to compensate Stefan Smalla for the duration of a one-year post-contractual non-compete with a waiting allowance. The amount of the waiting allowance to be paid for the duration of the non-compete agreement is half of the last monthly fixed salary drawn by Stefan Smalla. Other wages or salaries must be offset against the compensation paid.

No compensation payments were made in fiscal year 2021.

If Sebastian Säuberlich's appointment is not prolonged beyond March 31, 2023, Westwing undertakes to pay him a severance payment of three gross monthly salaries.

B. Amount of Remuneration Paid in Fiscal Year 2021

1. Remuneration of the Active Members of the Management Board

a. Remuneration Granted, and Remuneration Awarded and Due, in Fiscal Year 2021

The following tables show the remuneration granted to the members of the Management Board in fiscal year 2021. The **remuneration granted** is the remuneration that the Management Board members have been prospectively offered for fiscal year 2021, regardless of when it is paid out. In addition, the remuneration awarded and due (pursuant to section 162(1) sentence 1 of the AktG) is disclosed. The **remuneration awarded and due** comprises the remuneration received by members of the Management Board in fiscal year 2021 plus remuneration that fell due in fiscal year 2021 but has not (yet) been received.

The **remuneration granted** for fiscal year 2021 consists of the following components:

- **Base remuneration:** Granted for fiscal year 2021
- **Fringe benefits:** Granted for fiscal year 2021
- **STI:** Amount granted for fiscal year 2021 (performance period 2021) if the target achievement is 100%

- **LTI:** Fair value at grant of the virtual stock options granted in fiscal year 2021

The remuneration granted to the members of the Management Board in fiscal year 2021 is as follows:

Remuneration granted	Stefan Smalla, Chief Executive Officer			
	2021		2020	
	EUR k	%	EUR k	%
Base remuneration	300	83.0	255	80.5
+ Fringe benefits ¹	12	3.2	12	3.7
= Total non-performance-related remuneration	312	86.2	267	84.2
+ One-year variable remuneration (total)	50	13.8	50	15.8
STI for FY 2020	–	–	50	15.8
STI for FY 2021	50	13.8	–	–
+ Multi-year variable remuneration (total) ²	–	–	–	–
= Total remuneration	362	100.0	317	100.0

¹ The D&O and legal expenses insurance are not relevant to the remuneration since both are group insurance contracts that also include Management Board members.

² No new options were granted to Sebastian Smalla in fiscal years 2020 and 2021, since existing programs from past fiscal years are still in the vesting stage.

Remuneration granted	Sebastian Säuberlich, Chief Financial Officer (since April 1, 2020)			
	2021		2020	
	EUR k	%	EUR k ¹	%
Base remuneration	250	31.9	188	31.9
+ Fringe benefits ²	13	1.6	9	1.6
= Total non-performance-related remuneration	263	33.6	197	33.4³
+ One-year variable remuneration (total)	50	6.4	38	6.4
STI for FY 2020	–	–	38	6.4
STI for FY 2021	50	6.4	–	–
+ Multi-year variable remuneration (total) ⁴	470	60.0	354 ⁵	60.2
= Total remuneration	783	100.0³	588³	100.0

¹ The disclosed base remuneration, fringe benefits and STI for the fiscal year 2020 represent the pro rata remuneration granted for Mr. Säuberlich's service on the Management Board from April 1, 2020

² The D&O and legal expenses insurance are not relevant to the remuneration since both are group insurance contracts that also include Management Board members.

³ The sum disclosed differs from the sum of the individual remuneration components due to rounding effects.

⁴ In addition to the cash-settled options granted in fiscal years 2020 and 2021, existing programs from past fiscal years are still in the vesting stage.

⁵ The remuneration is based on the fair value as of June 30, 2020; the grant was made on April 1, 2020.

The **remuneration awarded and due** pursuant to section 162(1) sentence 1 of the AktG comprises the following components for fiscal year 2021:

- **Base remuneration:** Received in fiscal year 2021
- **Fringe benefits:** Received in fiscal year 2021
- **STI:** Amount earned for fiscal year 2020 (2020 performance period) pursuant to the target achievement; received in fiscal year 2021

- **LTI:** Remuneration received in fiscal year 2021 resulting from the exercise of stock options with a choice of settlement options on Westwing's part that had already been granted

The **remuneration awarded and due** pursuant to section 162(1) sentence 1 of the AktG that is payable to the members of the Management Board in fiscal year 2021 is as follows:

Remuneration awarded and due

Stefan Smalla, Chief Executive Officer

	2021		2020	
	EUR k	%	EUR k	%
Base remuneration	300	77.6	255	18.4
+ Fringe benefits ¹	12	3.0	12	0.8
= Total non-performance-related remuneration	312	80.6	267	19.3
+ One-year variable remuneration (total)	75	19.4	–	–
STI for FY 2019	–	–	–	–
STI for FY 2020	75	19.4	–	–
+ Multi-year variable remuneration (total)	–	–	1,094 ²	79.0
+ Other	–	–	23 ³	1.7
= Total remuneration	387	100.0	1,384	100.0

¹ The D&O and legal expenses insurance are not relevant to the remuneration since both are group insurance contracts that also include Management Board members.

² The remuneration disclosed resulted from stock options exercised in fiscal year 2020 with a choice of settlement options on Westwing's part that had already been granted in past fiscal years (prior to the appointment to the Management Board). Figures show only plans which relate to Management Board services. Plans that were fully vested (i.e. became non-forfeitable) before the Management Board member took up office are not disclosed.

³ Stefan Smalla's remaining vacation entitlements were settled in cash in fiscal year 2020.

Remuneration awarded and due

**Sebastian Säuberlich, Chief Financial Officer
(since April 1, 2020)**

	2021		2020	
	EUR k	%	EUR k ¹	%
Base remuneration	250	40.5	188	93.4
+ Fringe benefits ²	13	2.1	9	4.6
= Total non-performance-related remuneration	263	42.5³	197	98.0
+ One-year variable remuneration (total)	56	9.1	–	–
STI for FY 2019	–	–	–	–
STI for FY 2020	56	9.1	–	–
+ Multi-year variable remuneration (total)	299 ⁴	48.3	4 ⁴	2.0
+ Other	–	–	–	–
= Total remuneration	618	100.0	201	100.0

¹ The base remuneration disclosed and the fringe benefits in fiscal year 2020 represent the pro rata awarded remuneration for Sebastian Säuberlich's activities on the Management Board as from April 1, 2020.

² The D&O and legal expenses insurance are not relevant to the remuneration since both are group insurance contracts that also include Management Board members.

³ The sum disclosed differs from the sum of the individual remuneration components given due to rounding effects.

⁴ The remuneration disclosed results from stock options exercised in fiscal years 2020 and 2021 with a choice of settlement options on Westwing's part that had already been granted in past fiscal years (prior to the appointment to the Management Board). Only those plans attributable to his Management Board activities are disclosed. Plans that had fully vested (i.e. became non-forfeitable) before his appointment to the Management Board are not disclosed.

b. Market Remuneration Review for Management Board Remuneration

The Supervisory Board regularly reviews the appropriateness of the remuneration system and the amount of individual remuneration paid to individual members of the Management Board. Both Westwing's comparative environment (horizontal comparison) and its internal remuneration structures (vertical comparison) are taken into account when assessing the appropriateness of the amount of remuneration paid.

The market remuneration review for members of the Management Board was performed in fiscal year 2021 together with an independent remuneration specialist. The horizontal comparison was performed by defining a customized peer group. The peer group primarily consists of listed German companies in the e-commerce, technology, and IT sectors that are of a comparable size in terms of their revenue, employees, and market cap. Other peer group members comprise listed European companies that are comparable to Westwing in terms of the above-mentioned criteria.

2. Payments Made to Former Managing Board Members

In 2021, no remuneration was awarded or due to former members of the Management Board.

