

REPORT OF THE SUPERVISORY BOARD

The Supervisory Board of IONOS Group SE performed its duties in accordance with the law, the articles of association and the rules of procedure, regularly advised the Management Board on the management of the company and monitored its management activities. The Supervisory Board's advice to and supervision of the Management Board included, in particular, sustainability issues. The Supervisory Board was always able to satisfy itself of the legality, appropriateness and regularity of the Management Board's work and was directly involved in all decisions of fundamental importance to the company. The Management Board kept the Supervisory Board regularly, promptly and comprehensively informed, both orally and in writing, also between meetings, of all relevant issues relating to strategy and the associated opportunities and risks, corporate planning, the development and course of business, planned and ongoing investments, the Group's position including the risk situation and the risk management system, the internal control system and the compliance management system, which is geared to the Company's risk situation. The Executive Board agreed the company's strategic direction with the Supervisory Board. The Management Board provided the Supervisory Board with a comprehensive quarterly report on the course of business, including the development of sales and profitability, as well as on the company's situation and business policy. This also included information on any deviations in the course of business from the plan. The reports of the Management Board met the requirements of the law, good corporate governance and the Supervisory Board in terms of both content and scope. The reports were made available to all members of the Board.

The Supervisory Board reviewed the plausibility of the reports and other information provided by the Management Board, analyzed them in detail and critically assessed and questioned them. The Supervisory Board gave its approval to individual transactions where required by law, the Articles of Association or the Rules of Procedure of the Management Board.

The Supervisory Board and its Audit and Risk Committee received regular reports from the Management Board on the Group-wide internal control system, the risk management system, including sustainability objectives, the internal audit system and the compliance management system. Based on its reviews, the Supervisory Board concluded that the internal control system, the risk management system, the internal audit system and the compliance management system are appropriate and effective.

The members of the Board are responsible for attending the training and development programs required for their duties. The company shall provide appropriate support to the members of the Supervisory Board during their induction, training and development. In particular, an individual introduction to the activities of the Supervisory Board of IONOS Group SE is provided upon taking office. All necessary documents will be made available, practical and legal principles will be explained and specific issues relating to stock corporation law will be highlighted. In addition, training courses and workshops were held for the members of the Supervisory Board on particularly relevant topics such as certain aspects of sustainability and the German Corporate Governance Code.

Personnel changes within the Management Board and Supervisory Board

The Supervisory Board has appointed Dr Jens-Christian Reich to the Management Board of IONOS Group SE as Chief Commercial Officer and Deputy Chairman with effect from 1 July 2023. In this newly created position, Mr. Reich is responsible for and coordinate the company's marketing and sales activities.

The Management Board consists of Achim Weiß, Dr Jens-Christian Reich and Britta Schmidt.

- The Supervisory Board of IONOS Group SE consisted of the following six members as of 31 December 2022: Max Fowinkel (Chairman of the Supervisory Board)
- Issam Abedin (Deputy Chairman)
- Markus Langer
- Markus Kadelke
- Lutz Laffers
- Lysander Ammann

The Supervisory Board was reconstituted prior to the IPO. Since 26 January 2023, it has consisted of the following six members

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

In accordance with section 96 (1) and section 101 (1) AktG and section 10 (1) of the Articles of Association, the Supervisory Board has six members, whose competence profile corresponds to the previous and current objectives; in particular, at least two independent members, Kurt Dobitsch and Martin Mildner, are represented on the Supervisory Board. The proportion of women on the Board is 33.33%. In the year under review, Ralph Dommermuth has been Chairman of the Supervisory Board and René Obermann has been Deputy Chairman.

The company is of the opinion that none of the members of the Supervisory Board exercise directorships or similar positions or consultancies for major competitors of the company. There were no indications of conflicts of interest on the part of any member of the Supervisory Board or the Management Board in the past financial year.

