



## **Declaration pursuant to Section 161 AktG on compliance with the recommendations of the German Corporate Governance Code**

**IONOS Group SE**

### **Declaration by the Management Board and the Supervisory Board of IONOS Group SE to the recommendations of the Government Commission on the German Corporate Governance Code ("Regierungskommission Deutscher Corporate Governance Kodex") pursuant to Section 161 AktG**

The Management Board and Supervisory Board of IONOS Group SE declare that IONOS Group SE has complied and will continue to comply with the recommendations of the German Corporate Governance Code ("Code") in the version dated April 28, 2022, which became effective upon publication in the Federal Gazette on June 27, 2022, with the following exceptions since the initial listing of the company's shares:

#### **Clause D.4**

##### **Formation of a nomination committee**

In addition to the Audit and Risk Committee, the Supervisory Board does not form any other committees, but performs all other tasks as a whole. The Supervisory Board considers this to be appropriate, as efficient discussions in plenary sessions and an intensive exchange of opinions are possible even with a six-member Supervisory Board. The Supervisory Board therefore sees no need to set up a nomination committee.

#### **Clauses G.1 to G.5**

##### **Remuneration of the Management Board - Remuneration system**

With the submission to the Annual General Meeting in May 2023, the remuneration system became the basis for employment contracts with members of the Management Board. The remuneration system developed considers the recommendations in G.1 to G.5 of the Code without any restrictions. Existing service contracts with members of the Management Board have already complied with the requirements of the remuneration system since the company's shares were first listed on the stock exchange. According to Section G.1 of the Code, the remuneration system should specify, among other things, the maximum amount that total remuneration may not exceed (maximum remuneration). The current remuneration system contains such a maximum remuneration. Maximum remuneration is also shown separately for Management Board member Achim Weiß, CEO

of IONOS Group. However, Mr. Weiß's maximum remuneration may still shift as a result of exercising a change of control special termination right (see also below) or use of an "early vesting rule" described in the remuneration system and may therefore be significantly higher than the basic maximum remuneration specified for him in the remuneration system. In this respect, a deviation from Section G.1 of the Code is declared as a purely precautionary measure.

## **Clause G.10**

### **Remuneration of the Management Board - Long-term variable remuneration**

According to G.10 of the Code, the variable remuneration amounts granted to members of the Management Board should be invested primarily in shares of the company or granted on a share-based basis. In addition, the respective Management Board member should only be able to dispose of such amounts after four years. Share-based remuneration is offered as part of the Stock Appreciation Rights (SARs) program as a long-term remuneration program for the Management Board. The term of this program is 6 years in total. Within these 6 years, the respective Executive Board member can exercise a portion (1/3) of the SARs allocated at certain points in time, but not before 3 years. This means that a member of the Management Board can already dispose of part of the long-term variable remuneration after 3 years. After 5 years, all SARs can be exercised in full for the first time.

The Supervisory Board is of the opinion that this system of long-term compensation for Management Board members within the United Internet Group has proven its worth and sees no reason to further postpone the possibility of disposing of compensation earned under the program. The Supervisory Board believes that the link to the share price of IONOS Group SE and the possibility to surrender its shares to satisfy the claims under the program already ensure that the Management Board member participates appropriately in the risks and opportunities of IONOS Group SE. Because the program is designed for a term of 6 years and the SARs awarded are allocated pro rata over this period and after 3 years at the earliest, the Supervisory Board believes that an optimal commitment effect and incentive management has been achieved in the interests of IONOS Group SE, which makes it unnecessary to further postpone the first disposal option.

## **Clause G.14**

### **Remuneration of the Management Board - change of control regulations**

In accordance with G.14 of the Code, commitments for benefits in the event of premature termination of the employment contract by the Management Board member due to a change of control should not be agreed. The service contracts of ordinary members of the Management Board and the remuneration system for them do not provide for such benefits. Only for the member of the Management Board Achim Weiß, who is also CEO of IONOS, do the remuneration system and contractual agreements provide for the provisions described in the remuneration system in the event of a change of control. In particular, this leads to a special right of termination for Mr. Weiß's employment contract and, if exercised, to the early vesting of SARs allocated to him. In this respect, the company

deviates from G.14 of the Code. The Supervisory Board is of the opinion that this regulation is justified against the background of Mr. Weiß's trusting relationship with the indirect anchor shareholder of IONOS Group SE and was also necessary against this background to ensure Mr. Weiß's continued work for the IONOS Group.

Montabaur, December 19, 2023

For the Supervisory Board

The Management Board

Ralph Dommermuth

Achim Weiß

Dr. Jens Reich

Britta Schmidt

This document is a convenience translation of the German original. In case of discrepancy between the German and the English version, the German version shall prevail.