

---

**Report of the Supervisory Board Pursuant to  
Section 171, para. 2, of the German Stock  
Corporation Act**

**for the 2022 Fiscal Year**

of IONOS Group SE with its Registered Office in Montabaur

Throughout the fiscal year, the Supervisory Board performed the duties assigned to it by law, the Articles of Incorporation, and its Rules of Procedure. The Supervisory Board oversaw and advised the Management Board on managing the company. The Supervisory Board was at all times certain that the Management Board performed its work lawfully, purposefully, and properly. The Supervisory Board was directly involved in decisions of fundamental importance to the company.

During the reporting period, the Management Board kept the Supervisory Board informed of the status of the company and any significant business transactions by providing regular, prompt, and comprehensive updates, both verbally and in writing, in accordance with Section 90 of the *Aktiengesetz* (AktG – German Stock Corporation Act). In particular, the exchange of information primarily dealt with the current status of preparations and further planning for an initial public offering. The Supervisory Board reviewed the reports by the Management Board during Supervisory Board meetings, requesting additional information and discussing them with the Management Board when necessary. Between scheduled meetings, the Supervisory Board also maintained ongoing discussion of developments within the company with the Management Board. Furthermore, the Chairman of the Supervisory Board regularly talked to the Management Board about current issues and problems in person and over the telephone. In separate strategy meetings, the Chairman of the Supervisory Board discussed the company's future direction with the Management Board.

In the 2022 fiscal year, two Supervisory Board meetings were held, one on August 31 and the other on December 12. The members of the Supervisory Board were fully present at each meeting. The meetings were conducted either by telephone or as video conferences. In addition to its meetings, the board adopted other resolutions on current issues by circulating proposals in writing. The resolutions were adopted by means of this written circulation procedure at the request of the Supervisory Board Chairman with votes being taken via e-mail in accordance with the company's former Articles of Incorporation. No objections were raised against the form for adopting those resolutions. The Supervisory Board reviewed significant business transactions and discussed developments at the company with the Management Board in its meetings. Furthermore, it made decisions about transactions requiring its consent under the Rules of Procedure and provisions of the Articles of Incorporation.

During its meetings and in the respective resolutions, the members discussed the following major topics:

- Report of the Management Board on the annual financial statements, consolidated financial statement, and group management report for 2021
- Report by accounting firm Ernst & Young GmbH on the results of its audit of the consolidated financial statements and group management report for 2021, which was issued with an unqualified auditor's opinion.
- Report of the Supervisory Board on the 2021 fiscal year to the Annual General Meeting pursuant to Section 171, para. 2, of the AktG
- Approval of the annual financial statements and group financial statement as well

- as the group management report for 2021
- Reporting on the 2022 fiscal year and budget for 2023
- Approval of the agenda of the ordinary Annual General Meeting, including proposed resolutions on appropriation of retained profit, approval of the actions of the Management Board and Supervisory Board, selection of the financial statement auditor, and re-election of the Supervisory Board
- Approval of the agenda and proposed resolutions for the extraordinary Annual General Meeting concerning the utilization of exemptions under Section 264, para. 3, of the *Handelsgesetzbuch* (HGB – German Commercial Code), consent to conclusion of a control agreement with IONOS Group SE (formerly, IONOS TopCo SE) as the controlling company and IONOS Holding SE as the dependent company, renaming of the company, changing the purpose of the company, and the decision to appoint an auditor for the individual company's annual financial statements for the 2022 fiscal year and an auditor for the balance sheet following the capital increase on September 30, 2022
- Authorization of the Chairman to hire an auditor in accordance with the resolutions adopted at the Annual General Meeting
- Exercising the voting rights during the ordinary and extraordinary Annual General Meetings of IONOS Holding SE
- Personnel matters of the company and its subsidiaries
- Budgeting and capital expenditure planning for the 2022 fiscal year
- Hiring service providers to help the company prepare for and ensure its readiness for the IPO
- Conclusion of a control agreement between IONOS Group SE and IONOS Holding SE

In the 2022 fiscal year, there were changes in the composition of the Management Board. Effective as of November 1, 2022, Ms. Britta Schmidt was appointed as an ordinary member of the company's Management Board along with Mr. Weiss and Mr. Dogan. Mr. Hüseyin Dogan stepped down from his position on the company's Management Board as of December 15, 2022.

