



## Invitation to the 2026 Annual General Meeting

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

## Regulation (EU) 2018/1212 (EU IR)

### A Specification of the message

- 1 Unique identifier of the event:  
2026 annual general meeting of IONOS Group SE  
(Formal specification pursuant to the EU IR: 1b5798a96b55f011b54300505696f23c)
- 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 19, 2026  
(Formal specification pursuant to the EU IR: 20260519)
- 2 Time of the General Meeting (commencement): 11:00 (CEST)  
(Formal specification pursuant to the EU IR: 9:00 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 12, 2026, 24:00 (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 13, 2026, to May 19, 2026, (both dates included in this period) will not be processed and considered with effect until after the general meeting on May 19, 2026 (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 12, 2026, 24:00 hrs. (CEST).

  
(Formal specification pursuant to the EU IR: 20260512)
- 6 Website to the General Meeting/URL:  
<http://www.ionos-group.com/investor-relations/agm/2026.html>

# Overview agenda items

- ITEM 1** Presentation of the adopted annual financial statements, the approved consolidated financial statements, the consolidated management report for the Company and the Group as of December 31, 2025, (including the explanatory report on the disclosures pursuant to Sec. 289a and Sec. 315a of the German Commercial Code (Handelsgesetzbuch)) and the report of the Supervisory Board for the 2025 fiscal year
- ITEM 2** Resolution on the ratification of the Management Board members' actions
- ITEM 3** Resolution on the ratification of the Supervisory Board members' actions
- ITEM 4** Resolution on the appointment of the external auditors of the annual financial statements and the consolidated financial statements for the 2026 fiscal year and, in the event that an audit review is commissioned, the auditor for interim financial reports and financial information prepared before the 2027 Annual General Meeting and the auditor of the sustainability report
- ITEM 5** Resolution on the approval of the remuneration report for the 2025 fiscal year prepared and audited in accordance with Sec. 162 AktG
- ITEM 6** Resolution on the creation of new authorized capital 2026 (Authorized Capital 2026) with the option of excluding subscription rights and on the corresponding amendments to the Articles of Association
- ITEM 7** Resolution on the granting of an authorization to issue bonds with warrants and convertible bonds and to exclude subscription rights for these bonds with warrants or convertible bonds and on the simultaneous creation of conditional capital 2026 (Conditional Capital 2026) as well as on the corresponding amendments of the Articles of Association
- ITEM 8** Resolution on the granting of a new authorization to acquire treasury shares also with shareholders' tender rights excluded and to use treasury shares also with shareholders' statutory subscription rights excluded and on the authorization to redeem treasury shares and to reduce the capital stock

# Invitation to the 2026 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

**Tuesday, May 19, 2026,**  
**from 11:00 (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 consolidated management report for the Company and the Group as of December 31, 2025, (including the explanatory report on the disclosures pursuant to Sec. 289a and Sec. 315a of the German Commercial Code (Handelsgesetzbuch)) and the report of the Supervisory Board for the 2025 fiscal year**

No resolution is planned for this agenda item as the Supervisory Board has already approved the annual financial statements, which the Management Board prepared, and the consolidated financial statements; the annual financial statements have therefore been adopted.

The above documents will be available on the Company's website at <http://www.ionos-group.com/investor-relations/agm/2026.html> 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 ratification of the Management Board members' actions**

The Management Board and the Supervisory Board propose that the actions of the Management Board members who were in office in the 2025 fiscal year be ratified for that period.

## **3. Resolution on the ratification of the Supervisory Board members' actions**

The Management Board and the Supervisory Board propose that the actions of the Supervisory Board members who were in office in the 2025 fiscal year be ratified for that period. It is intended to have the General Meeting vote on the ratification of the actions of each and every member of the Supervisory Board individually.

## **4. Resolution on the appointment of the external auditors of the annual financial statements and the consolidated financial statements for the 2026 fiscal year and, in the event that an audit review is commissioned, the auditor for interim financial reports and financial information prepared before the 2027 Annual General Meeting and the auditor of the sustainability report**

The Supervisory Board – based on the recommendation expressed by its Audit Committee – proposes to the General Meeting that it resolve as follows:

**4.1** PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, with registered office in Frankfurt am Main, is appointed as external auditors of the annual financial statements and the consolidated financial statements for the 2026 fiscal year as well as for the audit reviews – insofar as such reviews are conducted – of interim financial reports and of any additional interim financial information within the meaning of Sec. 115 (7) of the German Securities Trading Act (Wertpapierhandelsgesetz) that are prepared before the 2027 Annual General Meeting, provided that such reviews are commissioned.

**4.2** PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, with registered office in Frankfurt am Main, is appointed as the auditor of the sustainability report for the 2026 fiscal year.

The appointment of the auditor of the sustainability report by the General Meeting is a precautionary measure in light of the fact that German lawmakers—in transposition of Article 37 of Directive 2006/43/EC (EU Audit Directive), as amended by Directive (EU) 2022/2464 of 14 December 2022 (EU Corporate Sustainability Reporting Directive – “CSRD”)—are expressly requiring general meetings to appoint these auditors.