3. Information on Relative Changes in Management Board Remuneration and the Remuneration of the Rest of the Workforce, and on the Company's Financial Performance

The following table shows the changes in the remuneration paid to members of the Management Board, in Westwing's financial performance, and in workforce remuneration compared to the prior fiscal year. The remuneration paid to the members of the Management Board is based on the remuneration awarded and due. Westwing's financial performance is disclosed on the basis of the key financial indicator "Revenue" for Westwing Group AG (now Westwing Group SE). However, no meaningful comparison can be made with the financial performance for the Westwing Group AG (now Westwing Group SE), since the latter is purely a holding company. This is why the "Adjusted EBITDA margin" for the Westwing Group is also disclosed. The workforce remuneration disclosed is based on the average remuneration for the Westwing Group's white-collar and blue-collar employees in Germany (not including vocational trainees and interns). The remuneration paid to part-time staff was converted into full-time equivalents so as ensure comparability.

<i>Annual change</i>	2021 vs. 2020	2020 vs. 2019	2019 vs. 2018	2018 vs. 2017
Management Board remuneration ¹				
Stefan Smalla	-72.1%	40.9%	17.5%	334.2%
Sebastian Säuberlich (since April 1, 2020)	207.7% ²	- ²	-	-
Financial performance				
Adjusted EBITDA margin for the Westwing Group	-7.0 ppts	15.3 ppts	-5.0 ppts	3.1 ppts

Revenue for Westwing Group AG (now Westwing Group SE)	65.8%	47.1%	63.0%	22.5%
Average workforce remuneration				
Workforce	-3.7%	18.8%	9.1%	3.1%

¹ The remuneration awarded and due for the fiscal years on which the rates of change are based only comprises those awarded option plans that are attributable to the members' Management Board activities. Plans that had fully vested (i.e. become non-forfeitable) before they were appointed to the Management Board and that were awarded in one of the fiscal years are not included in the remuneration.

² A comparison of Sebastian Säuberlich's remuneration with fiscal year 2019 is not possible since he has only been a Management Board member since fiscal year 2020. The rate of change between fiscal years 2020 and 2021 is due to the pro rata remuneration paid to Sebastian Säuberlich in fiscal year 2020.

III Remuneration of Supervisory Board Members

A. Remuneration System in Fiscal Year 2021

The remuneration paid to members of the Supervisory Board primarily comprises a fixed base remuneration and remuneration for work performed on one or more Supervisory Board committees. In addition, the Company reimburses the members of the Supervisory Board for out-of-pocket expenses reasonably incurred during the performance of their Supervisory Board duties, together with any potential value added tax payable on their remuneration and out-of-pocket expenses. Furthermore, the members of the Supervisory Board are included in any D&O insurance policy that has been taken out in an appropriate amount by the Company in its own interests, as far as such exists. The design of the remuneration system for members of the Supervisory Board aims to help attract and retain highly qualified Supervisory Board members. Based on the way the remuneration is designed, the Supervisory Board can advise the Management Board on strategy development and can oversee the Management Board's work.

The members of the Supervisory Board receive fixed base remuneration of EUR 25,000.00, which is payable after the end of the fiscal year concerned. The greater level of effort put in by the Chairman and Deputy Chairman of the Supervisory Board, and by the chairs and deputy chairs of committees, who carried out their service in the fiscal year 2021, is taken into account in an appropriate manner; thereby that recommendation G.17 of the German Corporate Governance Code is also complied with. The Chairman of the Supervisory Board receives fixed base remuneration of EUR 40,000.00 per fiscal year of the Company, while the Deputy receives fixed base remuneration of EUR 30,000.00. In addition, the Chairman of the Audit Committee receives a further EUR 20,000.00, and all other members of the Audit Committee receive a further EUR 10,000.00, for each fiscal year of the Company as remuneration for their work on the committee.

B. Amount of Remuneration in Fiscal Year 2021

1. Remuneration Awarded and Due in Fiscal Year 2021

The following amounts of remuneration represent the remuneration awarded and due (pursuant to section 162(1) sentence 1 of the AktG). The **remuneration awarded and due** is

the remuneration received by the members of the Supervisory Board in fiscal year 2021 plus the remuneration that fell due in fiscal year 2021 but that has not (yet) been received by them. The following table shows the Supervisory Board members' remuneration for fiscal year 2020 that was **awarded and due** in fiscal year 2021:

	Fixed base remuneration for fiscal year 2020		Remuneration for committee work		Total remuneration
	EUR k	%	EUR k	%	EUR k
Christoph Barchewitz	40	80.0	10	20.0	EUR 50
Dr. Antonella Mei-Pochtler	30	100.0	0	0.0	EUR 30
Michael Hoffmann	25	55.6	20	44.4	EUR 45
Thomas Harding	25	71.4	10	28.6	EUR 35
Total remuneration¹	120		40		160

¹ Since Mareike Wächter has only been a member of the Supervisory Board since August 18, 2021, the remuneration for her work on this body will only be awarded and become due in fiscal year 2022. The amounts of remuneration given do not include reimbursements of withholding tax and value added tax.

2. Information on Relative Changes in Supervisory Board Remuneration, the Remuneration of the Rest of the Workforce, and on the Company's Financial Performance

The following table shows the changes in the remuneration paid to members of the Supervisory Board, in Westwing's financial performance, and in workforce remuneration compared to the prior fiscal year. The remuneration paid to the members of the Supervisory Board is based on the **remuneration awarded and due**. Westwing's financial performance is disclosed on the basis of the key financial indicator "Revenue" for Westwing Group AG (now Westwing Group SE). However, no meaningful comparison can be made with the financial performance for the Westwing Group AG (now Westwing Group SE), since the latter is purely a holding company. This is why the "Adjusted EBITDA margin" for the Westwing Group is also disclosed. The workforce remuneration disclosed is based on the average remuneration for the Westwing Group's white-collar and blue-collar employees in Germany (not including vocational trainees and interns). The remuneration paid to part-time staff was converted into full-time equivalents so as ensure comparability.

<i>Annual change</i>	2021 vs. 2020	2020 vs. 2019	2019 vs. 2018	2018 vs. 2017
Supervisory Board remuneration¹				
Christoph Barchewitz	0.0%	140.0%	- ²	-
Dr. Antonella Mei-Pochtler	0.0%	140.0%	- ²	-
Michael Hoffmann	0.0%	140.0%	- ²	-
Thomas Harding	0.0%	140.0%	- ²	-
Financial performance				
Adjusted EBITDA margin for the Westwing Group	-7.0 ppts	15.3 ppts	-5.0 ppts	3.1 ppts
Revenue for the Westwing Group AG (now Westwing Group SE)	65.8%	47.1%	63.0%	22.5%
Average workforce remuneration				

Workforce	-3.7%	18.8%	9.1%	-3.1%
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¹ Since Mareike Wächter has only been a member of the Supervisory Board since August 18, 2021, the remuneration for her work on this body will only be awarded and become due in fiscal year 2022. The remuneration awarded and due for the fiscal years on which the rates of change are based does not take into account any additional value-added tax; likewise, any withholding tax to be withheld is not taken into account.

² Since the Supervisory Board members were elected for the first time in fiscal year 2018, their remuneration was paid for the first time in 2019. Consequently, it is not possible to compare this remuneration with fiscal year 2018.

IV Opinion of the Independent Auditor on the Audit of the Remuneration Report pursuant to section 162(3) of the AktG

To Westwing Group SE, Berlin

Opinion

We have formally audited the remuneration report of the Westwing Group SE, Berlin, for the fiscal year from January 1, 2021 to December 31, 2021 to determine whether the disclosures pursuant to section 162(1) and (2) of the AktG have been made in the remuneration report. In accordance with section 162(3) of the AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by section 162(1) and (2) of the AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with section 162(3) of the AktG and IDW Auditing Standard: The formal audit of the remuneration report in accordance with section 162(3) of the AktG (IDW PS 870). Our responsibility under that provision and that standard is further described in the “Auditor's Responsibilities” section of our auditor’s report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms. We have complied with the professional duties pursuant to the the Professional Code for German Public Auditors and German Chartered Auditors, including the requirements for independence.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of section 162 of the AktG. They are also responsible for such internal control as they determine necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor’s Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by section 162(1) and (2) of the AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by section 162(1) and (2) of the AktG, the formal completeness of the remuneration report. In accordance with section 162(3) of the AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Munich, March 28, 2022

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Dietmar Eglauer
Wirtschaftsprüfer
(German Public Auditor)

Michael Popp
Wirtschaftsprüfer
(German Public Auditor)

2. Information on agenda item 6: compensation system for the members of the Supervisory Board

Information in accordance with sections 113 (3) sentence 3, 87a (1) sentence 2 German Stock Corporation Act (*AktG*)

The compensation system for the members of the Supervisory Board is based on the statutory requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code (GCGC).

