



Invitation to the 2023 Annual General Meeting

Overview containing the information pursuant to Sec. 125 of the German Stock Corporation Act (Aktiengesetz, “AktG”)

in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212 (EU IR)

A Specification of the message

- 1 Unique identifier of the event:
2023 annual general meeting of IONOS Group SE
(Formal specification pursuant to the EU IR: 8aa6400f08bcd118143005056888925)
- 2 Type of message:
convocation of the general meeting
(Formal specification pursuant to the EU IR: NEWM)

B Specification of the issuer

- 1 ISIN: DE000A3E00M1
- 2 Name of issuer: IONOS Group SE

C Specification of the meeting

- 1 Date of the General Meeting: May 15, 2023
(Formal specification pursuant to the EU IR: 20230515)
- 2 Time of the General Meeting (commencement): 11:00 hrs. (CEST)
(Formal specification pursuant to the EU IR: 9:00 hrs. UTC)
- 3 Type of General Meeting: annual general meeting
(Formal specification pursuant to the EU IR: GMET)
- 4 Location of the General Meeting: Alte Oper, Opernplatz 1, 60313 Frankfurt am Main, Germany
(Formal specification pursuant to the EU IR: Alte Oper, Opernplatz 1, 60313 Frankfurt am Main, Germany)
- 5 Technical Record Date: May 8, 2023, 24:00 hrs. (CEST)
To exercise the rights to participate and vote, in relation to the company, the shareholding recorded in the share register on the date of the general meeting is decisive. However, orders to change the share register received in the period from May 9 to May 15, 2023, (both dates included in this period) will not be processed and considered with effect until after the general meeting on May 15, 2023 (a so-called registration stop). The technical record date for the purposes of exercising the rights to participate and vote in the general meeting is therefore May 8, 2023.
(Formal specification pursuant to the EU IR: 20230508)
- 6 Website to the General Meeting/URL:
<http://www.ionos-group.com/investor-relations/agm/2023.html>

Overview agenda items

- ITEM 1** Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report for the Company and the management report for the Group as of December 31, 2022, and the report of the Supervisory Board for the 2022 fiscal year
- ITEM 2** Resolution on the appointment of the external auditors of the annual financial statements and the consolidated financial statements for the 2023 fiscal year and, in the event of an audit review, the auditor for the interim financial reports of the 2023 fiscal year and the first quarter of the 2024 fiscal year
- ITEM 3** Resolution on the approval of the remuneration system for the Management Board
- ITEM 4** Resolution on granting authorization to issue bonds with warrants and convertible bonds and to exclude subscription rights for these bonds with warrants or convertible bonds and to create simultaneously conditional capital (Conditional Capital 2023) as well as on a corresponding amendment of the Articles of Association

Invitation to the 2023 Annual General Meeting

IONOS

IONOS Group SE, Montabaur
ISIN DE000A3E00M1

We hereby invite the shareholders of our Company to the
Annual General Meeting, to be held on

Monday, May 15, 2023,
from 11:00 hrs. (CEST)
at the "Alte Oper,"
Opernplatz 1,
Mozartsaal,
60313 Frankfurt am Main, Germany.

Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report for the Company and the management report for the Group as of December 31, 2022, and the report of the Supervisory Board for the 2022 fiscal year

No resolution is planned for this agenda item as the Supervisory Board has already approved the annual financial statements and the consolidated financial statements.

The above documents will be available on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section from the day on which the Annual General Meeting is convened and during the Annual General Meeting. They will also be available for inspection at the Annual General Meeting.

2. Resolution on the appointment of the external auditors of the annual financial statements and the consolidated financial statements for the 2023 fiscal year and, in the event of an audit review, the auditor for the interim financial reports of the 2023 fiscal year and the first quarter of the 2024 fiscal year

The Supervisory Board, based on the recommendation expressed by its Audit Committee – proposes to the General Meeting that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, with registered office in Frankfurt am Main, be appointed as external auditors of the annual financial statements and the consolidated financial statements for the 2023 fiscal year as well as for the audit reviews – insofar as such reviews are conducted – of the interim financial reports for the 2023 fiscal year and for the first quarter of the 2024 fiscal year.

The Audit Committee declared that its recommendation is free from any undue influence by third parties and that no clause restricting its choice within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed upon it.

3. Resolution on the approval of the remuneration system for the Management Board

Pursuant to Sec. 120a (1) AktG, the general meeting of a listed company resolves whether or not to approve the remuneration system for the members of the company's management board, as presented by the company's supervisory board, upon every material change, but at least once every four years.

Taking into account the requirements of Sec. 87a (1) AktG, the Supervisory Board resolved on a remuneration system for the Management Board members with effect as of the initial listing ("IPO") of the Company. This remuneration system is set out following agenda item 4 under "Description of the remuneration system for the Management Board members (agenda item 3)" and will be submitted to the general meeting for approval.

The Supervisory Board proposes that this remuneration system for the Management Board members be approved.

4. Resolution on granting authorization to issue bonds with warrants and convertible bonds and to exclude subscription rights for these bonds with warrants or convertible bonds and to create simultaneously conditional capital (Conditional Capital 2023) as well as on a corresponding amendment of the Articles of Association

To maintain an adequate capital structure, the Management Board is to be authorized to issue bonds with warrants and convertible bonds, and a Conditional Capital 2023 is to be approved by resolution.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

a) Authorization to issue bonds with warrants and convertible bonds and to exclude subscription rights for these bonds with warrants and convertible bonds

aa) General information

The Management Board is authorized to issue, subject to the approval of the Supervisory Board, on one or more occasions in the period ending August 31, 2026, bearer or registered bonds with warrants and/or convertible bonds (jointly, "bonds") with a total nominal value of up to EUR 650,000,000.00 with or without restrictions on the term to maturity, to grant bearers or holders of bonds with warrants warrant rights, or to grant or impose on the bearers or holders of convertible bonds conversion rights or obligations relating to no-par value registered shares of the Company representing a proportionate share of the capital stock of up to EUR 20,000,000.00 in aggregate, as specified in more detail in the terms and conditions of the bonds.

The bonds may be denominated in euro or – limited to the equivalent amount – in any legal currency of an OECD country. The bonds may also be issued by companies that are controlled by the Company or that are directly or indirectly majority-owned by the Company (hereinafter "Group companies"); for this case, the Management Board is authorized to assume, subject to the approval of the Supervisory Board, on behalf of the Company the guarantee for such bonds and to grant the bearers or holders of such bonds warrant rights or conversion rights or obligations for no-par value registered shares of the Company.

The bonds may also be issued in return for performance in kind, in particular interests in other companies.

bb) Bonds with warrants and convertible bonds

The bonds will be divided into partial bonds (Teilschuldverschreibungen). In the event bonds with warrants are issued, one or more warrants will be attached to each partial bond entitling the bearer to subscribe no-par value registered shares of the Company subject to the warrant terms and conditions to be determined by the Management Board. The warrant terms and conditions may stipulate that the warrant price may also be settled by transfer of partial bonds and possibly an additional payment in cash. Should fractional shares arise, it may be stipulated that these fractional shares may be added together for the subscription of whole shares in accordance with the warrant or bond terms and conditions, possibly in return for additional payment.

In the event convertible bonds are issued, the bearers of bearer bonds, or otherwise the holders of the partial bonds, will be granted the right to convert their partial bonds into no-par value registered shares of the Company in accordance with the terms and conditions of convertible bonds determined by the Management Board. The conversion ratio is obtained by dividing either the nominal amount or the issuance price of a partial bond that is lower than the nominal amount by the conversion price stipulated for each no-par value registered share of the Company and may be rounded up or down to a whole number; it may be stipulated that an additional cash payment is to be made and that non-convertible fractional shares may be combined or that compensation must be provided for such fractions. The bond terms and conditions may stipulate a variable conversion ratio and a conversion price (subject to the minimum price stipulated below) within a predetermined range that is calculated based on the development of the price of the Company's no-par value share during the term to maturity of the bond.

cc) Alternative performance

The bond terms and conditions may grant the Company the right not to issue new no-par value shares in the event conversion or warrant rights are exercised, but to pay a monetary amount for the number of shares to otherwise be delivered that corresponds to the volume-weighted, average closing price of the Company's no-par value shares in electronic trading on the Frankfurt Stock Exchange during a period set out in the bond terms and conditions. The bond terms and conditions may also stipulate that, at the Company's discretion, a bond with warrant rights or conversion rights or obligations attached, instead of being converted into new shares out of conditional capital, may be converted into already existing Company shares or into shares of another listed company or that the warrant right may be satisfied by delivery of such shares.