A separate vote is to be taken on items 4.1 and 4.2, respectively.

The Audit Committee declared that its recommendation is free from any undue influence by third parties and that no clause restricting the choice to a particular statutory auditor or audit firm within the meaning of Article 16(6) of Regulation (EU) No 537/2014 (EU Audit Regulation) has been imposed upon it.

## **5. Resolution on the approval of the remuneration report for the 2025 fiscal year prepared and audited in accordance with Sec. 162 AktG**

The Management Board and Supervisory Board have prepared in accordance with Sec. 162 AktG a report on the remuneration granted and owed to the members of the Management Board and the Supervisory Board in the 2025 fiscal year, which will be presented to the General Meeting for approval pursuant to Sec. 120a (4) AktG.

The remuneration report was audited in accordance with Sec. 162 (3) AktG by the external auditors as to whether the information to be included under Sec. 162 (1) and (2) AktG has been included. The external auditors’ report on the audit of the remuneration report has been attached to the remuneration report.

The remuneration report, including the external auditors’ report, can be inspected from the day on which the Annual General Meeting is convened via the Company’s website at <http://www.ionos-group.com/investor-relations/agm/2026.html>. The remuneration report will also be available there for inspection during the Annual General Meeting.

The Supervisory Board and the Management Board propose to approve the remuneration report for the 2025 fiscal year prepared and audited in accordance with Sec. 162 AktG.

## **6. Resolution on the creation of new authorized capital 2026 (Authorized Capital 2026) with the option of excluding subscription rights and on the corresponding amendments to the Articles of Association**

§ 4 no. 3 of the Company’s Articles of Association provides for Authorized Capital 2023, which expires on August 31, 2026. As of today, that authorization has not been used.

To preserve the Company’s flexibility, the Management Board and the Supervisory Board consider it appropriate to create new Authorized Capital 2026 such that the Management Board is authorized also beyond August 31, 2026, to increase the Company’s capital stock by issuing new no-par value shares in return for cash and/or non-cash contributions.

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

**a) Granting of an authorization to create new Authorized Capital 2026 with the option of excluding subscription rights and approving the corresponding amendments to the Articles of Association**

The Management Board is authorized to increase, subject to the approval of the Supervisory Board, the capital stock with effect as of September 1, 2026, until August 31, 2029, by an amount of up to EUR 70,000,000.00 by issuing new registered no-par value shares in return for cash and/or non-cash contributions (Authorized Capital 2026). The authorization may be used on one or several occasions and also in partial amounts. To the extent permitted by law, the Management Board may, subject to the approval of the Supervisory Board, stipulate in deviation from the above and Sec. 60 (2) AktG that the new shares participate in profits starting from the beginning of a fiscal year that has already ended and for which no resolution on the allocation of the net profit has been adopted by the General Meeting at the time the shares are issued.

Generally, the shareholders must be granted subscription rights. In the case of cash contributions, the new shares may at the option of the Management Board and subject to the approval of the Supervisory Board also be underwritten by one or several credit institutions and/or any other company fulfilling the requirements of Article 5 of Council Regulation (EC) No 2157/2001 (SE Regulation) in conjunction with Sec. 186 (5) sentence 1 AktG subject to the obligation to offer the shares only to the shareholders for subscription (indirect subscription right). However, the Management Board is hereby authorized to exclude, subject to the approval of the Supervisory Board, the shareholders' subscription rights,

**(a)** in order to exclude fractional amounts from subscription rights;

**(b)** if the capital increase is made in return for cash contributions and the issue price of the new shares is not substantially below the stock exchange price of the shares already listed on the stock exchange at the time of the final determination of the issue price, which is to occur as near in time as possible to the placement date of the shares. The number of shares issued with subscription rights excluded pursuant to Article 5 of the SE Regulation in conjunction with Sec. 186 (3) sentence 4 AktG must not, in aggregate, exceed 20% of the capital stock, neither at the time when this authorization becomes effective nor at the time when this authorization is exercised. This 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 Akt

**(c)** to the extent necessary to grant the holders of bonds conferring warrant and/or convertible rights or corresponding warrant and/or conversion obligations and issued by the Company and/or by companies that are controlled by the Company or that are directly or indirectly majority-owned by the Company a subscription right in the amount to which they would be entitled after exercising their warrant and/or conversion right or after fulfilling the warrant and/or conversion obligation;

**(d)** if the capital increase is made in return for non-cash contributions for the purpose of granting shares in the context of business combinations or for the purpose of acquiring companies, parts of companies, interests in companies or other assets, including receivables from the Company;

(e) if the capital increase is made in return for cash and/or non-cash contributions, in order to issue shares to current and former members of the Management Board and employees of the Company as well as to current and former members of the management boards or, as the case may be, boards of directors and employees of affiliated companies of the Company within the meaning of Sec. 15 et seqq. AktG in fulfillment of entitlements under share participation programs. To the extent members of the Company's Management Board are to be granted shares, the Company's Supervisory Board decides thereon.