The compensation of the members of the Supervisory Board should be balanced overall and commensurate with their responsibilities and tasks and with the situation of the Company. The individual amount of the fixed annual compensation takes into account the specific function and responsibility of the members of the Supervisory Board. At the same time, the compensation should make the assumption of a position as a member or the chairman of the Supervisory Board or a committee appear sufficiently attractive to attract and retain suitably qualified candidates for the Supervisory Board. This is a prerequisite to ensure the best possible supervision of and advice to the Management Board, which in turn makes a major contribution to a successful business strategy and the long-term success of the Company.

In accordance with the recommendation in G.18 GCGC, the current compensation arrangements do not provide for performance-related compensation, but for purely fixed compensation for the members of the Supervisory Board. This is the best way for the Supervisory Board to provide independent advice and supervision for the Management

Board. The extent of the workload and liability risk of the members of the Supervisory Board does not generally develop in parallel with the business success of the Company or the earnings situation of the Company. On the contrary, it is often precisely in difficult times, when variable compensation may decline, that the members of the Supervisory Board are required to perform their advisory and supervisory functions with greater intensity. Variable compensation components and financial or non-financial performance criteria are not provided for.

The compensation of the members of the Supervisory Board consists of fixed basic compensation of EUR 25,000.00 payable after the end of the respective fiscal year. In addition, the Company reimburses the members of the Supervisory Board for expenses reasonably incurred by them in the exercise of their Supervisory Board position as well as for any value-added tax payable on their compensation and expenses. Furthermore, the members of the Supervisory Board are included in a D&O insurance policy maintained by the Company at an appropriate level in the interest of the Company.

Appropriate allowance is made for the greater time commitment of the chairman and deputy chairman of the Supervisory Board and of the chairman and members of committees, so that the recommendation in G.17 GCGC is also complied with:

The chairman of the Supervisory Board receives a fixed basic compensation of EUR 40,000.00 and each deputy chairman a fixed basic compensation of EUR 30,000.00 for the respective fiscal year of the Company. For their work on the Audit Committee of the Supervisory Board, the chairman of the Audit Committee receives EUR 20,000.00 and each other member of the Audit Committee receives EUR 10,000.00 for the respective fiscal year of the Company.

With effect from January 1, 2022 compensation shall be introduced for two newly established committees of the Supervisory Board; these are the Nomination Committee and the Remuneration Committee, which met for the first time in the 2022 fiscal year. To take appropriate account of the importance and time involved in committee work, (i) the members of the Remuneration Committee shall receive an additional EUR 7,500.00 per year, its chairman EUR 15,000.00; (ii) the members of the Nomination Committee an additional EUR 3,000,00 per year, its chairman EUR 5,000.00.

After the adjustment, the committee compensation will therefore be as follows:

Role	Compensation in EUR p.a.
Ordinary Member	25,000.00
Supervisory Board Chair	40,000.00

Supervisory Board Deputy Chair	30,000.00
Audit Committee Member	+ 10,000.00
Audit Committee Chair	+ 20,000.00
Remuneration Committee Member	+ 7,500.00
Remuneration Committee Chair	+ 15,000.00
Nomination Committee Member	+ 3,000.00
Nomination Committee Chair	+ 5,000.00

Unless otherwise specified at the time of their election, the members of the Supervisory Board are elected for a period terminating at the end of the Annual General Meeting that resolves on the formal discharge of the members for the fourth fiscal year following the commencement of their term of office.

Due to the change of the legal form of the Company into a European company (*Societas Europaea*, SE), the members of the Supervisory Board were appointed until the end of the first Annual General Meeting that resolves on the discharge for the first fiscal year of Westwing Group SE. The fiscal year in which the term of office begins is not included in this calculation.

Subject to the relevant statutory provisions, members of the Supervisory Board may be dismissed and may resign from office without good cause by giving one month's notice in writing to the chairman of the Supervisory Board – or, in the event of resignation by the chairman, to his/her deputy. The chairman of the Supervisory Board or, in the event of resignation from office by the chairman of the Supervisory Board, his/her deputy, may shorten the period of notice or waive compliance with the period of notice. There is no further compensation in the event of resignation or any provision regarding compensation after the term of office. Members of the Supervisory Board who hold the position on the Supervisory Board and/or a committee of the Supervisory Board or who hold the office of chairman or deputy chairman for only part of a full fiscal year will receive a corresponding portion of the compensation.

Supervisory Board compensation is reviewed by the Supervisory Board and Management Board on a regular basis, but at least every four years. For this purpose, a horizontal market comparison with supervisory board compensation in other companies

may be drawn up. The Supervisory Board may be assisted in this by an independent external compensation expert.

In the event of significant changes, but no later than every four years, the compensation system and the compensation of the members of the Supervisory Board are to be submitted to the Annual General Meeting for resolution. The Annual General Meeting may confirm the respective existing system of Supervisory Board compensation or adopt a resolution to amend it. Corresponding resolution proposals to the Annual General Meeting are submitted by the Management Board and Supervisory Board in accordance with the legally regulated division of responsibilities to ensure mutual control between the two bodies. The rules for dealing with conflicts of interest set out in the Rules of Procedure for the Management Board and the Supervisory Board are observed in the procedures for setting up, implementing and reviewing the compensation system. The Annual General Meeting has the authority to decide on the ultimate structure of the compensation. Thus a system of checks and balances is already enshrined in the statutory regulations.

The compensation of the members of the Supervisory Board is governed by section 15 of the Articles of Association of the Company, which will be worded as follows after the corresponding resolution by the Annual General Meeting on the 2021 fiscal year:

§ 15 Compensation

- (1) The members of the Supervisory Board shall receive a fixed base compensation for each fiscal year of the Company in the amount of EUR 25,000.00. The chairman of the Supervisory Board shall receive a fixed base compensation for each fiscal year of the Company in the amount of EUR 40,000.00 and each deputy chairman a fixed base compensation in the amount of EUR 30,000.00.
- (2) For their office in the Audit Committee of the Supervisory Board the chairman of the Audit Committee shall receive an additional compensation in the amount of EUR 20,000.00 and any other member of the Audit Committee an additional compensation in the amount of EUR 10,000.00 for each fiscal year of the Company. For their office in the Remuneration Committee of the Supervisory Board the chairman of the Remuneration Committee shall receive an additional compensation in the amount of EUR 15,000.00 and any other member of the Remuneration Committee an additional compensation in the amount of EUR 7,500.00 for each fiscal year of the Company. For their office in the Nomination Committee of the Supervisory Board the chairman of the Nomination Committee shall receive an additional compensation in the amount of EUR 5,000.00 and any other member of the Nomination Committee an additional compensation in the amount of EUR 3,000.00 for each fiscal year of the Company.

- (3) The compensation is payable after the end of the respective fiscal year. Members of the Supervisory Board who hold their office in the Supervisory Board or in a committee of the Supervisory Board or who hold the office as chairman or deputy chairman only during a part of the fiscal year shall receive a corresponding portion of the compensation.
- (4) In addition to the compensation paid pursuant to the foregoing paragraphs, the Company shall reimburse the members of the Supervisory Board for their reasonable out-of-pocket expenses incurred in the performance of their duties as Supervisory Board members as well as the value added tax on their compensation and out-of-pocket expenses.
- (5) The Supervisory Board members shall be included, where there is one, in a D&O liability insurance for board members maintained by the Company in the Company's interests that will provide reasonable coverage against financial damage. The premiums for this insurance policy are paid by the Company.

