

Articles of Association  
of the  
IONOS Group SE

**Convenience Translation**

**I.**  
**GENERAL PROVISIONS\***

**§ 1**  
**Corporate name, registered seat and fiscal year**

1. The corporate name of the Company is:

*IONOS Group SE.*

2. The Company has its registered seat in Montabaur, Germany.
3. The Company's fiscal year is the calendar year.

**§ 2**  
**Corporate Purpose of the Company**

1. The Company's corporate purpose is the development and distribution of products and solutions in the field of web presence and productivity, in particular with digitalization applications such as web hosting, servers, e-business applications and related activities (for example, the registration of domains, hosting of websites, offering e-commerce applications and solutions for the creation of websites and e-shops for customers, applications for personal information management, marketing tools, Groupwork, online storage or office applications, as well as in the field of cloud applications and cloud infrastructure of any kind. Furthermore, the purpose of the company includes the development and operation of advertising and sales platforms and trading in domains, the construction, leasing and operation of data centers and information technology infrastructure of any kind, as well as the development of and trading in information technology products of all kinds for its own account and for the account of third parties, furthermore, it includes the publication, distribution and collection of data of all kinds in data networks and in this context sales, installation and training in the field of electronic data, communication and network connection systems, as well as the development and sale of software and services customary in the industry.

The object of the company also includes the provision of services and support services relating to the Internet and the assumption of consulting tasks and other services, as well as the acquisition, holding and management and sale of investments in other companies, in

---

\* The masculine form chosen in these Articles of Association includes persons of each gender.

particular those operating in the aforementioned business areas. The purpose of the Company does not include transactions for which authorization under the German Banking Act (*Kreditwesengesetz*) is required.

2. The Company is authorized to establish or acquire companies of all kinds in Germany and abroad, participate in any such companies and engage in all transactions which are conducive to the purpose of the Company. The Company is authorized to carry out all other transactions and measures which may be beneficial to the achievement of the purpose of the Company.
3. The Company is also entitled to conduct its business activities through subsidiaries, associated companies and joint ventures. It may spin off or transfer its operations in whole or in part to affiliated companies.
4. The Company shall be entitled to combine companies in which it holds an equity interest under its common management and to limit itself to the management or administration of the participation.

### § 3

#### Announcements

1. Announcements of the Company shall be made in the German Federal Gazette (*Bundesanzeiger*).
2. Notices to shareholders of the Company and holders of other listed securities of the Company may be, to the extent permitted by law, also transmitted via remote data transmission means.

## II.

### **SHARE CAPITAL AND SHARES**

#### § 4

##### Share capital, authorized capital

1. The share capital of the Company amounts to € 140,000,000.00 (in words: one hundred and forty million euros).
2. The share capital is divided into 140,000,000 (in words: one hundred and forty million) ordinary shares, each a no-par value share and each representing a notional share of € 1.00 in the share capital.
3. The Management Board is authorized to increase the share capital of the Company, with

the consent of the Supervisory Board, in the period until August 31, 2026 on one occasion or in partial amounts by a total amount of up to € 56,000,000.00 by issuing new no-par value registered shares against cash contributions and/or contributions in kind (*Authorized Capital 2023*). In the case of cash contributions, the new shares may also be issued by the Management Board, with the consent of the Supervisory Board, by one or more credit institutions or another company fulfilling the requirements of Art. 5 SE Regulation in conjunction with Section 186 para. (3) sentence 1 of the German Stock Corporation Act (*AktG*) with the obligation to offer them exclusively to the shareholders for subscription (indirect subscription right). In principle, shareholders are to be granted subscription rights. However, the Management Board is authorized, with the Supervisory Board's consent, to exclude the shareholders' subscription rights,