The authorizations to exclude subscription rights set out in (a) through (e) are in aggregate limited to an amount of up to 20% of the capital stock existing at the time Authorized Capital 2026 becomes effective or – if this amount is lower – at the time the resolution to use Authorized Capital 2026 is adopted. This maximum amount of 20% of the capital stock includes the proportionate amount of the capital stock attributable to shares issued during the term of this authorization pursuant to or in analogous application of Article 5 of the SE Regulation in conjunction with Sec. 186 (3) sentence 4 AktG with subscription rights excluded, as well as the proportionate amount of the capital stock attributable to treasury shares sold during the term of this authorization in a manner other than via the stock exchange or by means of an offer to all shareholders.

In addition, the Management Board is authorized to determine, subject to the approval of the Supervisory Board, the further details of the rights attached to the shares and of the terms of issue of the shares.

**b) No. 3 of § 4 of the Articles of Association is re-stated as follows:**

“3. The Management Board is authorized to increase, subject to the approval of the Supervisory Board, the capital stock with effect as of September 1, 2026, until August 31, 2029, by an amount of up to EUR 70,000,000.00 by issuing new registered no-par value shares in return for cash and/or non-cash contributions (Authorized Capital 2026). The authorization may be used on one or several occasions and also in partial amounts. To the extent permitted by law, the Management Board may, subject to the approval of the Supervisory Board, stipulate in deviation from the above and Sec. 60 (2) AktG that the new shares participate in profits starting from the beginning of a fiscal year that has already ended and for which no resolution on the allocation of unappropriated profit has been adopted by the General Meeting at the time the shares are issued.

Generally, the shareholders must be granted subscription rights. In the case of cash contributions, the new shares may at the option of the Management Board and subject to the approval of the Supervisory Board also be underwritten by one or several credit institutions and/or any other company fulfilling the requirements of Article 5 of Council Regulation (EC) No 2157/2001 (SE Regulation) in conjunction with Sec. 186 (5) sentence 1 AktG subject to the obligation to offer the shares only to the shareholders for subscription (indirect subscription right). However, the Management Board is hereby authorized to exclude, subject to the approval of the Supervisory Board, the shareholders' subscription rights

(a) in order to exclude fractional amounts from subscription rights;

(b) if the capital increase is made in return for cash contributions and the issue price of the new shares is not substantially below the stock exchange price of the shares already listed on the stock exchange at the time of the final determination of the issue price, which is to occur as near in time as possible to the placement date of the shares. The number of shares issued with subscription rights excluded pursuant to Article 5 of the SE Regulation in conjunction with Sec. 186 (3) sentence 4 AktG must not, in aggregate, exceed 20% of the

capital stock, neither at the time when this authorization becomes effective nor at the time when this authorization is exercised. This 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

**(c)** to the extent necessary to grant the holders of bonds conferring warrant and/or convertible rights or corresponding warrant and/or conversion obligations and issued by the Company and/or by companies that are controlled by the Company or that are directly or indirectly majority-owned by the Company a subscription right in the amount to which they would be entitled after exercising their warrant and/or conversion right or after fulfilling the warrant and/or conversion obligation;

**(d)** if the capital increase is made in return for non-cash contributions for the purpose of granting shares in the context of business combinations or for the purpose of acquiring companies, parts of companies, interests in companies or other assets, including receivables from the Company;

**(e)** if the capital increase is made in return for cash and/or non-cash contributions, in order to issue shares to current and former members of the Management Board and employees of the Company as well as to current and former members of the management boards or, as the case may be, boards of directors and employees of affiliated companies of the Company within the meaning of Sec. 15 et seqq. AktG in fulfillment of entitlements under share participation programs. To the extent members of the Company's Management Board are to be granted shares, the Company's Supervisory Board decides thereon.

The authorizations to exclude subscription rights set out in (a) through (e) are in aggregate limited to an amount of up to 20% of the capital stock existing at the time Authorized Capital 2026 becomes effective or – if this amount is lower – at the time the resolution to use Authorized Capital 2026 is adopted. This maximum amount of 20% of the capital stock includes the proportionate amount of the capital stock attributable to shares issued during the term of this authorization pursuant to or in analogous application of Article 5 of the SE Regulation in conjunction with Sec. 186 (3) sentence 4 AktG with subscription rights excluded, as well as the proportionate amount of the capital stock attributable to treasury shares sold during the term of this authorization in a manner other than via the stock exchange or by means of an offer to all shareholders.

Furthermore, the Management Board is authorized, with the Supervisory Board's consent, to determine the further details of the rights attached to the shares as well as the conditions of the share issue."