3. Report from the Management Board to the Annual General Meeting on agenda item 7 pursuant to article 5 SE Regulation in conjunction with sections 203 (2), 186 (4) sentence 2 German Stock Corporation Act (*AktG*)

With regard to item 7 of the agenda for the Annual General Meeting on May 18, 2022, the Management Board has submitted a written report on the reasons for the exclusion of subscription rights in accordance with article 5 SE Regulation in conjunction with sections 203 (2), 186 (4) sentence 2 German Stock Corporation Act (*AktG*). The report has the following content:

In the period from February 1, 2013 up to and including 3 August 2018, prior to the change of the legal form of the Company into a stock corporation (and a European stock corporation (SE)), the Management Board and the Supervisory Board of the Company granted or promised share purchase rights to managing directors and employees of the Company and its direct or indirect subsidiaries ("**Beneficiaries**"). The Beneficiaries can exercise their share purchase rights against the Company within contractually defined periods by paying an exercise price. In addition, certain other contractually defined events must occur. In the period from February 1, 2013 up to and including August 3, 2018, the following share purchase rights were issued or granted

- In view of the IPO, Westwing Group GmbH, a legal predecessor of the Company established a new long-term incentive program (the "**Long Term Incentive Program 2019**"), under which the Company granted the members of the Management Board and other key employees of the Company and its direct or indirect subsidiaries as Beneficiaries a total of 2,333,250 options to purchase shares of the Company (share purchase rights) on the basis of generally standardized terms and conditions.

- Of these 2,333,250 share purchase rights, 2,112,000 share purchase rights (the "**First Tranche**") were granted on essentially the same terms and conditions to members of the Management Board and 19 other key employees of the Group, while 221,250 share purchase rights (the "**Second Tranche**") were granted to an additional 56 key employees of the Group.
- The Beneficiaries may exercise their share purchase rights in whole or in part no earlier than twelve months after the occurrence of a liquidity event or an IPO and a listing of the shares of the Company. The exercise price and the nominal value of the shares underlying the share purchase rights shall be adjusted in the event of pure capital increases, capital decreases and changes in the number of shares issued without a capital measure. The Company may require the exercise of the share purchase rights upon the occurrence of a liquidity event (which generally does not include an initial public offering). The share purchase rights lapse if the Beneficiary concerned does not exercise the share purchase rights within two weeks of such a request. In addition, after a period of 48 months following the occurrence of a liquidity event or an IPO, the Beneficiary is obligated, at the Company's request, to exercise all share purchase rights not yet exercised. The Company may, at its discretion, at any time satisfy share purchase rights or claims for delivery of shares under the share purchase rights by granting virtual shares or comparable instruments or cash settlement for the equivalent value of the share purchase rights.
- Westwing Group GmbH, a legal predecessor of the Company, has established another long-term incentive program (the "**Long Term Incentive Program 2016**") under which the Company granted members of the Management Board and other key employees of the Group as Beneficiaries a total of 434,850 options to purchase shares in the Company (share purchase rights) on the basis of generally standardized terms and conditions.

The share purchase rights granted under the Long Term Incentive Program 2016 can be exercised twelve months after the occurrence of a liquidity event or an IPO or listing of the shares of the Company. The exercise price and the nominal value of the shares underlying the share purchase rights shall be adjusted in the event of pure capital increases, capital decreases and changes in the number of shares issued without a capital measure. The Company may require the exercise of the share purchase rights upon the occurrence of a liquidity event (this does not normally include an IPO). The share purchase rights lapse if the Beneficiary concerned does not exercise the share purchase rights within two weeks of such a request. In addition, after a period of 48 months following the occurrence of a liquidity event or an IPO, the Beneficiary is obligated, at the request of the Company, to exercise all share purchase rights not yet exercised. The Company may, at its discretion, at any time satisfy share purchase rights or claims for delivery of shares under the share purchase rights

by granting virtual shares or comparable instruments or cash settlement for the equivalent value of the share purchase rights.

The exercise prices of the share purchase rights under both programs vary depending on the issue date and range from EUR 1.00 to EUR 34.86.

In order to satisfy claims under these programs by delivering new shares in the Company, the Annual General Meeting of the Company held on June 5, 2018 authorized the Management Board, with the approval of the Supervisory Board, to increase the registered share capital by a total of up to EUR 8,000,000.00 against contributions in cash and/or in kind ("**Authorized Capital 2018/V**"). To date, no new shares have been issued under Authorized Capital 2018/IV. Due to partial utilization of Authorized Capital 2018/I, Authorized Capital 2018/III, Authorized Capital 2018/IV and Authorized Capital 2018/V, the authorized capital no longer exists in the legally permissible amount of half of the current registered share capital and the Company also no longer has the option of issuing shares without share purchase rights to the legally permissible extent. In addition, Authorized Capital 2018/V will expire on August 6, 2023. In order to enable the Company to back the share purchase rights with shares of the Company, the existing Authorized Capital 2018/V shall be cancelled, and new authorized capital shall be created to the extent permitted by the SE Regulation in conjunction with the German Stock Corporation Act (*AktG*), excluding subscription rights.

The subscription right of the shareholders is excluded for the Authorized Capital 2022/I.

The total pro rata amount of registered share capital attributable to the new shares issued may not exceed 10% of the Company's registered share capital existing at the time of the resolution on Authorized Capital 2022/I or - if either of these amounts is lower - at the time Authorized Capital 2022/I becomes effective or is exercised. To protect shareholders against dilution, shares issued or transferred under participation programs from authorized capital, conditional capital or treasury shares to members of the Management Board and employees of the Company and to members of the management and employees of affiliated companies within the meaning of article 15 German Stock Corporation Act (*AktG*) since the resolution on Authorized Capital 2022/I shall be counted towards this 10% limit.

The Management Board is to be authorized to determine the further details of the capital increase and its implementation with the approval of the Supervisory Board; this also dividend entitlement of the new shares which, in deviation from article 9 (1) c) ii) SE Regulation in conjunction with section 60 (2) German Stock Corporation Act (*AktG*), may also be determined for a fiscal year which has already ended.

At the same time, these restrictions also limit a dilution of the voting rights of the shareholders excluded from the subscription right. Taking all these circumstances into

account, this exclusion of subscription rights is necessary, suitable, appropriate and in the interests of the Company within the limits described.

If the Management Board issues shares from the new Authorized Capital 2022/I excluding subscription rights, it will report on this at the next Annual General Meeting.

4. Report from the Management Board to the Annual General Meeting on agenda item 8 pursuant to article 5 SE Regulation in conjunction with sections 203 (2), 186 (4) sentence 2 German Stock Corporation Act (*AktG*)

With regard to item 8 of the agenda for the Annual General Meeting on May 18, 2022, the Management Board has submitted a written report on the reasons for the exclusion of the subscription right pursuant to article 5 SE Regulation in conjunction with sections 203 (2) sentence 2, 186 (4) sentence 2 German Stock Corporation Act (*AktG*). The report has the following content:

The Authorized Capital 2018/VI shall be replaced by a new Authorized Capital in the amount of EUR 4,180,792.00 ("Authorized Capital 2022/II") due to the partial discontinuation of its purpose.

The resolution of the Annual General Meeting is requested in order to maintain flexibility and enable the Company to be able to react flexibly to future financing requirements - within the scope of the authorization – at short notice and to be able to strengthen equity at short notice if necessary.

In principle, shareholders are entitled to subscription rights when Authorized Capital 2022/II is utilized. To enable the management to make optimum and flexible use of this possibility in the interest of the Company, the resolution is to provide authorization to exclude subscription rights for various purposes specified in the proposed resolution:

Firstly, the proposed authorization provides that the management is to be entitled to exclude shareholders' subscription rights if fractional amounts arise as a result of the subscription ratio. The exclusion of subscription rights with regard to any fractional amounts only serves to enable the authorization to be utilized for round amounts. The new shares excluded from shareholders' subscription rights as fractional shares will be utilized in the best possible way for the Company. As any exclusion of subscription rights is limited to fractional amounts, any potential dilutive effect is minimal.