The bond terms and conditions may also stipulate that, upon final maturity of a bond with warrant rights or conversion rights or obligations attached (this also includes maturity due to termination), the Company has the right to grant the bearers or holders, fully or partially, no-par value shares in the Company or in another listed company instead of paying the monetary amount due upon maturity.

dd) Conversion obligation

The terms and conditions of convertible bonds may also stipulate a conversion obligation upon maturity (or at an earlier time or when a specific event occurs). The terms and conditions of convertible bonds may authorize the Company to fully or partially settle in cash any difference between the nominal amount, or a possible, lower issuance price, of the convertible bond and the product obtained by multiplying the conversion price and the conversion ratio.

ee) Conversion and option price

With the exception of those cases in which alternative performance or a conversion obligation is stipulated, the warrant or conversion price to be set for a no-par value share of the Company must equate to at least 80% of the volume-weighted, average closing price of the Company's no-par value shares in electronic trading on the Frankfurt Stock Exchange over the last five stock exchange trading days prior to the day the Management Board resolves to issue a bond with warrant rights or conversion rights or obligations attached; or, in the event subscription rights are granted, the warrant or conversion price must equate to at least 80% of the volume-weighted, average stock exchange price of the Company's shares in electronic

trading on the Frankfurt Stock Exchange during the subscription period, excluding the days of the subscription period that are necessary in order to be able to announce the warrant or conversion price by the deadline pursuant to Sec. 186 (2) sentence 2 AktG. Sec. 9 (1) AktG and Sec. 199 AktG remain unaffected.

In the event alternative performance or a conversion obligation is stipulated, the bond terms and conditions must stipulate that the warrant or conversion price must equate to at least either the aforementioned minimum price or the volume-weighted, average closing price of the Company's no-par value shares in electronic trading on the Frankfurt Stock Exchange over the five stock exchange trading days prior to the day of maturity or another determined point in time, even if this average price is below the aforementioned minimum price (80%). Sec. 9 (1) AktG and Sec. 199 AktG remain unaffected.

ff) Protection against dilution

Irrespective of the provisions of Sec. 9 (1) AktG, the warrant or conversion price may be reduced on the basis of a dilution protection clause as specified in the terms and conditions if, during the warrant or conversion period, the Company (i) increases its capital stock using its reserves or (ii) increases its capital stock or sells treasury shares in granting exclusive subscription rights to its shareholders or (iii) issues, grants or guarantees further bonds with warrant rights or conversion rights or obligations attached, granting exclusive subscription rights to its shareholders, provided that in the cases set forth in (ii) and (iii) the holders of existing warrant rights or conversion rights or obligations are not granted subscription rights to which they would be entitled on exercise of their warrant or conversion rights or fulfillment of their warrant or conversion obligations. The warrant or conversion price may also be reduced by a cash payment upon exercise of the warrant or conversion right or upon fulfillment of the conversion obligation. Furthermore, in case of a capital reduction or other measures or events that entail an economic dilution of the value of the warrant rights or conversion rights or obligations (e.g., dividends, acquisition of control by third parties), the terms and conditions may stipulate an adjustment of the warrant or conversion rights or conversion obligations.

gg) Subscription rights and authorization to exclude subscription rights

To the extent that the shareholders are not allowed to directly subscribe for the bonds, the shareholders will be granted the statutory subscription right such that the bonds are accepted by a credit institution or a consortium of credit institutions subject to the obligation to offer the bonds to the shareholders for subscription. If bonds are issued by any subordinated Group company, the Company must ensure the granting of statutory subscription rights for the Company's shareholders in accordance with the previous sentence.

However, the Management Board is authorized to exclude, subject to the approval of the Supervisory Board, fractional shares that result from the subscription ratio from the shareholders' subscription rights and to also exclude subscription rights to the extent necessary in order to be able to grant subscription rights to holders of warrant rights or conversion rights or obligations previously granted by IONOS Group SE and/or by companies that are controlled by the Company or that are directly or indirectly majority-owned by the Company in the amount to which they would be entitled on exercise of their warrant or conversion rights or fulfillment of their conversion obligations.

In addition, the Management Board is authorized to entirely exclude, subject to the approval of the Supervisory Board, shareholders' subscription rights for bonds issued in return

for cash payment if the Management Board has concluded following due review that the issue price of the bond is not substantially below its theoretical market value calculated on the basis of recognized methods, particularly those of financial mathematics. However, this authorization to exclude subscription rights applies only to bonds that are issued with warrant rights or conversion rights or obligations relating to shares representing a proportionate amount of the Company's capital stock of no more than 10% in aggregate either at the time this authorization becomes effective or – if this amount is lower – at the time this authorization is exercised. This maximum amount of 10% of the capital stock includes the proportionate share of the capital stock attributable to shares issued or sold during the term of this authorization pursuant to or in analogous application of Sec. 186 (3) sentence 4 AktG. Likewise included are shares that are to be issued or granted under a convertible bond or bond with warrants issued during the term of this authorization with shareholders' subscription rights excluded in accordance with Sec. 186 (3) sentence 4 AktG.

The Management Board is also authorized to exclude, subject to the approval of the Supervisory Board, shareholders' subscription rights for bonds issued in return for performance in kind, particularly in the context of business combinations or acquisitions of companies, parts of companies, interests in companies or other contributable assets if the value of the performance in kind is reasonably proportionate to the value of the bond.

The foregoing authorizations to exclude subscription rights are, in aggregate, limited to bonds that are issued with warrant rights or conversion rights or obligations relating to shares representing a proportionate amount of up to 20% of the Company's capital stock existing at the time this authorization becomes effective or – if this amount is lower – at the time bonds with warrants and/or convertible bonds are issued. This maximum amount of 20% of the capital stock includes the proportionate share of the capital stock attributable to shares issued or sold during the term of this authorization with shareholders' subscription rights excluded.

hh) Execution authorization

The Management Board is authorized to determine, subject to the approval of the Supervisory Board, the further details of the issuance and features of the bonds, in particular, the interest rate, the issue price, the term to maturity, the denomination, the protection against dilution provisions, the warrant or conversion period and – within the limits set out above – the conversion and warrant price, or to stipulate such details in agreement with the executive bodies of the Group company issuing the bond with warrants or the convertible bond.

b) Creation of Conditional Capital 2023

The capital stock is conditionally increased by up to EUR 20,000,000.00 by issuing up to 20,000,000 new no-par value registered shares (Conditional Capital 2023). The conditional capital increase is earmarked for the granting of no-par value registered shares on exercise of conversion or warrant rights (or fulfillment of corresponding conversion obligations) or on exercise of the Company's right to grant no-par value shares in the Company, instead of paying the cash amount due (or parts thereof), to the bearers of convertible bonds or bonds with warrants that have been issued by the Company or any subordinated Group company in the period ending August 31, 2026, on the basis of the authorizing resolution of the Annual General Meeting of May 15, 2023. The new shares will be issued at the warrant or conversion price to be determined in accordance with the above authorizing resolution.

The conditional capital increase is to be executed only if bonds with warrant rights or conversion rights or obligations attached are issued pursuant to the authorizing resolution of the Annual General Meeting of May 15, 2023, and only to the extent that warrant or conversion rights are exercised or to the extent that bearers or holders of bonds obliged to convert their bonds fulfill their obligation or to the extent that the Company exercises a right to grant no-par value 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 issued 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.

c) In § 4 of the Articles of Association the following paragraph 4 is to be inserted:

"4. The capital stock is conditionally increased by up to EUR 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.”

d) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend nos. 1, 2 and 4 of § 4 of the Articles of Association corresponding to any issue of shares and to effect all other amendments to the Articles of Association in connection with the issue of new shares as regards only their wording. This applies accordingly after expiry of the authorization period in the event that the authorization to issue bonds has not been utilized and after expiry of the deadlines for exercising warrant rights or conversion rights or for fulfilling conversion obligations in the event that the conditional capital has not been utilized.

Report of the Management Board on the exclusion of subscription rights in accordance with Sec. 221 (4) sentence 2 in conjunction with Sec. 186 (4) sentence 2 AktG (agenda item 4)

In accordance with Secs. 221 (4) sentence 2 and 186 (4) sentence 2 AktG, the Management Board issued a written report on the reasons for the authorization proposed in agenda item 4 to exclude shareholders' subscription rights and on the proposed issuance price. The report will be available on the internet at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section from the day on which the Annual General Meeting is convened.

It will also be available there during the Annual General Meeting. The report is announced as follows:

The proposed authorization to issue bonds with warrants and/or convertible bonds ("bonds") with a total nominal value of up to EUR 650,000,000.00 and to create the corresponding conditional capital of up to EUR 20,000,000.00 is intended to broaden the Company's options – described in detail below – for financing its activities and to enable the Management Board to seize, subject to the approval of the Supervisory Board, flexible and short-term financing opportunities in the interests of the Company, in particular in the event of favorable capital market conditions. The authorization is to expire on August 31, 2026.

The shareholders are generally entitled to statutory subscription rights with regard to the bonds (Sec. 221 (4) in conjunction with Sec. 186 (1) AktG). In order to facilitate processing, the option is to be exercised to issue the bonds to a credit institution or a consortium of credit institutions subject to the obligation to offer them to the shareholders in accordance with their subscription rights (indirect subscription right within the meaning of Sec. 186 (5) AktG).