### **c) Authorization of the Supervisory Board to amend the Articles of Association**

Following complete or partial execution of a capital increase, the Supervisory Board is authorized to amend § 4 nos. 1 through 3 of the Articles of Association according to the utilization of the Authorized Capital 2026 and, if the Authorized Capital 2026 has not been used or not been completely used in the period ending August 31, 2029, to amend § 4 no. 3 of the Articles of Association after expiration of the authorization period.

#### **d) Instruction of the Management Board**

The Management Board is instructed to apply for registration of the amendments to the Company's Articles of Association pursuant to b) above on the creation of the Authorized Capital 2026 as of September 1, 2026, in the commercial register.

#### **e) Report of the Management Board on the exclusion of subscription rights in accordance with Sec. 203 (2) sentence 2 in conjunction with Sec. 186 (4) AktG (agenda item 6)**

In accordance with Article 5 of the SE Regulation in conjunction with Sec. 203 (2) sentence 2 AktG in conjunction with Sec. 186 (4) sentence 2 AktG, the Management Board issued a written report on the reasons for the authorization proposed in agenda item 6 to exclude shareholders' subscription rights and on the proposed issuance amount. The report will be available on the internet at <https://www.ionos-group.com/investor-relations/agm/2026.html> from the day on which the Annual General Meeting is convened. It will also be available there during the Annual General Meeting.

### **7. Resolution on the granting of an authorization to issue bonds with warrants and convertible bonds and to exclude subscription rights for these bonds with warrants or convertible bonds and on the simultaneous creation of conditional capital 2026 (Conditional Capital 2026) as well as on the corresponding amendments of the Articles of Association**

The authorization granted by the Annual General Meeting on May 15, 2023, under agenda item 4 to issue bonds with warrants and/or convertible bonds expires on August 31, 2026. As of today, that authorization has not been used.

To maintain an adequate capital structure, the Management Board is to be authorized again in a comparable scope to issue bonds with warrants and convertible bonds and, with effect as of September 1, 2026, the creation of new Conditional Capital 2026 is to be approved by resolution.

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

#### **a) Granting of a new 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**

With effect as of September 1, 2026, 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, 2029, bearer and/or registered bonds with warrants and/or convertible bonds (jointly, "bonds") with a total nominal value of up to EUR 2,800,000,000 with or without restrictions on the term to maturity, to grant the holders of bonds with warrants warrant rights, or to grant or impose on the holders of convertible bonds conversion rights or obligations relating to no-par value registered shares of the Company representing a proportionate amount of the capital stock of up to EUR 70,000,000.00 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 control-

led 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 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 non-cash consideration, 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 holder 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 holders 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 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 are stipulated, the bond terms and conditions must stipulate that the warrant or conversion price must be at least equal either to the aforementioned minimum price or to 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 20% 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 20% of the capital stock includes the proportionate amount 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 convertible bonds or bonds 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 non-cash consideration, 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 non-cash consideration 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 amount 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 and 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 2026**

The capital stock is conditionally increased by up to EUR 70,000,000.00 by issuing up to 70,000,000 new no-par value registered shares (Conditional Capital 2026). 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 holders of convertible bonds or bonds with warrants that have been issued or guaranteed by the Company or any subordinated Group company in the period lasting from September 1, 2026, until August 31, 2029, on the basis of the authorizing resolution of the Annual General Meeting of May 19, 2026. 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 19, 2026, and only to the extent that warrant or conversion rights are exercised or to the extent that the 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) No. 4 of § 4 of the Articles of Association is amended as follows:**

“4. The capital stock is conditionally increased by up to EUR 70,000,000.00, divided into up to 70,000,000 no-par value registered shares (Conditional Capital 2026). The conditional capital increase will only be implemented to the extent that the persons having warrant 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 lasting from September 1, 2026, until August 31, 2029, on the basis of the Management Board's authorization resolved by the Annual General Meeting of May 19, 2026, 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 of the Supervisory Board 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.

#### **e) Instruction of the Management Board**

The Management Board is instructed to apply for registration of the amendments to the Company's Articles of Association pursuant to c) above on the creation of Conditional Capital 2026 as of September 1, 2026, in the commercial register.

#### **f) Report of the Management Board on the exclusion of subscription rights in accordance with Sec. 221 (4) sentence 2 AktG in conjunction with Sec. 186 (4) sentence 2 AktG (agenda item 7)**

In accordance with Sec. 221 (4) sentence 2 and Sec. 186 (4) sentence 2 AktG, the Management Board issued a written report on the reasons for the authorization proposed in agenda item 7 to exclude shareholders' subscription rights and on the proposed issuance price. The report will be available on the internet at <https://www.ionos-group.com/investor-relations/agm/2026.html> from the day on which the Annual General Meeting is convened and will also be available there for inspection during the Annual General Meeting.