Secondly, the management is to be authorized to exclude subscription rights if the capital is to be increased against contributions in kind. This possibility to exclude subscription rights is intended in particular to enable the Management Board, with the approval of the Supervisory Board, to acquire companies or interests in companies or other assets in return for shares in the Company or to merge with other companies, in particular by way of merger. This is intended to enable the Company to respond

quickly and flexibly on national and international markets to advantageous offers or other opportunities to acquire companies or interests in companies operating in related business areas. The need frequently arises to provide shares rather than cash as consideration. The management will only use the option of a capital increase against contributions in kind excluding subscription rights from Authorized Capital 2022/II in particular for acquisitions if the value of the newly issued shares and the value of the consideration, i.e. the company or shareholding to be acquired or other assets, are in an appropriate ratio.

Thirdly, the Management Board shall be able, with the approval of the Supervisory Board, to exclude subscription rights in the case of cash capital increases if the shares are issued at an amount which is not significantly lower than the stock market price. This option, provided for by section 186 (3) sentence 4 German Stock Corporation Act (*AktG*), is intended to enable the Company to take advantage of market opportunities quickly and flexibly and to cover capital requirements at short notice. The exclusion of subscription rights enables a placement close to the stock market price, so that the usual discount for subscription issues is not applicable. In the case of such an exclusion of subscription rights close to the stock market price, the cash capital increase may not exceed 10% of the existing registered share capital at the time it is exercised. This takes account of shareholders' needs for protection against dilution of their stock ownership. In order to maintain their ownership percentage, each shareholder may purchase shares on the market at approximately the same conditions.

Fourthly, it should be possible to exclude subscription rights to the extent necessary to grant subscription rights to new shares to the owners of conversion rights and option rights, insofar as the conditions of the respective conversion rights and option rights provide for this. To facilitate placement on the capital market, such conversion rights and option rights have anti-dilution protection which provides that the owners may be granted subscription rights to new shares in subsequent share issues, as is the case for shareholders. They are thus placed in the same position as if they were already shareholders. In order to provide the conversion rights and option rights with such protection against dilution, the subscription rights of shareholders to these shares must be excluded. This serves to facilitate the placement of the conversion rights and option rights and thus serves the interests of the shareholders in an optimum financial structure of the Company.

The other companies referred to in section 186 (5) sentence 1 German Stock Corporation Act (*AktG*) are companies operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) German Banking Act (*KWG*).

There are currently no specific acquisition projects for which the possibility of excluding subscription rights under Authorized Capital 2022/II is to be used.

The Management Board will carefully examine in each individual case whether it will make use of the authorization to increase capital excluding shareholders' subscription rights. It will only do so if, in the opinion of the Management Board and the Supervisory Board, it is in the interest of the Company and thus of its shareholders. The Management Board will report to the Annual General Meeting on each utilization of the authorization.

By its very nature, the issue amount cannot be fixed at present as there is no specific intention to use the shares. The determination of the respective issue amount is therefore by law incumbent on the Management Board with the approval of the Supervisory Board.

When considering all of the aforementioned circumstances, the Management Board - as well as the Supervisory Board of Westwing Group SE - considers the exclusion of subscription rights in the aforementioned cases to be objectively justified and appropriate, also taking into account the dilutive effect to the detriment of the shareholders.

5. Information on agenda item 9:

Profit and Loss Transfer Agreement

by and between

Westwing Group SE, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Berlin (Charlottenburg) under HRB 239114 B

– hereinafter "**Controlling Company**" –

and

Westwing Bitterfeld Logistics GmbH, registered with the commercial register of the local court of Munich under HRB 265507

– hereinafter "**Dependent Company**" –

– both a "**Contractual Party**" and together the "**Contractual Parties**" –

§ 1

Preliminary note

The Controlling Company owns all shares in the Dependent Company. The Dependent Company remains legally independent.

The following Profit and Loss Transfer Agreement (hereinafter the "**Agreement**") is entered into for the purpose of establishing a tax group relationship (*Organschaftsverhältnis*) within

the meaning of sections 14, 17 German Corporation Tax Act (*Körperschaftsteuergesetz, KStG*).

§ 2

Transfer of Profits and Assumption of Losses

- (1) The Dependent Company undertakes to transfer its entire profit to the Controlling Company as of the point in time specified in section 3 (1) sentence 2 of this Agreement. Subject to the formation or release of reserves pursuant to (2), the profit to be transferred shall be the net profit for the year arising without the profit transfer, reduced by any loss carried forward of the previous year, by any amount to be allocated to the statutory reserves pursuant to section 300 German Stock Corporation Act (*Aktiengesetz, AktG*) and by the amount blocked from distribution pursuant to section 268 (8) German Commercial Code (*Handelsgesetzbuch, HGB*). The amount to be transferred may not exceed the amount resulting from section 301 German Stock Corporation Act (*AktG*) as amended. Reference is made to the provisions of sections 300 et seq. German Stock Corporation Act (*AktG*).
- (2) To the extent legally permitted and economically justified on the basis of a reasonable commercial assessment, the Dependent Company may, with the consent of the Controlling Company, allocate amounts from the annual net profit to further revenue reserves pursuant to section 272 (3) German Commercial Code HGB (*sonstige Gewinnrücklagen*). At the request of the Controlling Company, further revenue reserves formed during the duration of this Agreement pursuant to section 272 (3) German Commercial Code (*HGB*) shall be dissolved in order to be used to offset an annual net loss or to be transferred as profit.
- (3) The transfer of amounts from the release of further revenue reserves pursuant to section 272 (3) German Commercial Code (*HGB*) which were formed prior to the duration of this Agreement, as well as capital reserves (*Kapitalrücklagen*) pursuant to section 272 (2) German Commercial Code (*HGB*) is excluded. The same shall apply to any pre-contractual profit carried forward.
- (4) The claim for profit transfer arises at the end of the fiscal year of the Dependent Company. The payment is due six (6) weeks after approval of the annual financial statements of the Dependent Company.
- (5) The provision of article 9 (1) c) ii) of the Regulation on the Statute for a European company (SE) ("SE-Regulation") in conjunction with section 302 German Stock Corporation Act (*AktG*), both as amended, shall apply to the assumption of losses. Section 2 (4) of this Agreement shall apply mutatis mutandis to the Dependent Company's claim for the assumption of losses.

§ 3

Rights to Information

The Controlling Company shall at any time be entitled to inspect the books and other business records of the Dependent Company. The Dependent Company's management shall be obligated to transfer to the Controlling Company at any time all requested information regarding the affairs of the Dependent Company. In case of a termination of this Agreement or a transfer of all or a portion of the shares in the Dependent Company held by the Controlling Company all rights and obligations under this section 3 in respect of the period in which this Agreement was in force shall remain unaffected.

§ 4

Effectiveness and Term

- (1) This Agreement shall be entered into subject to the approval of the general meeting (*Hauptversammlung*) of the Controlling Company and the approval of the shareholders' meeting (*Gesellschafterversammlung*) of the Dependent Company. It shall become effective with its entry in the commercial register of the Dependent Company and shall apply with retroactive effect from the beginning of the fiscal year in progress at the time of such entry.
- (2) The Agreement is entered into for an indefinite period of time and may be terminated by giving notice at least two (2) months prior to the end of the respective fiscal year, but at the first time after the expiration of five (5) years (5 x 12 months) from the effective date of this Agreement. If this Agreement is not terminated, it shall be extended by one year and the same notice period applies for termination. Any notice of termination must be given in written form. The punctuality of the notice of termination is determined by its receipt by the respective other Contractual Party.
- (3) The right to terminate the Agreement for good cause without prior notice shall remain unaffected. In particular (but without being limited thereto) the following shall be deemed "good cause":
 - a) a disposal of all shares in the Dependent Company or a disposal of shares with the consequence that the prerequisites of the financial integration of the Dependent Company in the Controlling Company are no longer satisfied according to tax law,
 - b) a contribution of shares in the Dependent Company by the Controlling Company, or
 - c) a transformation (*Umwandlung*), spin-off, merger or liquidation of the Controlling Company or the Dependent Company.

- (4) At the end of this Agreement, the Controlling Company shall be obligated to provide security to the creditors of the Dependent Company in accordance with the provision of article 9 (1) c) ii) SE-Regulation in conjunction with section 303 German Stock Corporation Act (*AktG*), both as amended.