Meetings and key topics

In addition to the regular statutory reporting, the following topics in particular were discussed and examined in detail during the year under review

- The preparation and execution of the IPO of IONOS Group SE
- The annual and consolidated financial statements as at 31 December 2022
- The company's revenue and profit planning for 2023
- The planning of the Group's investment projects for the financial year 2023
- The determination of the Management Board's target achievement for the 2022 financial year and the approval of the payment of variable
- The payment of variable remuneration components and the target agreement of the Management Board for the 2023 financial year
- Invitation, agenda and proposed resolutions for the 2023 Annual General Meeting
- Audit planning and the quarterly reports of Internal Audit
- Monitoring the effectiveness of the compliance system in place
- The quarterly risk management reports and the risk management strategy
- Monitoring the effectiveness of the internal control system in place
- The dependent company report 2022, review and approval of the dependent company report 2022
- The development of the company during the year

- The review of the independence of PricewaterhouseCoopers GmbH and the acting persons, also taking into account the additional services provided and the focal points of the audit.
- the establishment of an Audit and Risk Committee and the definition of its specific organisation and working methods
- Presentation of a remuneration system for the Management Board
- Presentation of a remuneration system for the Supervisory Board
- The appointment of Dr Jens-Christian Reich to the Management Board
- Meeting dates and financial calendar for the financial year 2023
- An overview of investor relations activities
- Conclusion of the syndicated financing for the partial refinancing of United Internet AG's shareholder loan
- Approval of the planning for the financial year 2024
- Key corporate governance issues
- Submission of the Declaration of Conformity with the German Corporate Governance Code of 19 December 2023

Four ordinary Supervisory Board meetings were held in the financial year 2023, at which the Management Board informed the Supervisory Board in detail about the economic situation, the development of the Company and the Group, as well as about significant business transactions and other matters of the Management Board. The Board has decided that some of its meetings should be held without the presence of the Executive Board.

Three out of four meetings of the full Board were held in person and one in hybrid form. Dr Borgas-Herold and Mrs. Vanessa Stütze participated virtually in the third ordinary meeting. Mr. Martin Mildner was unable to attend the third ordinary meeting.

Mrs. Vanessa Stütze was unable to attend the last ordinary meeting of the Supervisory Board in person. She was able to participate by delegating her vote to another member of the Board, in this case Mr. Domermuth.

In addition to the regular meetings, three extraordinary meetings were held to discuss and decide on matters that could not wait until the next regular meeting. The meetings were held virtually.

In some cases, resolutions of the Supervisory Board were also passed by written circulation or by videoconference on the basis of written draft resolutions submitted by the Management Board.

Tasks of the Audit and Risk Committee

In addition to the new composition of the Supervisory Board at the Extraordinary General Meeting on 26 January 2023, an Audit and Risk Committee was established. At the constituent meeting of the Supervisory Board, Mr Kurt Dobitsch, Mr Martin Mildner and Mrs. Claudia Borgas-Herold were appointed members of the Audit and Risk Committee and Mr Dobitsch was appointed Chairman of the Audit and Risk Committee.

The Audit and Risk Committee assists the Supervisory Board in monitoring the accounting and the integrity of the accounting process, as well as the effectiveness and functionality of the internal control system, the risk management system, the compliance management system and the internal audit system. It also assists the Supervisory Board in monitoring the audit of the financial statements, the services provided by the auditors, the audit fees and the additional services provided by the auditors.

The Audit and Risk Committee deals intensively with the annual and consolidated financial statements, the annual report and the consolidated annual report.

The committee is responsible for the tendering process for the audit of the annual accounts, in particular compliance with the formal requirements, evaluation of the bids and participation in the presentation of the bidders, as well as the preparation of a proposal to the Supervisory Board.