### **8. Resolution on the granting of a new authorization to acquire treasury shares also with shareholders' tender rights excluded and to use treasury shares also with shareholders' statutory subscription rights excluded and on the authorization to redeem treasury shares and to reduce the capital stock**

The authorization to acquire treasury shares and to redeem treasury shares and reduce the capital stock granted by the extraordinary General Meeting on January 26, 2023, under agenda item 7 pursuant to Article 5 of the SE Regulation in conjunction with Sec. 71 (1) no. 8 AktG expires on August 31, 2026.

Therefore, a resolution on a new authorization to acquire treasury shares also with shareholders' tender rights excluded and to use treasury shares pursuant to Article 5 of the SE Regulation in conjunction with Sec. 71 (1) no. 8 AktG with the option of excluding shareholders' statutory subscription rights and to redeem treasury shares and reduce the capital stock is to be adopted. The new authorization is to be granted with effect as of September 1, 2026, and is to expire on August 31, 2029.

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

**a) Renewed authorization to acquire treasury shares also with shareholders' tender rights excluded and to use treasury shares also with shareholders' statutory subscription rights excluded and to redeem treasury shares and reduce the capital stock**

**aa) Authorization to acquire treasury shares**

The Management Board is authorized to acquire, subject to the approval of the Supervisory Board, treasury shares with effect as of September 1, 2026, until August 31, 2029, pursuant to Article 5 of the SE Regulation in conjunction with Sec. 71 (1) no. 8 AktG for any permissible purpose within the scope of legal restrictions and subject to the following provisions. This authorization expires on August 31, 2029. This authorization is limited, in aggregate, to an amount equal to 10% of the capital stock existing at the time the Annual General Meeting adopts this resolution or – if this amount is lower – at the time this authorization is exercised. At no time may the shares acquired on the basis of this authorization together with other shares in the Company that are held by the Company or that are attributable to it pursuant to Sec. 71d and Sec. 71e (1) sentence 1 AktG account for more than 10% of the capital stock. This authorization may be exercised directly by the Company, by any company controlled or majority-owned by the Company, or by third parties commissioned by the Company or any company controlled or majority-owned by the Company, and this authorization permits the acquisition of treasury shares in the entire volume or in parts and on one or more occasions.

Treasury shares may be acquired via the stock exchange or by means of a public purchase offer made to all shareholders or through a public request made to all shareholders to submit sales offers or by granting tender rights to the shareholders.

- i. If acquisition is made via the stock exchange or by means of a public purchase offer, the purchase price per share (excluding ancillary acquisition costs) paid by the Company must not be more than 10% above or below the arithmetic mean of the closing auction prices of the Company's no-par value shares in the Frankfurt Stock Exchange's Xetra trading system (or an equivalent successor system) over the last three (3) stock exchange trading days (i) before the conclusion of any transaction imposing an obligation (if the acquisition is made via the stock exchange) or (ii) before the publication of the decision to submit a public purchase offer (if the acquisition is made by means of a public purchase offer). The Company's Management Board will determine the further details of the acquisition via the stock exchange as well as the further details regarding the structure of the offer.

Should the stock exchange price deviate significantly from the offered purchase price or from the limits of the offered purchase price range after a public purchase offer is published, the offer may be adjusted. In this case, the relevant purchase price will be determined based on the corresponding stock exchange price over the last three (3) stock exchange trading days before the announcement of the adjustment and must not be more than 10% higher or lower than that amount.

The volume of a public purchase offer may be limited. If, in the case of a public purchase offer, the volume of the tendered shares exceeds the volume intended to be bought back, tender rights, if any, may be partially excluded so that shares may be acquired based on the proportions of tendered shares (percentages of tendered shares) rather than

based on the proportions of the tendering shareholders' shareholdings in the Company (shareholding percentages). Tender rights, if any, may also be partially excluded such that priority is given to smaller lots of up to 100 shares tendered per shareholder, and the number of shares may be rounded in accordance with commercial rounding principles in order to avoid fractions of shares.

- ii. If acquisition is made by means of a public request made to all shareholders to submit sales offers, the Company will stipulate a purchase price range per share within which sales offers may be submitted. The Company's Management Board will determine the further details of the public request made to all shareholders to submit sales offers.

The purchase price range may be adjusted if, during the submission period, the stock exchange price deviates significantly from the stock exchange price prevailing at the time of publication of the invitation to submit sales offers. The purchase price per share (excluding ancillary acquisition costs) that is to be paid by the Company and that the Company calculates on the basis of the received sales offers must not be more than 10 % above or below the arithmetic mean of the closing auction prices of the Company's no-par value shares in the Frankfurt Stock Exchange's Xetra trading system (or an equivalent successor system) over the last three (3) stock exchange trading days before the cutoff date described below. The cutoff date is the date on which the Company's Management Board makes its final and formal decision on the publication of the invitation to submit sales offers or the adjustment thereof.

The volume of offers to be accepted may be limited. If, due to the limited volume, not all of several equal sales offers can be accepted, tender rights, if any, may be partially excluded so that shares may be acquired based on the percentages of tendered shares rather than based on the shareholding percentages. Tender rights, if any, may also be partially excluded such that priority is given to smaller lots of up to 100 shares tendered per shareholder, and the number of shares may be rounded in accordance with commercial rounding principles in order to avoid fractions of shares.