§ 5

Severability Clause

- (1) Any amendments or supplements to this Agreement must be in written form in order to be effective. The same applies to an amendment of this written form requirement itself.
- (2) If any provision of this Agreement is or becomes invalid or unenforceable in whole or in part, the remaining provisions of the Agreement shall remain valid. The Contractual Parties are obligated to substitute the wholly or partially invalid or unenforceable provision by a valid or enforceable provision that comes, in a legally permitted manner, as close as possible to the economic purpose and objective pursued by the wholly or partially invalid or unenforceable provision. The same applies to contractual gaps; in this case, the Contractual Parties are obligated to adopt provisions filling the respective gap in the Agreement.

6. Information on agenda item 10:

Profit and Loss Transfer Agreement

by and between

Westwing Group SE, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Berlin (Charlottenburg) under HRB 239114 B

– hereinafter "**Controlling Company**" –

and

Westwing Delivery Service GmbH, registered with the commercial register of the local court of Munich under HRB 265384

– hereinafter "**Dependent Company**" –

– both a "**Contractual Party**" and together the "**Contractual Parties**" –

§ 1

Preliminary note

The Controlling Company owns all shares in the Dependent Company. The Dependent Company remains legally independent.

The following Profit and Loss Transfer Agreement (hereinafter the "**Agreement**") is entered into for the purpose of establishing a tax group relationship (*Organschaftsverhältnis*) within the meaning of sections 14, 17 German Corporation Tax Act (*Körperschaftsteuergesetz, KStG*).

§ 2

Transfer of Profits and Assumption of Losses

- (1) The Dependent Company undertakes to transfer its entire profit to the Controlling Company as of the point in time specified in section 3 (1) sentence 2 of this Agreement. Subject to the formation or release of reserves pursuant to (2), the profit to be transferred shall be the net profit for the year arising without the profit transfer, reduced by any loss carried forward of the previous year, by any amount to be allocated to the statutory reserves pursuant to section 300 German Stock Corporation Act (*Aktien-gesetz, AktG*) and by the amount blocked from distribution pursuant to section 268 (8) German Commercial Code (*Handelsgesetzbuch, HGB*). The amount to be transferred may not exceed the amount resulting from section 301 German Stock Corporation Act (*AktG*) as amended. Reference is made to the provisions of sections 300 et seq. German Stock Corporation Act (*AktG*).
- (2) To the extent legally permitted and economically justified on the basis of a reasonable commercial assessment, the Dependent Company may, with the consent of the Controlling Company, allocate amounts from the annual net profit to further revenue reserves pursuant to section 272 3 German Commercial Code (*HGB*) (*sonstige Gewinnrücklagen*). At the request of the Controlling Company, further revenue reserves formed during the duration of this Agreement pursuant to section 272 (3) German Commercial Code (*HGB*) shall be dissolved in order to be used to offset an annual net loss or to be transferred as profit.
- (3) The transfer of amounts from the release of further revenue reserves pursuant to section 272 (3) German Commercial Code (*HGB*), which were formed prior to the duration of this Agreement, as well as capital reserves (*Kapitalrücklagen*) pursuant to section 272 (2) German Commercial Code (*HGB*) is excluded. The same shall apply to any pre-contractual profit carried forward.
- (4) The claim for profit transfer arises at the end of the fiscal year of the Dependent Company. The payment is due six (6) weeks after approval of the annual financial statements of the Dependent Company.
- (5) The provision of article 9 (1) c) ii) of the Regulation on the Statute for a European company (SE) ("SE-Regulation") in conjunction with section 302 German Stock Corporation Act (*AktG*), both as amended, shall apply to the assumption of losses. Section 2 (4) of this Agreement shall apply mutatis mutandis to the Dependent Company's claim for the assumption of losses.

§ 3

Rights to Information

The Controlling Company shall at any time be entitled to inspect the books and other business records of the Dependent Company. The Dependent Company's management shall be obligated to transfer to the Controlling Company at any time all requested information regarding the affairs of the Dependent Company. In case of a termination of this Agreement or a transfer of all or a portion of the shares in the Dependent Company held by the Controlling Company all rights and obligations under this section 3 in respect of the period in which this Agreement was in force shall remain unaffected.

§ 4

Effectiveness and Term

- (1) This Agreement shall be entered into subject to the approval of the general meeting (*Hauptversammlung*) of the Controlling Company and the approval of the shareholders' meeting (*Gesellschafterversammlung*) of the Dependent Company. It shall become effective with its entry in the commercial register of the Dependent Company and shall apply with retroactive effect from the beginning of the fiscal year in progress at the time of such entry.
- (2) The Agreement is entered into for an indefinite period of time and may be terminated by giving notice at least two (2) months prior to the end of the respective fiscal year, but at the first time after the expiration of five (5) years (5 x 12 months) from the effective date of this Agreement. If this Agreement is not terminated, it shall be extended by one year and the same notice period applies for termination. Any notice of termination must be given in written form. The punctuality of the notice of termination is determined by its receipt by the respective other Contractual Party.
- (3) The right to terminate the Agreement for good cause without prior notice shall remain unaffected. In particular (but without being limited thereto) the following shall be deemed a "good cause":
 - a) a disposal of all shares in the Dependent Company or a disposal of shares with the consequence that the prerequisites of the financial integration of the Dependent Company in the Controlling Company are no longer satisfied according to tax law,
 - b) a contribution of shares in the Dependent Company by the Controlling Company, or
 - c) a transformation (*Umwandlung*), spin-off, merger or liquidation of the Controlling Company or the Dependent Company.
- (4) At the end of this Agreement, the Controlling Company shall be obligated to provide security to the creditors of the Dependent Company in accordance with the provision

of article 9 (1) c ii) SE-Regulation in conjunction with section 303 German Stock Corporation Act (*AktG*), both as amended.

§ 5

Severability Clause

- (1) Any amendments or supplements to this Agreement must be in written form in order to be effective. The same applies to an amendment of this written form requirement itself.
- (2) If any provision of this Agreement is or becomes invalid or unenforceable in whole or in part, the remaining provisions of the Agreement shall remain valid. The Contractual Parties are obligated to substitute the wholly or partially invalid or unenforceable provision by a valid or enforceable provision that comes, in a legally permitted manner, as close as possible to the economic purpose and objective pursued by the wholly or partially invalid or unenforceable provision. The same applies to contractual gaps; in this case, the Contractual Parties are obliged to adopt provisions filling the respective gap in the Agreement.

III. Further information on the invitation

Total number of shares and voting rights at the time the Annual General Meeting is convened

At the time of convening of the Annual General Meeting in the Federal Gazette, the registered share capital of the Company amounts to EUR 20,903,968.00 and is divided into 20,903,968 no-par value shares. At the time the Annual General Meeting is convened in the Federal Gazette this total amount of shares includes 326,475 treasury shares in the Company, under which the Company is not entitled to exercise any rights pursuant to section 71b German Stock Corporation Act (*AktG*). The total number of shares conferring participation and voting rights therefore amounts to 20,577,493 at the time the Annual General Meeting is convened in the Federal Gazette.

Information on conducting the virtual Annual General Meeting; AGM Portal

The ordinary Annual General Meeting will be held as a virtual annual general meeting without the physical presence of the shareholders and their proxies (with the exception of the voting proxies appointed by the Company) with the approval of the Company's Supervisory Board due to the ongoing spread of the SARS-CoV-2 virus (COVID-19 pandemic) pursuant to sections 1 (1), (2) and (8) sentence 2 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law

to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of March 27, 2020 in its currently applicable version, last amended by the Amendment Act of September 10, 2021, Federal Gazette 2021 I, page 4174, (hereinafter "**COVID-19 Act**")

The entire Annual General Meeting taking place on the Company's premises will be broadcast live with video and audio transmission for this purpose on May 18, 2022 from 9:00 hours (CEST) on the Company's password-protected shareholder portal ("**AGM Portal**"), which can be accessed on the Company's website at

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

Only shareholders who have duly registered as described below (see part III.1 "*Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting*") and have provided evidence of share ownership or their proxies will be able to follow the video and audio broadcast of the entire Annual General Meeting on the Company's AGM Portal. In addition, shareholders who have duly registered and identified themselves can exercise their voting right personally or by duly authorized proxy by Electronic Postal Vote or by granting power of attorney to one of the voting proxies appointed by the Company and ask questions and record objections on the AGM Portal.