The exclusion of subscription rights for fractional shares allows the requested authorization to be used with round amounts. This facilitates the processing of the shareholders' subscription rights. The exclusion of subscription rights to the benefit of holders of conversion rights or obligations and warrant rights previously issued by IONOS Group SE or by companies that are controlled by the Company or that are directly or indirectly majority-owned by the Company has the advantage that the conversion or warrant price for the already issued conversion rights or obligations or warrant rights does not have to be reduced. The exclusion of subscription rights in both cases is therefore in the interests of the Company and its shareholders.

Unless alternative performance or a conversion obligation has been stipulated, the issuance price for the new shares must equate to at least 80% of the stock exchange price determined as near in time as possible to the issuance of the bonds with warrant rights or conversion rights or obligations attached. The possibility of charging a premium (which may increase after the term to maturity of the bonds with warrants or convertible bonds) will provide the basis for adjusting the terms and conditions of the convertible bonds and/or bonds with warrants to the prevailing capital market situation at the time of their issuance.

In the event alternative performance or a conversion obligation are stipulated, the bond terms and conditions must stipulate that the issuance price of the new shares must equate to at least either the aforementioned minimum price or the volume-weighted, average closing price of the Company's no-par value shares in electronic trading on the Frankfurt Stock Exchange over the five stock exchange trading days prior to the day of maturity, or another determined point in time, even if this average price is below the aforementioned minimum price (80%).

In addition, the Management Board is authorized to entirely exclude, subject to the approval of the Supervisory Board, the shareholders' subscription rights where bonds are issued in return for cash payment at a price that is not substantially below the market value of the bonds. This enables the Company to benefit from favorable market conditions quickly and on very short notice and to achieve better conditions when setting the interest rate, warrant or conversion price and issuance price of the bonds with warrants and/or convertible bonds by setting terms in line with market conditions. If subscription rights were preserved, it would not be possible to set terms in line with market conditions and ensure a smooth placement process. Although Sec. 186 (2) AktG allows publication of the subscription price (and thus the terms of a bond) up to the third from last day of the subscription period, the frequently observed volatility of the stock markets means that there is still a market risk over several days, leading to safety margins when a bond's terms are set, thereby resulting in terms that are not in line with market conditions. The existence of subscription rights also jeopardizes the successful placement with third parties or involves additional costs due to the uncertainty of whether they will be exercised. Finally, if the Company grants subscription rights, it cannot react quickly to favorable or unfavorable market conditions due to the length of the subscription period, but is exposed to declining share prices during the subscription period, which may lead to unfavorable equity procurement for the Company.

In the event subscription rights are excluded entirely, the provision set forth in Sec. 186 (3) sentence 4 AktG applies analogously pursuant to Sec. 221 (4) sentence 2 AktG. The limit of 10% of capital stock applicable to exclusions of subscription rights provided for in the former is to be complied with as stipulated in the resolution. The amount of conditional capital, which in this case is to be made available at most for the purpose of securing warrant rights or conversion rights or obligations, must not exceed 10% of the capital stock existing at the time the authorization to exclude subscription rights pursuant to Sec. 186 (3) sentence 4 AktG becomes effective. The authorizing resolution contains a provision that also ensures that the 10% limit will not be exceeded in the event of a capital reduction because the authorization to exclude subscription rights expressly stipulates that 10% of the capital stock must not be exceeded either at the time the authorization becomes effective or – if this amount is lower – at the time the authorization is exercised. This maximum amount includes any shares that are issued or to be issued under bonds with warrants or convertible bonds provided that the bonds are issued during the term of this authorization in analogous application of Sec. 186 (3) sentence 4 AktG with subscription rights excluded; also, the amount must take into account any shares that are issued or sold during the term of this authorization pursuant to or in analogous application of Sec. 186 (3) sentence 4 AktG.

Sec. 186 (3) sentence 4 AktG further provides that the issue price must not be substantially below the market price. This is to prevent a significant economic dilution of the value of the shares. Whether or not there will be such a dilutive effect in connection with the issuance of convertible bonds or bonds with warrants with subscription rights excluded can be determined by calculating the notional market price of the convertible bonds or bonds with warrants based on recognized methods, particularly those of financial mathematics, and comparing that value to the issue price. If, following due review, the issue price is deemed to be only insignificantly lower than the notional market price at the time the convertible bonds or bonds with warrants are to be issued, an exclusion of subscription rights is permissible in accordance with the intent and purpose of

the provision laid down in Sec. 186 (3) sentence 4 AktG owing to the insignificant discount. The resolution therefore stipulates that the Management Board must conclude, following due review prior to issuing the convertible bonds or bonds with warrants, that the intended issue price will not cause any significant dilution of the value of the shares. This means that the notional market value of a subscription right would decrease to almost zero, with the effect that the shareholders will not suffer any significant economic disadvantage on account of the exclusion of the subscription rights. All this ensures that no significant dilution of the value of the shares will result from the exclusion of subscription rights.

In addition, even after conversion or warrant rights are exercised, the shareholders have the option of maintaining their proportionate share in the Company's capital stock by purchasing additional shares via the stock exchange at any time, while the authorization to exclude subscription rights allows the Company to set terms in line with market conditions, to have the greatest degree of certainty possible with regard to the placement of shares with third parties and to benefit from favorable market conditions on short notice.

Lastly, the option to exclude subscription rights is to be given in order that bonds may be issued in return for performance in kind. In this context, the Management Board will ensure that the value of the performance in kind is reasonably proportionate to the value of the bond. This will be determined based on the market value of the bonds calculated using recognized methods of financial mathematics. In particular, the issuance of bonds in return for performance in kind is to give the Company the option to also use bonds in connection with business combinations or acquisitions of companies, parts of companies or interests in companies, or assets. Furthermore, the Company wishes to have the option to strengthen its competitiveness and increase its profitability by means of such acquisitions. In such cases, consideration often cannot or should not be provided in cash. Frequently, the seller even insists on receiving a different form of consideration. One attractive alternative in such cases can be to offer bonds with conversion or warrant rights or conversion obligations instead of, or in addition to, granting shares or making cash payments. This option creates additional flexibility and increases the Company's competitive chances in acquisitions. In each individual case, the Management Board will carefully consider whether the acquisition and granting of bonds in return for performance in kind is in the Company's interests. The Management Board will only exclude shareholders' subscription rights if this is the case.

The foregoing authorizations to exclude subscription rights are in aggregate limited to an amount of up to 20% of the capital stock existing at the time these authorizations become effective or – if this amount is lower – at the time bonds with warrants and/or convertible bonds are issued. This maximum amount of 20% of the capital stock includes the proportionate share of the capital stock attributable to shares issued or sold during the term of this authorization with shareholders' subscription rights excluded. It is thus ensured in the best interests of our shareholders that the total cap, i.e., 20% of the capital stock, on measures that exclude subscription rights is upheld.

Description of the remuneration system for the Management Board members (agenda item 3)

Remuneration system for the members of the Management Board of

IONOS Group SE

1. Introduction

Since the initial listing, this remuneration system has formed and will continue to form the basis for concluding new service agreements with the members of the Management Board of IONOS Group SE (“**Company**”). Any service agreements already in place at that point in time comply with the requirements of the remuneration system.

The remuneration for the members of the Company’s Management Board is aligned with the Company’s sustainable and long-term development. The Management Board members are to receive appropriate remuneration commensurate with their responsibilities. In determining the remuneration, the financial situation, the performance of the Company, the personal performance of the individual Management Board member, the interests of the Company’s stakeholders and societal considerations must be taken into account. The remuneration is to create an incentive for being successful from all of these aspects. That success is to be achieved in the long term, which is why the remuneration must not encourage the taking of short-term risks.

The structure of the remuneration system for the members of the Management Board is simple, clear and comprehensible. It meets the requirements set out in the AktG and takes into account the recommendations of the German Corporate Governance Code in the version of April 28, 2022, subject to the exceptions outlined below.

2. Rollover of already earned long-term remuneration

Agreements are in place with the Management Board members with whom long-term remuneration was agreed prior to the Company’s IPO and whose claims for the most part had already been vested (but had also been reallocated to a small extent) and which remuneration is to be fixed by way of a rollover and – subject to certain conditions – satisfied within the first two years after the initial listing (“**IPO Awards Agreements**”). Those IPO Awards Agreements are not part of the remuneration system, and disbursements made to any member of the Management Board on the basis of the IPO Awards Agreements are, accordingly, not taken into account in the determination of the maximum remuneration (see section 6 below).