- iii. If shares are acquired via the tender rights granted to the shareholders, these rights may be allocated per Company share. A certain number of tender rights determined based on the ratio of the Company's capital stock to the volume of shares to be bought back by the Company will entitle a tendering shareholder to sell one Company share to the Company. Tender rights may also be allocated in such a way that one tender right is allocated for a certain number of shares determined based on the ratio of the capital stock to the buyback volume. Fractions of tender rights will not be allocated; in such an event, partial tender rights are excluded. The price or the limits of the offered purchase price range (in each case excluding ancillary acquisition costs) at which a share may be sold to the Company when a tender right is exercised will be determined in accordance with the provisions on the public invitation to submit a purchase offer, with the relevant cutoff date being the date of publication of the buyback offer with the granting of tender rights, and adjusted if necessary, with the relevant cutoff date then being the date of publication of the adjustment. The Company's Management Board will determine, subject to the approval of the Supervisory Board, the further details of the tender rights, in particular their conditions, term and, where appropriate, tradability.

## **bb) Authorization to use treasury shares**

In the event that treasury shares are sold by means of an offer to all shareholders, the Management Board is authorized to grant, subject to the approval of the Supervisory Board, subscription rights for shares to the holders of bonds with warrants and/or convertible bonds issued by the Company or any subordinated Group company in the amount to which they would be entitled after exercising their warrant or conversion rights or fulfilling their conversion obligations. The shareholders' subscription rights are excluded in this context.

In addition, the Management Board is authorized to sell, subject to the approval of the Supervisory Board, treasury shares in a manner other than via the stock exchange or by means of an offer to all shareholders if the shares are sold for cash at a price that is not substantially below the stock exchange price of the Company's shares at the time of sale. The shareholders' subscription rights are excluded in this context. However, this authorization is subject to the condition that the shares sold with subscription rights excluded pursuant to Article 5 of the SE Regulation in conjunction with Sec. 186 (3) sentence 4 AktG must not exceed in aggregate 10% of the capital stock either at the time the authorization becomes effective or – if this amount is lower – at the time the authorization is exercised. This limit of 10% of the capital stock includes those 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. This limit of 10% of the capital stock also includes those shares that are issued or are to be issued in order to service warrant and/or conversion rights and/or conversion obligations provided that the bonds were issued during the term of this authorization in analogous application of Article 5 of the SE Regulation in conjunction with Sec. 186 (3) sentence 4 AktG with subscription rights excluded.

In addition to a sale via the stock exchange or a use in another manner that complies with the principle of equal treatment of all shareholders, the Management Board is also authorized to use, subject to the approval of the Supervisory Board, treasury shares for the following purposes:

- As (partial) consideration in connection with the acquisition of companies or interests in companies or parts of companies or in connection with business combinations.
- In order to float shares of the Company on foreign stock exchanges on which they were previously not admitted to trading. The price at which these shares are floated on foreign stock exchanges (excluding ancillary acquisition costs) must not be more than 5% below the arithmetic mean of the closing auction prices of the Company's no-par value shares in the Frankfurt Stock Exchange's Xetra trading system (or an equivalent successor system) over the last three stock exchange trading days before the day of their flotation on the foreign stock exchange.
- In order to grant shares of the Company to current and former members of the Management Board and employees of the Company as well as to current and former members of the management boards or, as the case may be, boards of directors and employees of affiliates of the Company within the meaning of Sec. 15 et seqq. AktG in fulfillment of entitlements under share participation programs. To the extent members of the Company's Management Board are to be granted shares, the Company's Supervisory Board decides thereon.

Shareholders' statutory subscription rights with regard to these treasury shares will be excluded in accordance with Article 5 of the SE Regulation in conjunction with Sec. 71 (1) no. 8 and Sec. 186 (3) and (4) AktG to the extent that these shares are used pursuant to the above authorizations. Furthermore, the Management Board is authorized to exclude, subject to the approval of the Supervisory Board, shareholders' subscription rights for fractional shares if treasury shares are sold by means of an offer to all shareholders.

The 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 the resolution to use treasury shares is adopted. This maximum amount of 20 % of the capital stock includes the proportionate amount 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. This limit of 20 % of the capital stock also includes those shares that are issued or are to be issued in order to service warrant and/or conversion rights and/or conversion obligations provided that the bonds were issued during the term of this authorization in analogous application of Article 5 of the SE Regulation in conjunction with Sec. 186 (3) sentence 4 AktG with subscription rights excluded.