The Audit and Risk Committee discusses with the Management Board and the external auditors the assessment of audit risk, audit strategy, audit planning, audit procedures, audit priorities and audit methodology, audit findings and audit reports, including with regard to the internal control system and the risk management system in relation to the financial reporting process, and makes recommendations to the Supervisory Board. The Audit and Risk Committee regularly consults with the auditor, even without the presence of the Executive Committee. It makes an annual assessment of the quality of the audit. It discusses the quarterly and half-year financial reports with the Management Board prior to their publication.

The Audit and Risk Committee also deals intensively with the Group-wide internal control system, risk management, the internal audit system and the compliance management system, and in particular reviews the adequacy and effectiveness of these systems.

The Audit and Risk Committee also prepares the negotiations and resolutions of the Supervisory Board with regard to the proposal of the Supervisory Board to the Annual General Meeting on the election of the auditor and decisions on corporate governance issues, and decides on the approval of material transactions with related parties pursuant to section 111b (1) of the German Stock Corporation Act (AktG) (related party transactions).

In the year under review, the Audit and Risk Committee dealt in particular with the following topics

- Risk management reporting
- Reporting on compliance management
- Development of the project to improve the internal control system
- Internal audit reports,
- Assessment of audit quality,
- Discussion of the focus areas of the audit and definition of the Key Audit Matters,
- Notifications of publications and
- Stock corporation and capital market law for the members of the Supervisory Board in the form of a workshop with external support.

The Chairman of the Audit and Risk Committee reports regularly to the full Board on the activities of the Audit Committee. The Chairman of the Audit and Risk Committee informs the Chairman of the Supervisory Board without delay of all significant events and findings of the Audit and Risk Committee.

The Audit and Risk Committee held five ordinary meetings during the year. Some of the Audit and Risk Committee meetings were held by telephone or video conference.

In addition to these regular meetings, a number of meetings and workshops were held in which individual members of the Committee, together with Company employees, dealt with the topics assigned to them in order to be informed about the above-mentioned control systems and thereby derive measures for the continuous improvement of these control systems.

Corporate Governance

In accordance with section D.12 of the German Corporate Governance Code, the company shall provide the members of the Supervisory Board with appropriate support during their induction into office, as well as training and development measures.

In order to ensure a successful introduction, the new member of the Supervisory Board is provided with all the necessary documents in the form of an introductory, individually compiled information package. In addition, there is an introductory meeting on key processes and procedures, as well as individual meetings with the Chairman of the Board and the CFO in the form of coordination meetings.

Support with regard to training and development measures is provided and ensured in particular through the regular and/or event-driven dispatch of information material on current topics as well as external training events.

In accordance with recommendation D.13 of the GCGC, the Supervisory Board as a whole and the Audit and Risk Committee regularly assess how effectively they are fulfilling their responsibilities as a body. To this end, a self-assessment questionnaire is sent out approximately every two years. The results are analysed anonymously and then discussed at a plenary meeting. Any need for improvement is addressed.

The analyses are also used as a basis for the further development of the work of the committees.

The Board did not hold any discussions with investors during the year.

The Board of Directors and the Supervisory Board report on corporate governance in connection with the corporate governance statement in accordance with C.22 of the German Corporate Governance Code. The Board of Directors and the Supervisory Board last issued a joint declaration of conformity in accordance with section 161 of the German Stock Corporation Act on 19 December 2002, stating that the recommendations of the German Corporate Governance Code are largely complied with. The declarations, together with the explanations given, are permanently available to shareholders on the company's website. Please also refer to the information in the Corporate Governance Statement 2023.

Review and audit of the annual and consolidated financial statements for 2023

The annual financial statements and the consolidated financial statements for the year ended 31 December 2023, the management report for the Company and the Group (including the explanatory report on the information pursuant to Sections 289a (1) and 315 (2a) of the German Commercial Code) prepared by the Management Board and submitted in due time, including the assessment of the compliance of the accounting and the risk early warning system, were audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, which was appointed as auditor by the Annual General Meeting of 15 May 2023, and were each issued with an unqualified audit opinion.