3. Remuneration system, procedure, peer group and remuneration structure

The remuneration system for the members of the Management Board is set down and regularly reviewed by the Supervisory Board. After setting down the remuneration system, the Supervisory Board submits it to the general meeting for approval. If the general meeting approves the remuneration system, the remuneration system will be resubmitted for approval by the general meeting upon every material change, but at least once every four years. If the remuneration system is not approved by the general meeting, the Supervisory Board will submit a revised remuneration system at the next annual general meeting at the latest.

The remuneration of each Management Board member is set based on the remuneration system. The Supervisory Board sets a specific target total remuneration for each member of the Management Board. It must be reasonably proportionate to the responsibilities and performance of the Management Board member as well as to the position of the enterprise and must not exceed the usual level of remuneration unless there are special reasons.

Whether or not the specific total remuneration is in line with usual levels is assessed on the basis of a comparison to other enterprises (**horizontal comparison**) and in relation to the remuneration within the enterprise (**vertical comparison**).

In order to assess whether or not the specific total remuneration is in line with usual levels compared to other enterprises, the Supervisory Board uses an appropriate peer group of other third-party entities. To that end, companies are looked at that belong to comparable sectors and/or that are listed in the TecDax/SDAX and that are comparable to the Company as regards market position, revenue and employee headcount. The composition of the peer group will be disclosed. In order to assess whether or not the specific total remuneration is in line with usual levels within the enterprise itself, the Supervisory Board takes into account the relationship between the remuneration of the Management Board members and the remuneration of senior managers and the workforce of the Company, including that of the affiliated companies within the IONOS Group, and the development of that relationship over time. No further individuals are employed at the Company on the day of the initial listing. The Supervisory Board also performs both comparisons when setting down the overall remuneration system.

Where the Supervisory Board involves an external remuneration consultant to assist it, the relevant corporate body will ensure that the consultant is independent of the Management Board and the Company. In addition, every member of the Supervisory Board must disclose any conflicts of interest to the Chair of the Supervisory Board.

The total remuneration of the Company's Management Board members consists of non-performance-based fixed remuneration, fringe benefits and variable, performance-based remuneration. The variable remuneration itself consists of a short-term and a long-term element.

The total remuneration generally also constitutes compensation for services performed for, and positions held in corporate bodies of, the Company's affiliated and associated companies and other companies in which the Company holds an interest. Any remuneration paid for these activities is – in due consideration of tax requirements – generally credited against the total remuneration.

4. How the remuneration promotes the corporate strategy and long-term development of the Company

The remuneration system for the members of the Company's Management Board is designed to remunerate them according to the scope of their tasks and responsibilities, their performance and the performance of the enterprise. The Management Board members' remuneration promotes the Company's corporate strategy in a number of different ways:

Within the framework of the short-term variable remuneration, targets are agreed with the Management Board members that, firstly, are designed to ensure the Company's financial and commercial success through the achievement of certain key performance indicators. Secondly, individual targets are agreed that may also entail specific strategic objectives. The inclusion of target criteria relating to environmental and social aspects is intended to also credit successes in sustainability.

The long-term variable remuneration ensures with its focus on the share price and its multi-year term that an incentive is created to achieve sustainable financial and commercial success for the Company. In addition, the interests of the Company and of its shareholders are linked to those of the Management Board in the long term. Each Management Board member thereby participates in the Company's sustainable success, but must also shoulder alongside the Company financially and commercially negative developments. The Management Board's focus on sustainability aspects is to be further intensified through a reduction of the long-term variable remuneration in the event that certain ESG targets are not reached. This system allows the Management Board members to be corporately active with a focus on the long-term perspective in the interests of the Company.

5. Remuneration components

Overview of the remuneration system	
Non-performance-based remuneration	
Annual fixed salary	<ul style="list-style-type: none"> Contractually agreed fixed annual remuneration paid out in 12 equal monthly installments
Fringe benefits	<ul style="list-style-type: none"> Mainly the use of the company car for private purposes/reimbursement of travel expenses and payment of insurance premiums, relocation and/or estate agent costs Signing bonus possible to compensate lapsed remuneration D&O insurance
Performance-based remuneration	
Short-term performance-based remuneration (STI)	
Type of plan	<ul style="list-style-type: none"> Target bonus model
Cap	<ul style="list-style-type: none"> Target achievement: 150% of defined target Payment: 150% of target amount
Performance criteria	<ul style="list-style-type: none"> Revenue EBITDA Performance KPIs Personal targets ESG targets
Payment	<ul style="list-style-type: none"> In cash
Long-term performance-based remuneration (LTI)*	
Type of plan	<ul style="list-style-type: none"> Stock Appreciation Rights (SARs)
Term	<ul style="list-style-type: none"> Six years
Vesting	<ul style="list-style-type: none"> Three tiers of in each case 1/3 with exercise hurdle (increase in the price of the share of a minimum of 10%) <ul style="list-style-type: none"> Vesting 1: After three years Vesting 2: After four years Vesting 3: After five years
Cap	<ul style="list-style-type: none"> Payment: 150% of the exercise price for each SAR
ESG factor	<ul style="list-style-type: none"> Reduction of the payment amount by a maximum of 10% if certain ESG targets are not achieved
Payment/servicing	<ul style="list-style-type: none"> In cash or shares
Other contractual arrangements*	
Maximum remuneration in accordance with Sec. 87a AktG	<ul style="list-style-type: none"> CEO: EUR 7 million (gross)/fiscal year Other Management Board members: EUR 3.5 million (gross)/fiscal year
Share Ownership Guidelines	<ul style="list-style-type: none"> CEO: 200% / Other Management Board members: 100% of annual fixed salary Build-up period: Four years Holding period until the end of the appointment: in the first year thereafter, a maximum of 50% can be divested
Malus and clawback provisions	<ul style="list-style-type: none"> Retention/clawback of variable remuneration in the event of a malus/clawback
*For information on the different special arrangements for Achim Weiß see section 11 below	

5.1. Fixed remuneration components

5.1.1. Annual fixed salary

The members of the Management Board receive an annual fixed salary, which is paid in twelve equal monthly installments at month's end. If a member of the Management Board joins or leaves that body during the year, that member receives a pro-rated annual fixed salary.

In the event that a Management Board member is prevented from performing his or her services for health reasons, the fixed salary will continue to be paid for a period of three months – where a member is hindered for reasons due to illness following a work-related accident, for a period of six months – with all benefits that the member is paid by any statutory or private health insurance for lost earnings being set off against the fixed salary payments.

5.1.2. Fringe benefits

In addition to their annual fixed salary, the Management Board members also receive fringe benefits. Standard benefits include the option of using a company car for private purposes or a monthly reimbursement of travel expense, as well as payment of certain insurance premiums. For every member of the Management Board, the Company takes out directors and officers (D&O) liability insurance with a deductible pursuant to Sec. 93 (2) sentence 3 AktG and criminal law legal expenses insurance (Strafrechtsschutzversicherung) that covers not just the services performed by the member as a corporate officer of the Company, but also as a member of other corporate bodies, where applicable, of the companies of the United Internet AG Group. The Company also pays an allowance for health and long-term care insurance.

In addition, as part of the onboarding of new Management Board members, appropriate fringe benefits, such as the assumption of reasonable relocation and/or estate agent costs, may be granted. On the occasion of their move from another employment relationship, the Supervisory Board may also grant a signing bonus to new Management Board members to compensate for remuneration that thereby lapsed.

The Supervisory Board may resolve to grant further fringe benefits that are customary on the market, e.g., a temporary allowance for accommodation costs.

5.2. Variable remuneration components

5.2.1. Short-term variable remuneration

The Management Board members' individual target amounts for their short-term variable remuneration (i.e., for 100% target achievement) can be derived from their respective service agreements. The short-term variable remuneration is designed as a target bonus system with a one-year performance period corresponding to the fiscal year. The performance criteria are revenue and EBITDA targets, performance KPI targets, personal targets and ESG targets.