In addition, the Management Board is authorized to redeem, subject to the approval of the Supervisory Board, treasury shares without any further resolution of the General Meeting being required either for the redemption or the implementation thereof. The redemption may also be implemented in accordance with Article 5 of the SE Regulation in conjunction with Sec. 237 (3) no. 3 AktG without a capital reduction and in such a manner that, as a result of the redemption, the proportionate amount of the Company's remaining no-par value shares in the capital stock is increased in accordance with Article 5 of the SE Regulation in conjunction with Sec. 8 (3) AktG. In accordance with Article 5 of the SE Regulation in conjunction with Sec. 237 (3) no. 3 2nd half-sentence AktG, the Management Board is authorized to amend the number of shares specified in the Articles of Association accordingly. The redemption may also be implemented in combination with a capital reduction, in which case the Management Board is authorized to reduce the capital stock by the proportionate amount of the capital stock attributable to the redeemed shares. The Supervisory Board is authorized to amend the number of shares and the capital stock amount specified in the Articles of Association.

The foregoing authorizations are in effect starting September 1, 2026, and may be exercised once or several times, in whole or in part, individually or collectively. They also cover the use of treasury shares that have been acquired on the basis of previous authorizations to acquire treasury shares and treasury shares that have been acquired in accordance with Article 5 of the SE Regulation in conjunction with Sec. 71d sentence 5 AktG or (i) by any company controlled or majority-owned by the Company or (ii) by third parties for the account of the Company or of any company controlled or majority-owned by the Company.

### **cc) Authorization to amend the Articles of Association**

In accordance with § 12 of the Articles of Association, the Supervisory Board is authorized to amend the wording of the Articles of Association accordingly in the event of a capital reduction.

**b) Report of the Management Board on the exclusion of shareholders' tender rights, if any, in the event of an acquisition of treasury shares and on the exclusion of subscription rights in the event of a use of treasury shares pursuant to Article 5 of the SE Regulation in conjunction with Sec. 71 (1) no. 8 and Sec. 186 (4) sentence 2 AktG (agenda item 8)**

In accordance with Article 5 of the SE Regulation in conjunction with Sec. 71 (1) no. 8 and Sec. 186 (4) sentence 2 AktG, the Management Board issued a written report on the reasons for the authorizations proposed in agenda item 8 to exclude shareholders' tender rights, if any, when acquiring treasury shares and to exclude subscription rights when using treasury shares. The report will be available on the internet at <https://www.ionos-group.com/investor-relations/agm/2026.html> from the day on which the Annual General Meeting is convened. It will also be available there during the Annual General Meeting.

# 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 total number of voting rights includes the 3,153,361 treasury shares held at the time of the convening of the Annual General Meeting, from which the Company does not derive any rights.

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 to 4 as well as on agenda items 6 to 8 are binding decisions; the vote to be taken on agenda item 5 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 (CEST) of May 12, 2026, 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.

The registration can be done via the shareholders' portal, which can be accessed via the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>, 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 received via any of the following channels (mailing address, email address).

IONOS Group SE,  
c/o Computershare Operations Center,  
80249 Munich,  
[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

A form that can be used to register for the Annual General Meeting is available on the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>.

Pursuant to Sec. 67c AktG, registrations may be submitted to the Company via intermediaries using any of the addresses indicated above or via the SWIFT address indicated below by no later than 24:00 (CEST) of May 12, 2026 (date of receipt decisive). Shareholders wishing to use this option are requested to contact their respective last intermediaries, e.g., their custodian bank.

SWIFT: CMDHDEMMXXX;  
instructions in accordance with ISO 20022 authorization via SWIFT Relationship  
Management Application (RMA) required

For further details on the registration process, please see the instructions in the invitation email or letter. Alternatively, this information is also provided on the internet at <https://www.ionos-group.com/investor-relations/agm/2026.html>.

Together with the registration, shareholders can request an admission ticket for the Annual General Meeting. Shareholders who register via the shareholders' portal, which can be accessed via the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>, 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 (CEST) of May 13, 2026, to the day of the Annual General Meeting (inclusive). The technical record date is thus 24:00 (CEST) of May 12, 2026.

### **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 of the German Civil Code (Bürgerliches Gesetzbuch)), or are to be done via the shareholders' portal, which can be accessed via the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>, if proxy authorization is not granted pursuant to Sec. 135 AktG. They can be submitted to the Company via the shareholders' portal, which can be accessed via the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>, 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 Munich,  
[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Pursuant to Sec. 67c AktG, the granting and revoking of a proxy authorization can be transmitted to the Company via intermediaries using any of the addresses indicated above or via the SWIFT address indicated below. Shareholders wishing to use this option are requested to contact their respective last intermediaries, e.g., their custodian bank.

SWIFT: CMDHDEMXXX;  
instructions in accordance with ISO 20022 authorization via SWIFT Relationship  
Management Application (RMA) required

Together with their admission ticket, the shareholders will receive a proxy form that can be used for granting proxy authorization. This proxy form can also be sent to shareholders on request and is also available on the internet at <https://www.ionos-group.com/investor-relations/agm/2026.html>. 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 (CEST) of May 18, 2026. 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, which can be accessed via the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>, until 18:00 (CEST) of May 18, 2026,
- at the mailing address for registering provided above in section I.2 until 18:00 (CEST) of May 18, 2026, 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 <https://www.ionos-group.com/investor-relations/agm/2026.html> or
- via intermediaries using any of the addresses indicated above or via the SWIFT address indicated below. Shareholders wishing to use this option are requested to contact their respective last intermediaries, e.g., their custodian bank.