- (a) to even out fractional amounts from the subscription right;
- (b) if the capital increase is made against cash contributions and the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed at the time of the final determination of the issue price, which should be as close as possible to the placement of the shares. The number of shares issued under exclusion of subscription rights pursuant to Art. 5 SE Regulation in conjunction with Section 186 para. (3) sentence 4 of the German Stock Corporation Act (*AktG*) may not exceed a total of 10% of the share capital, either at the time this authorization becomes effective or at the time it is exercised. Shares issued or to be issued pursuant to option or convertible bonds shall be attributed to this figure if the bonds are issued during the term of this authorization in application *mutatis mutandis* of Section 186 para. (3) sentence 4 of the German Stock Corporation Act (*AktG*) with the exclusion of subscription rights; moreover, shares issued or sold during the term of this authorization in direct application or application *mutatis mutandis* of Section 186 para. (3) sentence 4 of the German Stock Corporation Act (*AktG*) shall be attributed to this figure;
- (c) to the extent necessary, to grant holders or creditors of option and/or conversion rights or corresponding option and/or conversion obligations under warrant bonds and/or convertible bonds issued or to be issued by the Company and/or by companies that are controlled by the Company or in which the Company directly or indirectly holds a majority interest a subscription right to the extent to which they would be entitled after exercising their option and/or conversion right or after fulfillment of the option and/or conversion obligations;
- (d) if the capital increase is made against contributions in kind for the purpose of granting shares in connection with business combinations or for the purpose of

acquiring companies, parts of companies, interests in companies or other assets, including claims against the Company;

- (e) if the capital increase is made against cash contributions and/or contributions in kind in order to grant shares to fulfil claims by current or former members of the Management Board and employees of the company and by current or former managing directors, members of the Management Boards and employees of companies affiliated with the Company pursuant to section 15 et seq. German Stock Corporation Act (*AktG*) resulting from virtual stock option plans. Insofar as shares are to be granted to members of the Management Board of the Company, the Supervisory Board of the Company shall decide.

The authorizations to exclude subscription rights under a) to e) are limited in total to an amount of up to 20% of the share capital existing at the time the Authorized Capital 2023 becomes effective or - if lower - at the time of the resolution on the utilization of Authorized Capital 2023. This maximum amount of 20% of the share capital shall include the proportionate share capital attributable to shares which are issued during the term of this authorization in direct or *mutatis mutandis* application of Art. 5 SE Regulation in conjunction with Sec. 186 para (3) sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) under exclusion of subscription rights, as well as the proportionate share capital attributable to treasury shares which are sold during the term of this authorization in a manner other than via the stock exchange or by way of an offer to all shareholders.

The Management Board is further authorized, with the approval of the Supervisory Board, to determine the specific details of the rights attached to the shares and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2023 or after expiry of the authorization period.

4. The share capital is conditionally increased by up to € 20,000,000.00, divided into up to 20,000,000 no-par value registered shares (*Conditional Capital 2023*). The conditional capital increase will only be implemented to the extent that the bearers or holders of warrant rights or conversion rights or conversion obligations under bonds with warrants or convertible bonds that have been issued or guaranteed by the Company or any of the Company's subordinated Group companies in the period ending August 31, 2026, on the basis of the Management Board's authorization resolved by the Annual General Meeting of May 15, 2023, exercise their warrant or conversion rights or, to the extent that they are obligated to convert their bonds, fulfill their obligation, or to the extent that the Company exercises a right to grant shares in the Company, instead of paying the cash amount due (or parts thereof), and to the extent that cash compensation is not granted or treasury shares or

shares in another listed company are not used to service bonds. The new shares will be issued at the warrant or conversion price to be determined in accordance with the above authorizing resolution. The new shares will participate in profits from the beginning of the fiscal year in which they are created; to the extent that it is legally permissible, the Management Board may determine, subject to the approval of the Supervisory Board, the profit participation of new shares and, notwithstanding Sec. 60 (2) AktG, also for a fiscal year already expired. The Management Board is authorized to determine, subject to the approval of the Supervisory Board, the further details concerning the execution of the conditional capital increase.