The AGM Portal will be accessible on the Company's website at

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

on April 27, 2022 from 0:00 hours (CEST) for shareholders who have duly registered and provided due evidence of share ownership and for their proxies. To be able to use the AGM Portal you have to log on using your access data, which you will be sent once you have submitted your registration and provided evidence of your shareholding to the Company in due form and due time. Proxies can also access the AGM Portal by using the access data of the shareholder they represent. Further details on the use of the AGM Portal are printed on the voting card which will be sent to shareholders after their registration and evidence of share ownership have been received by the Company in due form and within the time limit.

1. Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting

Only shareholders who have registered in text form (section 126b German Civil Code (*Bürgerliches Gesetzbuch, BGB*)) and provided evidence of share ownership in due time will be entitled to follow the virtual Annual General Meeting on the AGM Portal and to exercise other shareholder rights. Evidence of a shareholding is to be provided by submitting evidence for the shareholding issued by the depositary institution in text

form (section 126b German Civil Code (*BGB*)) in German or English or by submitting evidence pursuant to section 67c (3) German Stock Corporation Act (*AktG*). The evidence of ownership of the shares in the Company must document ownership at 0:00 hours (CEST) at the beginning of April 27, 2022 ("**Record Date**").

The registration and evidence of share ownership must be sent to the Company using one of the contact methods below and must be received no later than 24:00 hours on May 11, 2022:

Westwing Group SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
or by e-mail: inhaberaktien@linkmarketservices.de

Once the registration and evidence of share ownership have been received, voting cards to exercise shareholder rights at the Annual General Meeting including the access data to use the AGM Portal will be sent to shareholders. We ask shareholders to make sure that they register and provide evidence of share ownership to the Company in good time.

Significance of the Record Date

As regards the exercising of shareholder rights in connection with the virtual Annual General Meeting, including the right to vote, only persons who have provided evidence of share ownership will be considered shareholders in relation to the Company. The entitlement to exercise shareholder rights in connection with the virtual Annual General Meeting and the scope of the right to vote will be based solely on the shareholder's share ownership on the Record Date. The Record Date does not create any restrictions on the disposal of the shareholding, meaning that the shareholders may also dispose of their shares after registering. Even in the event of a full or partial disposal of the shareholding after the Record Date, the entitlement to exercise shareholder rights in connection with the Annual General Meeting and the scope of the voting right are solely based on the shares held by the shareholder on the Record Date, i.e., any disposal of shares after the Record Date does not affect the entitlement to exercise shareholder rights in connection with the Annual General Meeting and the scope of voting rights. The same applies to additional acquisitions of shares after the Record Date. Consequently, persons who do not hold any shares on the Record Date and subsequently become shareholders may only exercise their shareholder rights in connection with the virtual Annual General Meeting provided that they arrange to be given power of attorney or to be authorized to exercise these rights. The Record Date does not have any significance for dividend entitlements.

Voting by Electronic Postal Vote

Shareholders may also exercise their voting rights by electronic communications without taking part in the meeting ("**Electronic Postal Vote**"). This also requires due registration and evidence of share ownership (see Part III.1 "*Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting*"). Votes may be cast by Electronic Postal Vote on the AGM Portal.

It is possible to cast votes on the AGM Portal on April 27, 2022 from 00:00 hours (CEST), and before and during the virtual Annual General Meeting until the start of voting during the virtual Annual General Meeting on May 18, 2022. A vote previously cast can also be modified or revoked on the AGM Portal until the start of voting during the virtual Annual General Meeting.

Please note that other communication channels are not available for postal voting, in particular votes may not be sent by mail.

Authorized intermediaries, shareholders' associations and proxy advisors or other persons treated as equivalent pursuant to section 135 (8) German Stock Corporation Act (*AktG*) may also vote by Electronic Postal Vote.

If individual votes are held on an agenda item without this having been communicated in advance of the Annual General Meeting, a vote cast on this agenda item as a whole will also be deemed to be a corresponding vote for each item of the individual vote.

Procedure for voting by proxy

Shareholders who have duly registered and provided due evidence of their share ownership may be represented by proxy, e.g. an intermediary, a shareholders' association, a proxy advisor or another person of their choice when exercising their shareholder rights in relation to the virtual Annual General Meeting, in particular when exercising their right to vote. If the shareholder authorizes more than one person, the Company may reject one or more of them.

The granting of the power of attorney, its revocation and evidence of the authorization to the Company must be made in text form (section 126b German Civil Code (*BGB*)) or must be made using the input mask on the AGM Portal.

If an intermediary within the meaning of section 67a (4) German Stock Corporation Act (*AktG*), a shareholders' association, a proxy advisor or any other person within the meaning of section 135(8) German Stock Corporation Act (*AktG*) is authorized, then the rules may differ; shareholders should ask the parties involved about these rules. However, a breach of these requirements and certain other requirements referred to in section 135 German Stock Corporation (*AktG*) for granting power of attorney to an intermediary within the meaning of section 67a (4) German Stock Corporation Act

(*AktG*), a shareholders' association, a proxy advisor or another person within the meaning of section 135 (8) German Stock Corporation Act (*AktG*) does not affect the validity of the vote cast pursuant to section 135 (7) German Stock Corporation Act (*AktG*).

A form for granting power of attorney is printed on the voting card sent to shareholders after the registration and evidence of share ownership have been received by the Company in in due form and within the time limit. A form is also available on the Company's website at

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

It also possible to grant power of attorney by other means; however, this likewise has to meet the requirements of text form (section 126b German Civil Code (*BGB*)), unless it is granted using the using the input mask in the Company's AGM Portal which can be accessed on the Company's website at

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

if neither an intermediary within the meaning of section 67a (4) German Stock Corporation Act (*AktG*) nor a shareholders' association, proxy advisor or other person within the meaning of section 135 (8) German Stock Corporation Act (*AktG*) is being authorized.

The granting of the proxy, its revocation and the proof of proxy granted to a proxy or its revocation to the Company must be received by the Company for organizational reasons in one of the following ways by 24:00 hours (CEST) on May 17, 2022:

Westwing Group SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
or by e-mail: inhaberaktien@linkmarketservices.de

The granting and revocation of the proxy can also be made using the input mask on the AGM Portal, before and during the virtual Annual General Meeting until the start of voting during the virtual Annual General Meeting on May 18, 2022. A power of attorney previously sent in text form (section 126b German Civil Code (*BGB*)) or granted on the AGM Portal can also be modified or revoked on the AGM Portal until the start of voting during the virtual Annual General Meeting on May 18, 2022.

Even in the event that a proxy is granted, registration and evidence of share ownership must be provided in due form and due time in accordance with the above provisions. Subject to the above conditions for granting proxy, this does not preclude the granting of proxies after registering and providing evidence of share ownership.

As such proxies cannot physically participate in the Annual General Meeting due to the fact that the Annual General Meeting is held as a virtual Annual General Meeting in accordance with the COVID 19 Act, these proxies can only exercise their voting rights in the Annual General Meeting by means of electronic communication by postal vote or by (sub-)authorization of the proxies appointed by the Company. For a proxy to exercise rights by way of electronic communication via the password-protected AGM portal it is necessary for the proxy to receive the personal access data sent with the voting card from the party granting the proxy.

The Company offers its shareholders the opportunity to authorize voting proxies appointed by the Company who are bound by instructions to exercise their voting rights. The voting proxies appointed by the Company exercise the right to vote exclusively on the basis of the instructions issued by the shareholder and have the right to grant sub-powers of attorney. The power of attorney to the voting proxies appointed by the Company (and the instructions given) must be made in text form (section 126b German Civil Code (*BGB*)) or be granted using the input mask on the AGM Portal. If no explicit instructions or contradictory or unclear instructions have been issued, the voting proxies appointed by the Company will abstain from voting on the relevant agenda items; this also always applies to other motions. If an individual vote is held 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 will also be deemed to be a corresponding instruction for each item in the individual vote. The proxies appointed by the Company will not accept any instructions to speak, ask questions, propose motions or file objections to resolutions of the Annual General Meeting, either prior to or during the Annual General Meeting.