The different categories allow the Company to align short-term variable remuneration optimally with its interests: Revenue and EBITDA targets are the decisive criteria for measuring the Company's financial and commercial success in a past fiscal year. The net promoter score, for example, is a possible performance KPI target. Personal performance targets for each individual Management Board member create an incentive to successfully complete certain projects for

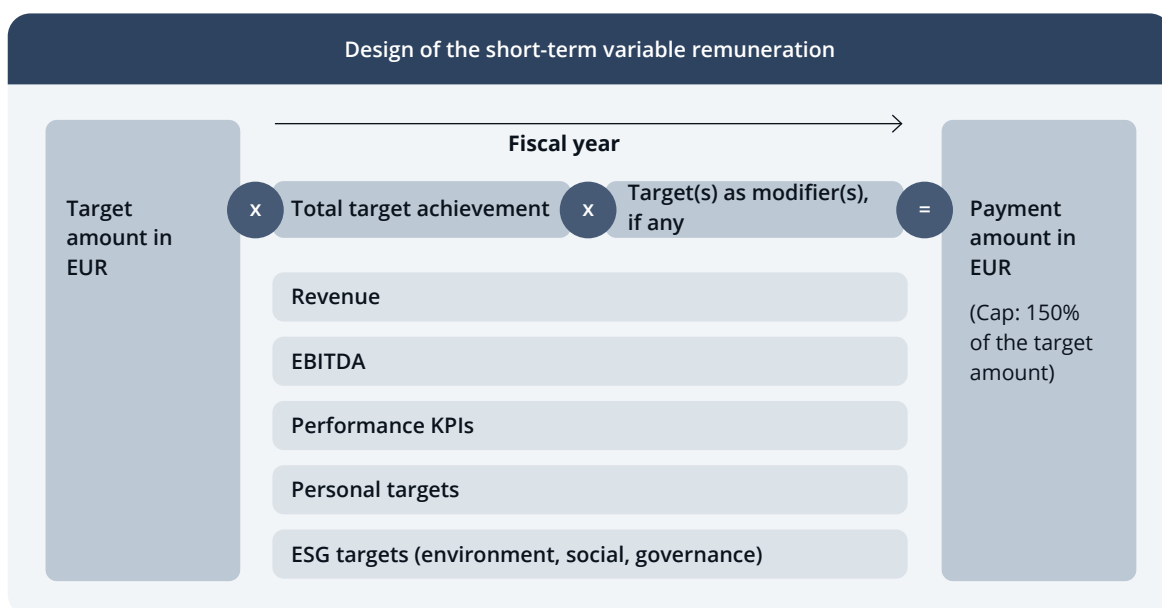
which the Management Board member is responsible, to solve unique challenges relating to that member's department and to achieve certain department-specific metrics. ESG elements, unlike the previous categories, serve primarily the interests of the Company's stakeholders as well as environmental goals. Through these target components, the Supervisory Board is to direct Management Board members' attention to social considerations and create an incentive for addressing such matters.

Before a performance period begins, the Supervisory Board determines the specific revenue and EBITDA target in addition to setting the other performance criteria. Precisely for ESG targets, in view of the variety of conceivable interests, there is a broad spectrum to choose from, which is why the Supervisory Board is to react dynamically to societal and environmental challenges when setting these targets. In this respect, the ESG elements are not limited to issues outside of the Company, but are to also aid in solving similar challenges within the Company and affiliated companies (e.g., diversity). The Supervisory Board also determines the weighting of the individual targets, as well as whether individual targets are to be taken into account in the calculation of the short-term variable remuneration either fully or merely as modifying factors ("modifiers"), and, if that is the case, to what extent.

The level of achievement for each of the targets set as full targets can be between 90% and 150% in each case. Where target achievement is lower than 90%, this is deemed a 0% level of achievement. Target achievement in excess of 150% is not taken into account.

It is possible to set different targets for the individual Management Board members. However, revenue and EBITDA targets are to always be set uniformly.

The disbursement amount at the end of the performance period is calculated by multiplying the individual target amount by the overall target achievement level relating to the targets for the short-term variable remuneration. The target achievement levels for the various targets are added together according to their predefined weighting and, depending on the target, adjusted on the basis of a modifier, as applicable. The maximum disbursement amount is limited (capped) to 150% of the individual target amount.



The level of achievement of the targets set for the short-term variable remuneration is determined by the Supervisory Board in a meeting after the adoption of the annual financial statements for the IONOS Group. The Supervisory Board prepares for this meeting together with the Management Board members and the competent departments so that it has all of the information and, where applicable, additional expertise necessary for an assessment.

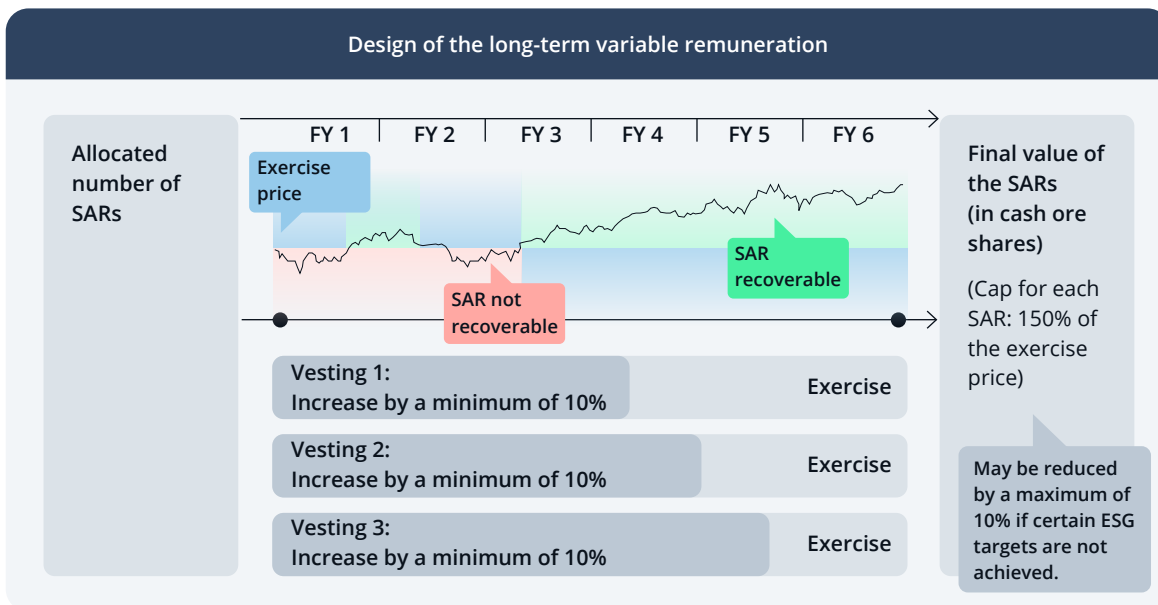
In that context, the figures of the audited annual financial statements will be used as the basis for the revenue and EBITDA targets. The Supervisory Board determines the degree of achievement of operating and strategic targets by assessing the concepts submitted by the Management Board and, where applicable, any further documentation required. The achievement of personal performance targets is also determined based on documents submitted by the Management Board member assessed by the Supervisory Board (where applicable, with the aid of external expertise). For determining target achievement of ESG elements, the Supervisory Board looks at the key indicators and success criteria laid down in each case.

The short-term variable remuneration will be paid out no later than by the end of the month following the month in which the annual financial statements for the past fiscal year have been adopted.

Where a member of the Management Board joins or leaves that body during the year, the individual target amount is reduced by 1/12 for every month in which the member is not a member of that body or is released from the obligation to render their services or the service relationship is suspended.

5.2.2. Long-term variable remuneration

The long-term variable remuneration is linked to the shareholders' long-term interests by using share value increase as a basis. The long-term variable remuneration may, however, be reduced by a total of up to 10% if certain ESG targets are not met.



As a long-term incentive, there is a program based on virtual stock options (the stock appreciation rights ("SARs") plan (the "SAR Plan")). The Company reserves the right to fulfill its obligation under the SAR Plan, at its own discretion, in cash or by transferring shares to the beneficiary.

Description of the SAR Plan of IONOS Group SE	
Purpose	Participation in the increase in value of the IONOS Group SE share
Systematics	<p>Allocation of a number of SARs, which can be exercised at certain times to a certain extent. Vesting occurs in three stages:</p> <ol style="list-style-type: none"> 1. 1/3 of the SARs are exercisable for the first time after three years, 2. 1/3 of the SARs are exercisable for the first time after four years, 3. 1/3 of the SARs are exercisable for the first time after five years.
Maturity/Fulfillment	Term to maturity: 6 years. All SARs have vested fully after 5 years. Upon the end of the SAR Plan, all unexercised SARs lapse without compensation. Fulfillment takes place in cash or shares at the option of the Company.
Calculation parameters	Difference between the exercise price (specific price of the share at issuance) and the closing price of the share on exercising the SARs (in each case, the arithmetic mean of the last ten trading days before the relevant exercise window), modified by an ESG factor.
Limitations	<ul style="list-style-type: none"> • Two exercise windows each year; • Only SARs already allocated can be exercised; • Exercise hurdles of at least 10% price increase on the exercise price, which can also be measured differently for the different years with exercise windows; • ESG malus, which can reduce the SAR claim by up to 10% in total if ESG targets are not met. • The Supervisory Board defines the ESG targets by mutual agreement with the Company's CEO (in the alternative, using reasonable discretion) once per year for time periods of in each case three subsequent years equally for all Management Board members. The ESG targets relate to non-financial criteria such as environmental concerns and/or social issues.
Cap	<ul style="list-style-type: none"> • 150% of the exercise price

The number of SARs offered to a Management Board member in each case (on average each year of the term to maturity of the plan) is determined based on the total remuneration intended for the Management Board member and assuming that internally prepared forecasts for the development in the price of the share are achieved. In due consideration of the stipulations of the remuneration system, in particular, those relating to maximum remuneration, during the term of an SAR agreement, the conclusion of a further SAR agreement is also possible.