In the 2022 fiscal year, the individuals named below were members of the Supervisory Board:

- Max Fowinkel  
(Supervisory Board Chairman)
- Issam Abedin  
(Deputy Chairman of the Supervisory Board)
- Lysander Amann
- Markus Kadelke
- Markus Langer
- Lutz Laffers

The Supervisory Board consisted of six members in agreement with Article 8.1 of the company's former Articles of Incorporation. No committees were formed for the 2022 fiscal year.

---

Since the extraordinary Annual General Meeting on January 26, 2023, the Supervisory Board has had the following members:

- Ralph Dommermuth  
(Supervisory Board Chairman)
- René Obermann  
(Deputy Chairman of the Supervisory Board)
- Kurt Dobitsch
- Martin Mildner
- Dr. Claudia Borgas-Herold
- Vanessa Stützele

In agreement with Article 9.1 of the revised Articles of Incorporation, the Supervisory Board continues to have six members. During the inaugural meeting of the Supervisory Board following the extraordinary Annual General Meeting, Ralph Dommermuth was elected as Supervisory Board Chairman, and René Obermann as Deputy Chairman of the Supervisory Board.

Furthermore, an Audit and Risk Committee was formed during that meeting. Kurt Dobitsch, Martin Mildner, and Dr. Claudia Borgas-Herold were chosen as members, and Kurt Dobitsch as the chairman of the Audit and Risk Committee.

On November 24, 2022, the Annual General Meeting of IONOS Group SE on August 31, 2022 chose PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, based in Frankfurt am Main, as the auditor for its consolidated financial statements and as the auditor for the company's individual financial statements for the 2022 fiscal year. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft audited the accounting records, annual financial statement, management report, consolidated financial statements prepared according to IFRS, and the group management report for IONOS Group SE. In particular, the auditor addressed the key audit matters: revenue generation, fraud management, override of controls, impairment of company assets, stock-based compensation, lease accounting in accordance with IFRS 16, incorporation of IT environment and business processes. The audit of the annual financial statements also analyzed the company's risk management system. The auditors found no major vulnerabilities in the internal control system, risk management system, or accounting procedures. In each case, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft issued an unqualified auditor's opinion.

The annual financial statements, management report, consolidated financial statements, and group management report as of December 31, 2022, the report on the relations with affiliated companies (dependency report) for the 2022 fiscal year, and the audit reports issued by the auditor were all made available to the members of the Supervisory Board on time. The auditor took part in the in-person financial statements meeting of the Supervisory Board held on March 29, 2023. There, he reported on his audits and key findings, explained his audit report, and answered questions from the members of the Supervisory Board. The audit of the Supervisory Board itself also gave him no cause for complaint. Based on the results of its own audit, the Supervisory Board concurs with the results of the review conducted by the official auditor. A look at the key financial indicators for 2023,

the Supervisory Board's report to the Annual General Meeting, and the invitation to the Annual General Meeting were also on the agenda of the financial statements meeting.

Following an internal review, the Supervisory Board has concluded that the annual financial statements, management report, consolidated financial statements, group management report, dependency report, and the auditor's reports give no cause for complaint. In its resolution of March 29, 2023, the Supervisory Board approved the company's annual financial statements and the consolidated financial statements prepared by the Management Board on March 29, 2023. The annual financial statements are thereby adopted.

The Supervisory Board wishes to thank the Management Board and all employees for their hard work and continued dedication.

Montabaur, March 29, 2023

Ralph Dommermuth  
Chairman of the Supervisory Board