**§ 5**  
**Shares**

1. The shares are registered shares. New shares can only be issued as registered shares.
2. The form of the share certificates and the dividend and the renewal certificates (*Erneuerungsscheine*) shall be determined by the Management Board with the approval of the Supervisory Board.
3. Shareholders are not entitled to have their shares securitized. Global share certificates may be issued.
4. In the event of a capital increase, the profit participation of new shares may be determined in deviation from the statutory provision.

**III.**  
**THE MANAGEMENT BOARD**

**§ 6**  
**Composition**

1. The Management Board shall consist of one or more persons. The number of persons shall be determined by the Supervisory Board. The Supervisory Board may appoint a member of the Management Board as Chairman. Deputy members of the Management Board may be appointed.
2. The members of the Management Board shall be appointed for a maximum term of six years. Members of the Management Board may be re-elected.

§ 7

**Management**

1. The members of the Management Board shall conduct business in accordance with the law, the Articles of Association and the Management Board's rules of procedure.
2. The prior consent of the Supervisory Board is required for all management measures of the Company and its subsidiaries that go beyond the ordinary course of business in terms of their nature and scope. These include in particular:
  - (a) Significant changes in business policy, in particular the adoption of new and the discontinuation of existing major lines of business, products and services, as well as the conclusion, amendment and termination of contracts of strategic importance;
  - (b) Establishment, acquisition, sale, disposal or other transfer or encumbrance of shareholdings, companies or businesses;
  - (c) Sale, disposal, lease or any other transfer (including under the German Reorganization Act (*UmwG*)) of the enterprise as a whole or in substantial parts; conclusion of inter-company agreements within the meaning of sections 291 et seq. German Stock Corporation Act (*AktG*);
  - (d) Acquisition, sale or encumbrance of real property and rights equivalent to real property, together with the associated obligations;
  - (e) Adoption of the budget for a fiscal year including the individual plans (e.g. investment plan, finance plan).
3. Insofar as the business transactions specified in accordance with No. 2 lit. (a) to (d) of this paragraph are already provided for in a budget adopted and addressed in detail by the Supervisory Board in accordance with No. 2 lit. (e) of this paragraph and have been discussed with the Supervisory Board in this context, the requirement of the approval of the Supervisory Board in accordance with No. 2 of this paragraph shall not apply.
4. The Supervisory Board shall adopt rules of procedure for the Management Board. The rules of procedure may in particular provide for further approval requirements in favor of the Supervisory Board for transactions of fundamental importance.

**§ 8**

**Representation of the company**

1. The Management Board shall represent the Company in and out of court. If the Management Board consists of only one person, the Company shall be represented by the Management Board. If the Management Board consists of more than one person, the Company shall be represented by two members of the Management Board or by one member of the Management Board jointly with an authorized representative (*Prokurist*); however, the Supervisory Board may determine that individual members of the Management Board are authorized to represent the Company alone. Deputy members of the Management Board shall have the same power of representation as ordinary members of the Management Board.
2. The Supervisory Board may exempt individual members of the Management Board from the restrictions of Section 181 2. Alt. of the German Civil Code (*BGB*) This does not apply to the representation of the Company vis-à-vis the Management Board (Art. 9 para. 1 lit. c) no. iii) SE Regulation in conjunction with Section 112 of the German Stock Corporation Act (*AktG*).

**IV.**

**THE SUPERVISORY BOARD**

**§ 9**

**Members of the Supervisory Board**

1. The Supervisory Board shall consist of six members elected by the general meeting.
2. The members of the Supervisory Board shall be elected for the period up to the end of the general meeting resolving on their discharge for the fourth fiscal year after the beginning of their term of office, not including the fiscal year in which the term of office begins, but for a maximum of six years. The general meeting may specify a shorter term of office at the time of election. Members of the Supervisory Board may be re-elected.
3. Substitute members may be elected for the Supervisory Board members elected by the general meeting to replace prematurely retiring Supervisory Board members in an order determined at the time of election. A person may be appointed as a substitute member for several members of the Supervisory Board.
4. If a member of the Supervisory Board is elected to replace a member who has resigned, his office shall continue for the remainder of the term of office of the member who has resigned. If a substitute member takes the place of the retired member, his office shall expire



at the end of the next general meeting at which a new election is held for the retired member, but no later than at the end of the term of office of the retired Supervisory Board member.