Since the development in the value of the SARs is directly tied to the development of the price of the Company's share and vesting occurs over a total period of 5 years, the SAR Plan creates an incentive for a Management Board member to influence the Company's development positively in the long term in the interests of shareholders. At the same time, a Management Board member participates not only in the Company's positive development, he or she is also impacted by a negative or not sufficiently positive development in the price of the share through the exercise hurdle and the calculation of the disbursement amount.

If the service agreement ends, the Management Board member will receive the SARs that have vested until then. However, the Management Board member must exercise them at the latest during the first exercise window after the end of the employment relationship in accordance with the provisions applicable to the exercising of SARs. Otherwise, the SARs already vested will lapse. SARs that did not yet vest will lapse without compensation.

In the case of a termination for cause without notice (fristlose Kündigung aus wichtigem Grund), the SARs that have already vested but were not yet exercised will also lapse.

In the event of a stock split, a measure under transformation law or a comparable measure that affects the Management Board members' rights under the SAR Plan by cancellation or modification of the shares, the Supervisory Board is authorized to adjust the SAR Plan or the value of the individual SARs. In such constellations, the Supervisory Board may also offer the early exercise of the SARs to the Management Board members or agree with them a comparable successor plan regarding variable remuneration.

6. Maximum remuneration in accordance with Sec. 87a AktG

For the Chief Executive Officer, the maximum remuneration is set at a total gross amount of EUR 7 million, and the maximum remuneration for each additional Management Board member is set at a gross amount of EUR 3.5 million for each fiscal year. The maximum remuneration caps the total remuneration consisting of an annual fixed salary, fringe benefits, short-term variable remuneration and long-term variable remuneration. Any benefits in kind granted as fringe benefits are recognized with their value relevant for wage tax purposes.

The maximum remuneration is not the Management Board members' target total remuneration deemed appropriate by the Supervisory Board, but merely an absolute upper limit that must not be exceeded under any circumstances. If the maximum remuneration is exceeded as a result of the disbursement of the long-term variable remuneration, the claim derived from the long-term variable remuneration for the relevant year to the amount exceeding the amount of the maximum remuneration lapses. Where payments are made based on the long-term variable remuneration, the vesting period must be taken into account when calculating the maximum remuneration. Therefore, when assessing whether or not the annual maximum remuneration is abided by, payments under the plan are to be distributed uniformly over the vesting period.

7. Relative share of the remuneration components in the total remuneration

The following framework applies to the proportion of the individual remuneration elements to an individual's target total remuneration:

The fixed remuneration is between 25% and 45% of the target total remuneration. Between 10% and 30% of the target total remuneration is attributable to the short-term variable remuneration components, while the long-term variable remuneration components account for 35% to 65% of the target total remuneration.

The share of performance-based remuneration exceeds the share of the non-performance-based remuneration, which reflects the intended performance-related nature of the remuneration. Long-term incentives account for the majority of the variable remuneration components.

8. Share Ownership Guidelines

In order to strengthen the alignment of the Management Board members' interests and those of the shareholders, share ownership guidelines were introduced. The Chief Executive Officer is obligated to invest during a period of four years a total of 200% of his/her annual fixed salary in shares of the Company. Every additional Management Board member is obligated to invest during the same period of time a total of 100% of their respective annual fixed salary in shares of the Company ("**Investment Amount**"). The four-year period was calculated either according to the date on which the member was first appointed to the Management Board or in the event that the service agreement is restated after the date of that agreement ("**Cut-Off Date**").

The deciding factor when calculating whether the shareholding obligation has been fulfilled is either (i) the sum of all acquisition costs of the Management Board member's shares held in the securities deposit account as of the Cut-Off Date or (ii), where this value is lower as of the Cut-Off Date, the average weighted XETRA price of the share multiplied by the shares held within the last three weeks before the Cut-Off Date and the respective Investment Amount at that date.

The Management Board member is only obligated to build up the shares from funds that have accrued to him/her either (i) in performance of the IPO Awards Agreement concluded between the Management Board member and the Company (if any) and/or (ii) as a net amount from the SAR Plan.

Any shares held by spouses and/or children of the Management Board member may be taken into account.

The Management Board members are obligated to hold these shares until the end of their appointment. During the first year after the shareholding obligation has ended, the Management Board may, however, only sell 50% of the shares held in accordance with the Share Ownership Guidelines.

9. Malus and clawback

The remuneration system provides for malus and clawback provisions.

Both the short-term variable remuneration and the long-term variable remuneration granted to a Management Board member can be reclaimed in whole or in part if it turns out that the conditions for receiving that remuneration were in fact not met in whole or in part. The possibility to reclaim remuneration survives the term of the appointment or employment relationship. The Management Board member may not plead the defense of enrichment (Entreicherungsseiwand).

If the Management Board member has breached an obligation from his/her service and/or employment relationship and on the merits is liable to the Company for damages, the Supervisory Board of the Company using reasonable discretion may reject in full or in part fulfilment of remuneration claims in respect of the fixed salary as well as the short-term and long-term variable remuneration or reclaim payments that the Management Board member has already received.

In addition, the SAR Plan contains a malus provision with regard to the non-performance of certain ESG targets (see below).

10. Remuneration-related legal acts

10.1. Terms and prerequisites for the ending of service agreements and appointments

The term of the service agreements of the Management Board members is tied to their period of office. The first-time appointment is to be for a period of three years. In the case of additional appointments, longer terms of appointment are possible.

If a Management Board member's appointment is revoked, the service agreement also ends. If the revocation of the appointment is not based on cause (wichtiger Grund) within the meaning of Sec. 626 of the German Civil Code (Bürgerliches Gesetzbuch, "BGB"), the service agreement does not end until a 12-month period to the end of the month elapses or – if that date is earlier – upon the end of the day until which the Management Board member was appointed as a member of the Company's Management Board. The right to terminate the agreement for cause without notice (fristlose Kündigung) will remain unaffected.

If a Management Board member's service agreement ends, the Company is authorized at any time to release (freistellen) that member from his/her duty to work for the Company provided that payment of the contractually agreed remuneration is continued and any vacation entitlements are netted.

The service agreement ends – with no notice required – at the time a pension due to the reduction in earnings capacity of 100% (Erwerbsunfähigkeitsrente) is granted for an unlimited period of time, but no later than upon expiry of the month in which the Management Board member first becomes entitled to receive a regular old-age pension (Regelaltersruhegeld).

10.2. Compensation for removal from office

If the service agreement of a Management Board member ends prematurely, an agreed payment to that Management Board member (including fringe benefits) must not exceed either the value of that member's remuneration claims for the remaining term of the service agreement or the

sum of two times the annual remuneration (severance cap). Any severance payments will also be deducted from any non-competition compensation (Karenzentschädigung) to be paid.

10.3. Retirement pensions and early retirement schemes

The Company does not have an early retirement or pension plan for the Management Board members in place. Therefore, the remuneration system does not contain any information on retirement pensions and early retirement schemes.

10.4. Non-competition

During the term of their service agreements and for a maximum period of 12 months after the end of their service agreements, the Management Board members are subject to a non-competition obligation. During the term of the post-contractual non-competition obligation, the Company will pay to the Management Board member each month a non-competition compensation in the amount of 100% of the monthly instalment amount of the annual fixed salary. Severance payments must be credited against the non-competition compensation. The Management Board member must accept that any other income is credited against the non-competition compensation. At the end of each quarter, the Management Board member must, without prior demand, provide information about whether and in what amount that member receives other income. Evidence of the above information must be provided upon request. The Company may at any time waive the post-contractual non-competition obligation so that – upon the expiry of six months after the waiver – it will be released from its obligation to pay the compensation. The non-competition obligation will not enter into force if, when leaving the Company, the Management Board member has reached the applicable retirement age under the German statutory pension insurance scheme.

10.5. Change of control

In the event of a merger, spin-off, IPO of the issuing group company or a similar event, or in the event of a business transfer or disposal of a business, the Company may offer the early exercise of the SARs (see also above, section 5.2.2).

11. Special arrangements for Achim Weiß

The remuneration system provides that the special arrangements described in more detail below may be provided for the Chief Executive Officer Achim Weiß. The arrangements concern his service agreement with regard to the change of control rule and the long-term remuneration described below. The background to these special arrangements is that Achim Weiß was the co-founder of Schlund+Partner and of ProfitBricks and has, thus, ultimately laid the foundation for the IONOS Group in its current form. In addition, Mr. Weiß has unparalleled expertise and industry knowledge which – from the Supervisory Board's perspective – is imperative for the success of the IONOS Group.