The annual accounts, the consolidated financial statements, the management reports for the company and the Group and the corresponding audit reports of the auditor were submitted to all members of the Supervisory Board. In addition to the focus areas of the audit of fraud management and override of controls, share-based remuneration and leases in accordance with IFRS 16 the Key Audit Matters (KAM), that were defined when the auditor was engaged, included the following: revenue recognition, goodwill impairment testing and recognition and measurement of financial assets (financial statements of the parent company).

The financial statements were finally reviewed and discussed at a meeting of the Supervisory Board held on 20 March 2024 in the presence of the auditors. The auditor reported on and explained the main results of his audit and answered the questions of the members of the Supervisory Board in detail. The discussion focused in particular on the results of the audit with regard to the defined key audit areas and the accounting processes. The internal control system, the risk report and the risk management system were discussed in detail with the auditors at the Supervisory Board meeting on 20 March 2024. With regard to the existing early risk detection system, the auditors found that the Management Board had taken the measures required by section 91(2) of the German Stock Corporation Act, in particular to establish a monitoring system, in an appropriate manner and that the monitoring system is suitable for the early detection of developments that could jeopardise the continued existence of the company. Following its own

examination, the Supervisory Board concurred with the results of the auditor's audit and raised no objections based on the final results of its own examination. At its meeting on 20 March 2024, the Supervisory Board approved the Annual Financial Statements and the Consolidated Financial Statements for fiscal year 2023. The Annual Financial Statements have thus been adopted in accordance with section 172 of the German Stock Corporation Act. At its meeting on 20 March 2024, the Supervisory Board also approved the Remuneration Report adopted by the Management Board.

Review of the Management Board's report on relationships with affiliated companies

The Management Board submitted its report on relationships with affiliated companies (Dependent Company Report) to the Supervisory Board in good time.

The report prepared by the Management Board about relations with affiliated companies was audited by the auditors. The auditor issued the following opinion

“On the basis of our statutory examination and evaluation, we can confirm that

1. the details made in the report are accurate,
2. the Company was compensated adequately for each transaction mentioned in the report,
3. in the case of those measures mentioned in the report, there is no evidence to suggest a significantly different assessment to that provided by the Management Board.”

The auditors presented their report to the Supervisory Board. The Supervisory Board has reviewed the Management Board's Dependent Company Report and the auditor's report. The final review by the Supervisory Board took place at the Supervisory Board meeting on 20 March 2024. The auditors attended the meeting and reported on their audit of the Dependent Company Report and their main audit findings, explained their audit report and answered the questions of the members of the Supervisory Board. On the basis of our final examination, the Supervisory Board approves the Management Board's dependent company report and the audit report and has no objections to the Management Board's declaration at the end of the report on relationships with affiliated companies.

The Supervisory Board would like to thank the members of the Management Board and all employees for their continued successful commitment to IONOS Group SE in the past financial year. We would also like to thank our customers and shareholders for the trust they have placed in the company.

Montabaur, 20 March 2024

On behalf of the Supervisory Board

Ralph Dommermuth

Members of the Supervisory Board as of 31 December 2023 (all since 26 January 2023)

- Ralph Dommermuth (Chairman of the Supervisory Board), Montabaur,

- Chief Executive Officer of United Internet AG
- René Obermann (Deputy Chairman of the Supervisory Board), Berlin
- Managing Director of Warburg Pincus Deutschland GmbH
- Martin Mildner, Hamburg
- Chief Financial Officer of ProSiebenSat.1 Media SE
- Dr. Claudia Borgas-Herold, Kilchberg, Switzerland
- Managing Director of borgas advisory GmbH
- Vanessa Stütze, Düsseldorf
- Chief Executive Officer of Luqom GmbH
- Kurt Dobitsch, Markt Schwaben
- Chairman of the Supervisory Board of 1&1 AG