SWIFT: CMDHDEMMXXX;  
instructions in accordance with ISO 20022 authorization via SWIFT Relationship  
Management Application (RMA) required

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 <https://www.ionos-group.com/investor-relations/agm/2026.html>.

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 via any of the following channels.

Absentee voting by mail can be done using the form that the shareholders will receive together with their admission ticket. This absentee voting form will also be sent to shareholders at any time on request and is also available on the internet at <https://www.ionos-group.com/investor-relations/agm/2026.html>. 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 Munich

Votes are cast via the shareholders' portal, which can be accessed via the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>, according to the procedure specified by the Company.

Pursuant to Sec. 67c AktG, votes cast by absentee ballot and any changes thereto or withdrawals thereof can be transmitted to the Company via intermediaries using any of the addresses indicated above or via the SWIFT address indicated below. Shareholders wishing to use this option are requested to contact their respective last intermediaries, e.g., their custodian bank.

SWIFT: CMDHDEMMXXX;  
instructions in accordance with ISO 20022 authorization via SWIFT Relationship  
Management Application (RMA) required

Votes cast by absentee ballot transmitted via mail will be counted provided that they are received by 18:00 (CEST) of May 18, 2026, 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 (CEST) of May 18, 2026. Pursuant to Sec. 67c AktG, votes cast by absentee ballot and any changes thereto or withdrawals thereof can be transmitted via intermediaries until 18:00 (CEST) of May 18, 2026.

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, (3) via intermediaries pursuant to Sec. 67c AktG.

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 <https://www.ionos-group.com/investor-relations/agm/2026.html>.

## II. Rights of the shareholders

(Disclosures pursuant to Article 56 of the EU SE Regulation, Sec. 50 (2) of the German SE Implementation Act (SE-Ausführungsgesetz, “SE-AG”), and Sec. 122 (2), Sec. 126 (1), Sec. 127 and Sec. 131 (1) AktG)

### 1. Amendments to the agenda (Sec. 122 (2) AktG, Article 56 of the SE Regulation, Sec. 50 (2) SE-AG)

Motions to add items to the agenda pursuant to Sec. 122 (2) AktG, Article 56 of the SE Regulation, and Sec. 50 (2) SE-AG must be received by the Company in writing or in electronic form in accordance with Sec. 126a of the German Civil Code (Bürgerliches Gesetzbuch) (i.e., including the name and a qualified electronic signature) at the address given below by 24:00 (CEST) of April 18, 2026:

IONOS Group SE  
Investor Relations  
Elgendorfer Straße 57  
56410 Montabaur  
[investor-relations@ionos-group.com](mailto:investor-relations@ionos-group.com)  
(including the name and a qualified electronic signature)

Amendments to the agenda that are to be published will be published – including the name of the shareholder – in the German Federal Gazette (Bundesanzeiger) without undue delay after receipt of the motion unless they have already been published together with the invitation. They will also be published on the internet at <https://www.ionos-group.com/investor-relations/agm/2026.html> and communicated to the shareholders.

Further details on motions to add items to the agenda pursuant to Sec. 122 (2) AktG, Article 56 of the SE Regulation, Sec. 50 (2) SE-AG, and the relevant preconditions are provided on the Company’s website at <https://www.ionos-group.com/investor-relations/agm/2026.html>.

## 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 (CEST) of May 4, 2026, will be made available to shareholders without undue delay on the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>:

IONOS Group SE  
Investor Relations  
Elgendorfer Straße 57  
56410 Montabaur  
[investor-relations@ionos-group.com](mailto: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 <https://www.ionos-group.com/investor-relations/agm/2026.html>.

## 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 (CEST) of May 4, 2026, will be made available to shareholders without undue delay on the Company's website at <https://www.ionos-group.com/investor-relations/agm/2026.html>.

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 <https://www.ionos-group.com/investor-relations/agm/2026.html>.

## 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 19, 2026, 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 Sec. 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 <https://www.ionos-group.com/investor-relations/agm/2026.html>.

## 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 <https://www.ionos-group.com/investor-relations/agm/2026.html>.

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 <https://www.ionos-group.com/data-privacy-shareholders.html>.

Montabaur, April 2026

IONOS Group SE  
The Management Board (Vorstand)

## Imprint

IONOS Group SE  
Elgendorfer Straße 57  
56410 Montabaur

### **Management Board**

Achim Weiß, Patrik Heider, Dr. Jens-Christian Reich

### **Chairman of the Supervisory Board**

Ralph Dommermuth

### **Commercial register**

Montabaur, HRB 25386

[www.ionos-group.com](http://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 English-speaking 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.