Special arrangements for Achim Weiß

Maximum remuneration	The annual maximum remuneration amounts to EUR 28 million, subject to the early vesting described below.
Relative share of individual remuneration components in the annual total target remuneration (in relation to a three-year term of service)	<ul style="list-style-type: none"> • Fixed remuneration: between 5% and 10% of the target total remuneration; • STI: between 5% and 10% of the target total remuneration; • LTI between 80% and 90% of the target total remuneration.
Special right of termination in the service agreement	Extraordinary right of termination in the event of a change of control defined in more detail in the service agreement with a notice period of 12 months after the change of control occurs with exercise of the special termination right only being permissible within a period of six months after the change of control.
Terms and conditions of the SAR Plan	The SAR Plan for Mr. Weiß may provide that the number of allocated SARs – instead of using an intended total remuneration as the basis – will be calculated based on a participation in the future increase in value of the IONOS Group (expressed by the development in the price of the share) in the period between the IPO and the exercise of the SARs until a share of up to 2%. All claims under the SAR Plan are capped to an increase in the price of the share of 100% (and a total gross amount of EUR 80 million); the cap will be raised to 150% (in this case, a gross amount of EUR 120 million), provided that the appointment of Mr. Weiß as a member of the Management Board has been extended until the end of the term of the SAR Plan six years after the IPO and that his service agreement has also been extended accordingly, and further provided that Mr. Weiß has not exercised his special right of termination (see below).
Early vesting possibility in the SAR Plan	<ul style="list-style-type: none"> • After having allowed his three-year service agreement to expire or having terminated his service agreement in the event of a change of control, all unvested SARs will be deemed vested („Early Vesting“). • Then, the closing price of the share on either the day on which the change of control occurs or the day on which the service agreement expires will be used to determine the amount of the SAR claim. This amount will then be divided by the closing price to fix a certain number of shares. • After the end of the SAR Plan, the Company may – at its own discretion – deliver the fixed number of shares or replace them with a cash payment, with the amount of that cash payment being calculated based on the closing price on the day of the end of the term of the SAR Plan (after expiry of six years). • Possibility for the Management Board member to also submit SARs earned on a regular basis to the early vesting systematics. • In the special situation of both a change of control during the first year, as a consequence of which Mr. Weiß uses his special right of termination, and an increase in the price of the share of 100% in the period up to the end of the service agreement, theoretically, a maximum remuneration of EUR 82 million may arise. This sum relates to a calculation made at the time the number of shares owed at a later point is fixed. At the point in time at which these shares are transferred to Mr. Weiß or their value is paid to Mr. Weiß, the above-mentioned amount of the maximum remuneration that actually accrues to Mr. Weiß may increase or decrease – possibly even significantly – due to a change in the price of the share.

12. Temporary deviations from the remuneration system

In individual cases, the Supervisory Board may deviate temporarily from the application of individual components of the remuneration system if this is necessary in the interest of the Company's long-term prosperity. This concerns, in particular, exceptional and unforeseeable situations in which the deviation from the remuneration system is necessary to serve the long-term interests and sustainability of the Company or to assure its viability. This kind of situations can be based on both macroeconomic as well as company-related circumstances. Deviations are permissible, in particular, in case of economic crises.

The components of the remuneration system, from which the Company may deviate in individual cases, are: the annual fixed salary, fringe benefits, the short-term and the long-term variable remuneration components, and the ratio between the remuneration components. Furthermore, the Supervisory Board may – under the conditions stated above – temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components to the extent that it is necessary in order to restore an adequate incentive level with regard to the remuneration of the Management Board members. Any amendments and recalibrations made in the course of such a temporary deviation from the remuneration system and the reasons for such amendments and recalibrations will be disclosed and explained in the remuneration report.

Such a deviation requires that the Supervisory Board resolves that there is a situation that in the interest of the Company's long-term prosperity requires a temporary deviation from the remuneration system and resolves what specific deviations are necessary in its view.

13. Entry into force

This remuneration system will enter into force with effect from the date of the initial listing of the Company's shares at the Frankfurt Stock Exchange. Any remuneration claims for periods prior to this date will be governed by the existing provisions under the members' service agreements and other provisions.

Montabaur, January 26, 2023

I. Participation in the Annual General Meeting

1. Total number of shares and voting rights

At the time at which the Annual General Meeting is convened, the Company's capital stock amounts to EUR 140,000,000.00. It is divided into 140,000,000 registered no-par value shares with a notional share in the capital stock of EUR 1.00 per share. Each share entitles the owner to one vote. The total number of voting rights at the time at which the Annual General Meeting is convened therefore amounts to 140,000,000. The Company does not hold any treasury shares.

Under agenda item 1, no resolution proposal is presented and, therefore, no vote is proposed to be taken (for an explanation, see agenda item 1). The votes to be taken on agenda items 2 and 4 are binding decisions; the vote to be taken on agenda item 3 is recommendatory. In all votes to be taken, the shareholders may vote "yes" (vote in favor) or "no" (vote against) or may abstain from voting.

2. Requirements for the participation in the Annual General Meeting and the technical record date

Shareholders who have registered with the Company by no later than **24:00 hrs. (CEST) of May 8, 2023**, and are registered in the share register as shareholders of the Company on the day of the Annual General Meeting are entitled to participate in the Annual General Meeting and to exercise their shareholder rights, in particular their voting rights. Decisive for the timeliness of the registration is its date of receipt.

Registrations can also be made via the shareholders' portal on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section according to the procedure specified by the Company. Shareholders wishing to register via the shareholders' portal need their shareholder number and the related access password.

Shareholders who have signed up for invitations to be sent to them electronically can use the access password they selected.

All other shareholders listed in the share register will receive their shareholder number and a related access password by mail, together with the invitation to the Annual General Meeting.

Registrations may also be sent to the following address:

IONOS Group SE,
c/o Computershare Operations Center,
80249 Munich,
anmeldestelle@computershare.de

For those shareholders who have not signed up for invitations to be sent to them electronically, a form that can be used to register for the Annual General Meeting will be sent by mail together with the invitation documents.

For further details on the registration process, please see the instructions on the registration form or in the invitation email. Alternatively, this information is also provided on the internet at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

Together with the registration, shareholders can request an admission ticket for the Annual General Meeting. Shareholders who register via the shareholders' portal on the Company's website have the possibility to print out their admission ticket directly or to have it sent to them by email. Please bring your admission ticket with you to the Annual General Meeting. The receipt and presentation of the admission ticket, however, is not a prerequisite for participating in the Annual General Meeting and exercising voting rights; they merely serve to aid in the organization of the event. Ballots will be distributed before the Annual General Meeting at the venue.

Decisive for voting rights is the amount of shares registered in the share register on the day of the Annual General Meeting. For reasons of technical processing, no changes will be performed in the share register in the period from 00:00 hrs. (CEST) of May 9, 2023, to the day of the Annual General Meeting (inclusive). The technical record date is thus 24:00 hrs. (CEST) of May 8, 2023.

3. Free availability of shares

Shareholders can freely dispose of their shares even after successful registration. With regard to participation and voting rights, however, it is decisive that shareholders are registered as shareholders in the Company's share register on the day of the Annual General Meeting. The number of shares evidenced by entry in the share register on the day of the Annual General Meeting is decisive for the number of voting rights of a shareholder.

4. Exercising voting rights by proxy

Shareholders who do not wish to participate themselves in the Annual General Meeting may have their voting rights exercised by an authorized representative, e.g., by an intermediary, a shareholder association, a proxy voting advisory firm or the proxy nominated by the Company (who is bound by instruction), by issuing a corresponding proxy authorization.

In the event of such authorization as well, the shareholder or the authorized representative must register in a proper manner and the shareholder must be registered in the share register (see section I.2. above in this regard).

If a shareholder authorizes more than one person, the Company may reject one or several of these persons.

The granting and revoking of a proxy authorization, as well as providing proof of such proxy authorization to the Company, must be done in text form (Sec. 126b BGB), or must be done via the shareholders' portal if proxy authorization is not granted pursuant to Sec. 135 AktG, and can be submitted to the Company via the shareholders' portal on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section according to the procedure specified by the Company.

To do this, shareholders must use their access details. Proof of authorization can also be sent to the following addresses (mailing address and email address):

IONOS Group SE,
c/o Computershare Operations Center,
80249 München,
anmeldestelle@computershare.de

For those shareholders who have not signed up for invitations to be sent to them electronically, a proxy form will be sent to them together with the admission ticket that can be used for granting proxy authorizations. This proxy form can also be sent to shareholders on request and is also available on the internet at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section. Shareholders are requested to grant proxy authorizations preferably using the proxy form provided by the Company. The use of the form is not mandatory.

Granting proxy authorizations to intermediaries, shareholder associations, proxy voting advisory firms or other persons who professionally offer the service of exercising voting rights at annual general meetings in accordance with Sec. 135 (8) AktG, revoking such proxy authorizations and providing proof of such proxy authorizations to the Company are subject to the statutory provisions, in particular Sec. 135 AktG, and may be subject to additional requirements established by the authorized parties. Shareholders are therefore requested to make the corresponding arrangements with the respective party authorized by them.