5. Where a new election takes place before the expiry of the term of office of the retired Supervisory Board member, the original substitute membership of a substitute member appointed for several Supervisory Board members and replacing the retired member on the Supervisory Board shall be revived.
6. The members and substitute members of the Supervisory Board may resign from office at any time, even without good cause. Resignation shall be effected by means of a written declaration addressed to the Chairman of the Supervisory Board or to the Management Board, whereby a notice period of four weeks must be observed. Resignation from office with immediate effect is permissible if the Supervisory Board agrees.
7. Members of the Supervisory Board may be dismissed by the general meeting by a simple majority before the end of their term of office.
8. The members of the Supervisory Board shall - even after they have ceased to hold office - maintain the confidentiality of confidential information and secrets of the Company, especially trade and business secrets, which become known to them through their activities on the Supervisory Board.

## **§ 10**

### **Chairman and Deputy**

1. Following its re-election, the Supervisory Board shall elect a Chairman and a Deputy Chairman for its term of office. If one of them leaves office prematurely, the Supervisory Board shall elect a successor without delay.
2. If the Chairman is prevented from attending, the Deputy Chairman shall perform the Chairman's duties on the Supervisory Board. However, he shall not be entitled to a second vote in respect of the Chairman in the passing of resolutions of the Supervisory Board.

## **§ 11**

### **Resolutions**

1. The Chairman of the Supervisory Board or, on his behalf, the Management Board shall issue invitations to the meetings of the Supervisory Board, stating the agenda. The members of the Management Board are entitled to attend the meetings of the Supervisory Board unless the Supervisory Board decides otherwise.
2. The Supervisory Board shall be quorate if all members have been invited to the meeting

and at least three members participate in the adoption of the resolution.

3. Resolutions may also be passed outside a meeting in a manner to be determined by the Chairman of the Supervisory Board if no member of the Supervisory Board objects to this procedure.
4. Resolutions of the Supervisory Board require a majority of the votes cast, unless mandatory statutory provisions stipulate a larger majority. If a vote results in a tie, the Chairman of the Supervisory Board shall have two votes in the event of a new vote on the same matter if this also results in a tie. A new vote may be demanded by any member of the Supervisory Board.

## **§ 12**

### **Powers and committees**

1. The Supervisory Board shall have the duties and rights assigned to it by law, the Articles of Association and the rules of procedure.
2. The Supervisory Board may delegate the performance of individual tasks it is responsible for to committees or to individual members of the Supervisory Board to the extent permitted by law. The Supervisory Board shall form an audit committee.
3. Declarations of intent by the Supervisory Board and its committees to which tasks have been delegated, shall be made by the Chairman on behalf of the Supervisory Board.
4. The Supervisory Board is authorized to make amendments to the Articles of Association that only affect the wording.

## **§ 13**

### **Remuneration**

1. The general meeting shall decide on the remuneration of the members of the Supervisory Board by resolution passed by a simple majority. The members of the Supervisory Board shall also receive reimbursement of their expenses incurred in connection with the exercise of their office, as well as reimbursement of the value-added tax payable on their remuneration and expenses, on presentation of itemized receipts. Reimbursement of expenses shall be made immediately.
2. The Company is entitled to insure the members of the Supervisory Board, to the extent permitted by law and at the expense of the Company, against liability risks arising from their Supervisory Board activities to an appropriate extent.

V.

**THE ANNUAL GENERAL MEETING**

**§ 14**

**Place and convocation, video and audio transmission**

1. The general meeting shall be held within the first six months after the end of the financial year.
2. The general meeting shall be held at the Company's registered seat or in a city of the Federal Republic of Germany which is the seat of a stock exchange.
3. The general meeting shall be convened by the Management Board unless other persons are also authorized to do so by law or by the Articles of Association.
4. The general meeting shall be convened - unless a shorter period is permitted by law - by means of a notice to be published at least 30 days before the day by the end of which the shareholders must register in accordance with § 15; the day of convening and the last day by which the shareholders must register for the General Stockholders' Meeting shall not be included in this. This notice period shall be extended by the days of the registration period.
5. The Management Board is authorized to permit the complete or partial video and audio transmission of the general meeting in a manner to be determined by the Management Board.