The authorization and instruction form for the voting proxies appointed by the Company and the explanations on how to use them are printed on the voting card sent to shareholders after the registration and evidence of share ownership have been received by the Company in due form and due time. This form is also available on the Company's website at

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

Powers of attorney for exercising the right to vote with instructions to the voting proxies appointed by the Company must be received by the Company for organizational reasons at the aforementioned address or e-mail address by 24:00 hours (CEST) on May 17, 2022.

It is also possible to grant the power of attorney to exercise the right to vote together with instructions to the voting proxies appointed by the Company and to revoke this power of attorney using the input mask on the AGM Portal, prior to and during the virtual Annual General Meeting until the start of voting during the virtual Annual Gen-

eral Meeting on May 18, 2022. Until the start of voting during the virtual Annual General Meeting on May 18, 2022 it is also possible to revoke or modify a power of attorney previously sent in text form (section 126b German Civil Code (*BGB*)) or granted on the AGM Portal with instructions to the voting proxies appointed by the Company.

Even if a proxy is granted together with instructions to the voting proxies appointed by the Company, registration and evidence of share ownership must be provided in due form and due time in accordance with the above conditions. Subject to the above conditions for granting a proxy with instructions to the voting proxies appointed by the Company, this does not preclude granting a proxy together with instructions to the voting proxies appointed by the Company after registering and providing evidence of share ownership.

Further information on exercising voting rights

If the Company has received both a vote cast by Electronic Postal Vote and a power of attorney with instructions given to the voting proxies appointed by the Company for one and the same share without one of these being revoked, the last vote received will be regarded as binding. Furthermore, if the Company receives declarations that differ from one another by different means of transmission in connection with the granting and revocation of a proxy or instruction and is unable to identify which of these declarations was received last, these declarations will be treated as binding in the following order of transmission: (1) AGM Portal, (2) e-mail and (3) hard copy.

Further information on voting

The scheduled votes on agenda items 2 to 4 and 6 to 9 are binding, the scheduled vote on agenda item 5 is recommendatory in the sense of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212. In each case, there is the option to vote yes (in favor), no (against) or abstain.

Right of shareholders to ask questions under section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act; right of shareholders to information under section 131 German Stock Corporation Act (*AktG*)

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

Based on section 1 (2) sentence 1 no. 3, second half of the second sentence COVID-19 Act, the Management Board has decided with the consent of the Company's Supervisory Board for organizational reasons that any questions have to be submitted no later than **24:00 hours (CEST) on May 16, 2022** using the designated input mask on the AGM Portal. Questions submitted by other means or later will be disregarded. The Management Board decides at its own equitable discretion how to answer questions.

Questions on the information provided by the Management Board are excluded. Furthermore, the shareholders and their proxies have neither the right to information pursuant to section 131 German Stock Corporation Act (*AktG*) nor the right to speak or ask questions at or during the virtual Annual General Meeting.

Rights of the shareholders under article 56 sentences 2 and 3 SE Regulation, section 50 (2) SEAG in conjunction with sections 122 (2), 126 (1) and 127 German Stock Corporation Act (*AktG*) in conjunction with section 1(2) sentence 3 COVID-19 Act

a) **Motions for additions to the agenda in accordance with article 56 sentences 2 and 3 SE Regulation, section 50 (2) SEAG and section 122 (2) German Stock Corporation Act (*AktG*)**

Shareholders whose shares, alone or in the aggregate, are at least equivalent to one twentieth of the share capital or to a pro rata amount of EUR 500,000.00 (equivalent to 500,000 shares) are entitled to request that items be placed on the agenda and announced. This quorum is required in accordance with article 56 sentence 3 of Council Regulation (EC) No. 2157/2001 on the Statute for a European company ("**SE Regulation**") in conjunction with section 50 (2) German Act on the Implementation of Council Regulation (EC) No. 2157/2001 on the Statute for a European company ("**SEAG**"), section 122 (2) German Stock Corporation Act (*AktG*) for supplementary motions by the shareholders of a European company (SE).

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

The request is to be made to the Company's Management Board in writing and must be received by the Company at least 30 days before the Annual General Meeting, i.e., no later than 24:00 hours (CEST) on April 17, 2022. Please send such requests to the following address:

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

Additions to the agenda which have to be announced will be published in the same manner as the convening of the Annual General Meeting without undue delay after receipt of the request, unless this has already been done at the time the AGM was convened.

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

Countermotions and nominations by shareholders pursuant to article 56 sentences 2 and 3 SE Regulation, section 50 (2) SEAG, sections 126 (1), 127 German Stock Corporation Act (*AktG*) in conjunction with section 1 (2) sentence 3 COVID-19 Act

Shareholders can send countermotions to motions by the Management Board and/or Supervisory Board on certain points of the agenda pursuant to section 126 (1) German Stock Corporation Act (*AktG*) and nominations for election pursuant to section 127 German Stock Corporation Act (*AktG*).

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

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

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

Countermotions or nominations for election received on time, i.e., by 24:00 hours (CEST) on May 3, 2022 and sent using one of the above contact methods that are to be made accessible will be made available to the shareholders without undue delay on the Company's website at

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

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

The Company may refrain from publishing a countermotion and its statement of reasons or a nomination under the conditions set out to in section 126 (2) German Stock Corporation Act (*AktG*) (in conjunction with section 127 sentence 1 German Stock Corporation Act (*AktG*)). For example, the statement of reasons need not be made accessible if it has more than 5,000 characters in total. A nomination for election also need not be made accessible by the Management Board pursuant to section 127 sentence 3 German Stock Corporation Act (*AktG*) if it does not contain the information required by section 124 (3) sentence 4 German Stock Corporation Act (*AktG*).

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

b) **Additional explanations**

Additional explanations on the shareholders' rights in accordance with article 56 sentence 2 and 3 SE Regulation, section 50 (2) SEAG, section 122 (2), section 126 (1), 127, 131 (1) German Stock Corporation Act (*AktG*) and section 1 (2) sentence 1 no. 3, sentences 2 and 3 COVID-19 Act are available on the Company's website at

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

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

Shareholders who have duly registered and provided due evidence of share ownership and their proxies can file objections to resolutions of the Annual General Meeting from the start of the virtual Annual General Meeting until its end on the AGM Portal, waiving the need to attend the Annual General Meeting in derogation of section 245 no. 1 German Stock Corporation Act (*AktG*) by having them recorded in the minutes, if they exercise or have exercised their voting right in accordance with the provisions set out above. Any other form of transmitting objections is excluded.

3. Shareholder Hotline

General questions from shareholders and intermediaries on the procedure for the Company's virtual Annual General Meeting can be sent by e-mail to

inhaberaktien@linkmarketservices.de

In addition, our Shareholder Hotline is available from Monday through Friday (except on public holidays) between 9:00 hours and 17:00 hours (CEST) at the telephone number +49 89 21027-220.

4. Information on the Company's website

This invitation to the Annual General Meeting as well as any documents required by law to be made accessible in connection with the agenda items, including the information required by section 124a German Stock Corporation Act (*AktG*), any counter-motions, nominations and requests for amendments by shareholders that have to be made accessible, further explanations of the shareholders' rights described above, and the total number of shares and voting rights at the time of convening the Annual General Meeting will be available from the time of convening the Annual General Meeting on the Company's website at

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

The results of the voting will also be published there after the Annual General Meeting.

5. Data privacy information for shareholders and their proxies

Your personal data will be processed for the purposes of maintaining the Stock Register as required by the German Stock Corporation Act (*AktG*), for communicating with you as a shareholder, and for conducting our virtual Annual General Meeting. In addition, your data will be used for related purposes and to fulfill other legal obligations (e.g., obligations to provide evidence or to retain records). You can find more detailed information on data privacy at

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

Munich/Berlin, in April 2022

Westwing Group SE
The Management Board