Proof of proxy authorization sent by mail and via the shareholders' portal, accessible at the website indicated above, will be accepted provided that it is received by 18:00 hrs. (CEST) of May 14, 2023. Receipt at the above address is decisive if the proof is sent by mail. Proof of proxy authorization may be sent to the above-mentioned email address until the beginning of the Annual General Meeting.

On the day of the Annual General Meeting, the entry and exit points to and from the Annual General Meeting at the "Alte Oper," Opernplatz 1, 60313 Frankfurt am Main, will also be available for the granting, proving and revoking of proxy authorizations. The Company will have prepared revocation forms available for the shareholders.

In addition, we offer our shareholders the option of authorizing proxies who are nominated by the Company and bound by instructions to exercise shareholders' voting rights. If proxies nominated by the Company are so authorized, they must receive instructions on how the voting rights are to be exercised. The proxies nominated by the Company do not accept instructions on procedural issues. Nor do they accept instructions to file objections to resolutions of the Annual General Meeting or to ask questions or submit motions. Proxies are obligated to vote as instructed; they may not exercise voting rights at their own discretion. In any instance of an authorization of a proxy nominated by the Company as well, the shareholder or authorized representative must register in a proper manner and the shareholder must be registered in the share register (see section I.2. above in this regard).

Granting, revoking and amending the proxy authorizations or instructions of the proxies nominated by the Company is only possible in the following ways:

- via the shareholders' portal on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section until 18:00 hrs. (CEST) of May 14, 2023 or

- at the mailing address for registering provided above in section I.2 until 18:00 hrs. (CEST) of May 14, 2023 or at the email address for registering provided above in section I.2 until the beginning of the General Meeting. In doing so, please use the form for granting proxy authorizations and issuing instructions to the proxies nominated by the Company. This form will be sent together with the admission ticket to the shareholders who have not signed up for invitations to be sent to them electronically and will also be sent to the shareholders at any time on request; it can furthermore be accessed on the internet at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

In addition, on the day of the Annual General Meeting, the entry and exit points to and from the Annual General Meeting at the "Alte Oper," Opernplatz 1, 60313 Frankfurt am Main, will also be available for these purposes until shortly before voting begins.

If the shareholder or the shareholder's authorized representative appears at the Annual General Meeting in person, the proxy nominated by the Company will not exercise a proxy authorization granted to them.

More details on granting proxy authorizations and issuing instructions to the proxies nominated by the Company can be found on the form intended for these purposes and on the internet at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

In the event that sub-items under an agenda item are put to the vote individually without this having been communicated in advance of the Annual General Meeting, a proxy authorization already granted/an instruction already given on that entire agenda item will be deemed the proxy authorization granted/instruction given on each of the individual sub-items.

5. Absentee voting (including by means of electronic communication)

Shareholders entitled to participate in the Annual General Meeting or their authorized representatives may cast their votes by absentee ballot (also by means of electronic communication).

Votes cast by absentee ballot can be transmitted to the Company either by mail or via the shareholders' portal.

Absentee voting by mail can be done using the form that will be sent by mail together with the invitation documents to the shareholders who have not signed up for invitations to be sent to them electronically. This absentee voting form will also be sent to shareholders at any time on request and is also available on the internet at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section. Please return the completed form to the address provided below. Votes cast by absentee ballot that cannot be unequivocally matched to a proper registration will not be counted.

IONOS Group SE,
c/o Computershare Operations Center,
80249 München

Voting via the shareholders' portal is done on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section according to the procedure specified by the Company.

Votes cast by absentee ballot transmitted via mail will be counted provided that they are received by 18:00 hrs. (CEST) of May 14, 2023, at the address indicated above. Votes may be cast by absentee ballot via the shareholders' portal, accessible at the website indicated above, until 18:00 hrs. (CEST) of May 14, 2023.

Authorized intermediaries, shareholder associations, proxy voting advisory firms or other persons who professionally offer the service of exercising voting rights at annual general meetings as referred to in Sec. 135 (8) AktG may also avail themselves of absentee voting.

In the event that sub-items under an agenda item are put to the vote individually without this having been communicated in advance of the Annual General Meeting, a vote already cast on that entire agenda item will be deemed the vote cast on each of the individual sub-items.

If different declarations are received by different means of communication, they will be prioritized in the following order: declarations sent (1) via the shareholders' portal, (2) by mail.

If a shareholder (or the shareholders' authorized representative) appears at the Annual General Meeting in person, a previously cast absentee ballot will not be counted.

Further details on absentee voting can be found on the form provided for that purpose and on the internet at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

II. Rights of the shareholders

(Disclosures pursuant to Secs. 122 (2), 126 (1), 127 and 131 (1) AktG)

1. Amendments to the agenda (Sec. 122 (2) AktG)

Motions to add items to the agenda pursuant to Sec. 122 (2) AktG must be received by the Company in writing at the address given below by 24:00 hrs. (CEST) of April 14, 2023:

IONOS Group SE
Investor Relations
Elgendorfer Straße 57
56410 Montabaur

Further details on motions to add items to the agenda pursuant to Sec. 122 (2) AktG and the relevant preconditions are provided on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

2. Motions of shareholders (Sec. 126 (1) AktG)

Every shareholder has the right to submit counter-motions against the proposals of the Management Board and/or Supervisory Board regarding a specific agenda item at the Annual General Meeting.

Shareholder counter-motions regarding a specific agenda item within the meaning of Sec. 126 (1) AktG that are received by the Company at the address stated below by 24:00 hrs. (CEST) of April 30, 2023, will be made available to shareholders without undue delay on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section:

IONOS GROUP SE
Investor Relations
Elgendorfer Straße 57
56410 Montabaur
investor-relations@ionos-group.com

Further details on counter-motions pursuant to Sec. 126 (1) AktG, their preconditions and the reasons for not having to make a counter-motion and its justification available via the website pursuant to Sec. 126 (2) AktG are provided on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

3. Nominations by shareholders (Sec. 127 AktG)

Every shareholder has the right to make nominations at the Annual General Meeting regarding the election of Supervisory Board members or the appointment of external auditors, provided the election is an agenda item.

Shareholder nominations pursuant to Sec. 127 AktG that are received by the Company at the address stated in section II.2. by 24:00 hrs. (CEST) of April 30, 2023, will be made available to shareholders without undue delay on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

Further details on nominations pursuant to Sec. 127 AktG, their preconditions and the reasons for not having to make a nomination and its justification available via the website pursuant to Sec. 127 sentence 1 in conjunction with Sec. 126 (2) and Sec. 127 sentence 3 AktG are provided on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

4. Right of shareholders to information (Sec. 131 (1) AktG)

Pursuant to Sec. 131 (1) AktG, every shareholder upon request at the Annual General Meeting on May 15, 2020, is to be provided with information by the Management Board on matters relating to the Company to the extent that it is necessary for the proper assessment of an agenda item. The obligation to provide information also comprises the legal and business relations of the Company with its affiliated companies, the position of the IONOS Group and of the companies included in the consolidated financial statements of IONOS. The Management Board may refuse to provide information under certain conditions set out in detail in Section 131 (3) AktG.

In accordance with § 17 no. 3 of the Articles of Association, the chair of the meeting may impose reasonable time limits on the shareholders' right to ask questions and to speak.

Further details on the rights of shareholders to information pursuant to Sec. 131 (1) AktG are provided on the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

III. Information and documents on the Annual General Meeting

The content of the invitation, the documents to be made available to the Annual General Meeting and further information and forms in connection with the Annual General Meeting to be made available pursuant to Sec. 124a AktG can be accessed via the Company's website at <http://www.ionos-group.com> in the Investor Relations/AGM/2023 section.

The information and documents to be made available will, to the extent necessary, also be available for inspection during the Annual General Meeting.

Following the Annual General Meeting, the voting results will be published at the same internet address.

IV. Information on data protection for shareholders

IONOS Group SE processes the personal data of shareholders and their authorized representatives for purposes provided by law, in particular for maintaining the share register and for conducting general meetings and, in individual cases, for safeguarding its legitimate interests. You can find information on the processing of your personal data on the Internet at <http://www.ionos-group.com/data-privacy-shareholders.html>

Montabaur, im April 2023

IONOS Group SE

Der Vorstand



Imprint

IONOS Group SE
Elgendorfer Straße 57
56410 Montabaur, Germany

Board of Directors

Achim Weiß, Britta Schmidt

Chairman of the Supervisory Board

Ralph Dommermuth

Commercial register

Montabaur, HRB 25386

www.ionos-group.com

This version of the Invitation and Agenda to the Annual Shareholders' Meeting of IONOS Group SE is a translation of the German original, prepared for the convenience of Englishspeaking readers. For the purposes of interpretation, the German text shall be authoritative and final. No warranty is made as to the accuracy of this translation and IONOS Group SE assumes no liability hereto.