**§ 15**

**Registration for and participation in the general meeting**

1. Only those shareholders who are entered in the share register and who have registered are permitted to attend the general meeting and exercise their voting rights and to submit motions.
2. Registration to attend the general meeting must be made in text form (Section 126b of the German Civil Code (*BGB*)) or in another manner to be specified by the Company, either to the Company or to one of the offices otherwise designated in the notice of the general meeting, and must be received no later than on the last day of the statutory registration period, unless the Management Board specifies a later registration deadline. The closing date for registration and further details will be announced together with the notice convening the general meeting.

3. The Management Board is authorized to provide that shareholders may also participate in the general meeting without being present at its location and without a proxy and exercise all or some of their rights in whole or in part by means of electronic communication. The Management Board shall also determine the further details of the procedure, which it shall announce together with the notice convening the general meeting.

**§ 16**  
**Voting rights**

1. Each share grants one vote.
2. Voting rights may be exercised by proxy. The granting of the proxy, its revocation and proof of authorization vis-à-vis the Company must be in text form. Section 135 of the German Stock Corporation Act (*AktG*) remains unaffected. The notice of the general meeting may provide for a simplification of the formal requirements.
3. The Management Board is authorized to provide that shareholders may cast their votes in writing or by means of electronic communication without attending the meeting (postal ballot).

**§ 17**  
**Chair**

1. The general meeting shall be chaired by the Chairman of the Supervisory Board. He may authorize another member of the Supervisory Board to chair the general meeting. If the Chairman of the Supervisory Board is not present and no authorization has been granted, or if an authorized person is not present, the general meeting shall be chaired by a Supervisory Board member to be nominated by the Supervisory Board members present.
2. The Chairperson shall preside over the general meeting. He determines the order of the items on the agenda and the type and form of voting.
3. The Chairman may impose reasonable time limits on the shareholders' right to ask questions and speak; in particular, he is authorized, at the beginning of the general meeting or during its course, to set reasonable time limits for the course of the discussion, for the debate on the individual agenda items, and for the individual speech or question.

**§ 18**  
**Resolution**

1. Unless mandatory legal provisions stipulate otherwise, resolutions of the general meeting are adopted by a simple majority of the votes cast. Unless otherwise stipulated by

mandatory law, amendments to the Articles of Association require a majority of two thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast.

2. Insofar as the law additionally requires a majority of the share capital represented at the vote, a simple majority of the share capital represented shall suffice, unless mandatory statutory provisions provide otherwise.

## **§ 19**

### **Virtual general meeting**

1. The Management Board is authorized to convene a general meeting to be held by 26 January 2028 as a virtual general meeting pursuant to Section 118a of the German Stock Corporation Act (*AktG*).
2. The members of the Supervisory Board, with the exception of the chairman of the meeting, are permitted to participate in the virtual general meeting by means of video and audio transmission.
3. § 17 Sec. 3 of these Articles of Association (provision on the restriction of the right to ask questions and speak) shall also apply to the virtual general meeting.
4. The Management Board shall determine the details for convening and holding the virtual general meeting.
5. § 14 Sec. 1 of these Articles of Association (Regulation on the Determination of the Place of the general meeting) shall not apply to a virtual general meeting.

## **VI.**

### **ALLOCATION OF PROFITS**

## **§ 20**

### **Allocation of profits**

1. The general meeting shall resolve on the allocation of the retained profits. In doing so, it shall be bound by the approved annual financial statements.
2. In the resolution on the allocation of the retained profits, the general meeting may transfer amounts to retained earnings or carry them forward as profit. In addition, the general meeting may resolve a distribution in kind in addition to or instead of the cash distribution

of the Company's retained profits.