



## Invitation to the 2024 Annual General Meeting

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

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

## A Specification of the message

- 1 Unique identifier of the event:  
2024 annual general meeting of IONOS Group SE  
(Formal specification pursuant to the EU IR: 36940062f297ee11b52d00505696f23c)
- 2 Type of message:  
convocation of the general meeting  
(Formal specification pursuant to the EU IR: NEWM)

## B Specification of the issuer

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

## C Specification of the meeting

- 1 Date of the General Meeting: May 15, 2024  
(Formal specification pursuant to the EU IR: 20240515)
- 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 8, 2024, 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 9 to May 15, 2024, (both dates included in this period) will not be processed and considered with effect until after the general meeting on May 15, 2024 (a so-called registration stop). The technical record date for the purposes of exercising the rights to participate and vote in the general meeting is therefore May 8, 2024, 24:00 (CEST).  
(Formal specification pursuant to the EU IR: 20240508)
- 6 Website to the General Meeting/URL:  
<https://www.ionos-group.com/investor-relations/agm/2024.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, 2023, (including the explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch)) and the report of the Supervisory Board for the 2023 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 2024 fiscal year and, in the event of an audit review, the auditor for the interim financial reports of the 2024 fiscal year and the first quarter of the 2025 fiscal year
- ITEM 5** Resolution on the approval of the remuneration report for the 2023 fiscal year prepared and audited in accordance with Sec. 162 AktG

# Invitation to the 2024 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

**Wednesday, May 15, 2024,**  
**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, 2023, (including the explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch)) and the report of the Supervisory Board for the 2023 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/2024.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**

In the extraordinary General Meeting before the initial public offering on January 26, 2023, the Management Board members' actions as members of the Company's Management Board in the period lasting until January 26, 2023, were ratified.

The Management Board and the Supervisory Board propose that the actions of the Management Board members who were in office in the 2023 fiscal year be ratified for the period lasting from January 26, 2023, until the end of the 2023 fiscal year.

## **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 2023 fiscal year starting January 26, 2023, be ratified for the period lasting from January 26, 2023, until the end of the 2023 fiscal year. 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 2024 fiscal year and, in the event of an audit review, the auditor for the interim financial reports of the 2024 fiscal year and the first quarter of the 2025 fiscal year**

The Supervisory Board, based on the recommendation expressed by its Audit Committee – proposes to the General Meeting that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, with registered office in Frankfurt am Main, be appointed as external auditors of the annual financial statements and the consolidated financial statements for the 2024 fiscal year as well as

for the audit reviews – insofar as such reviews are conducted – of the interim financial reports for the 2024 fiscal year and for the first quarter of the 2025 fiscal year.

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

## **5. Resolution on the approval of the remuneration report for the 2023 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 2023 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 Supervisory Board and the Management Board propose to approve the remuneration report for the 2023 fiscal year prepared and audited in accordance with Sec. 162 AktG.

The remuneration report, including the external auditors' report, is set out immediately below agenda item 5 under the heading "Information with regard to agenda item 5 on the remuneration report pursuant to Sec. 162 AktG" and 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/2024.html>. The remuneration report will also be available there for inspection during the Annual General Meeting.

Information with regard to agenda item 5 on the remuneration report pursuant to Sec. 162 AktG (agenda item 5)

# A. Remuneration report of IONOS Group SE pursuant to Sec. 162 AktG for the 2023 fiscal year

## Remuneration Report 2023

### 1. Remuneration of the members of the Management Board in the fiscal year 2023

The Management Board of IONOS Group SE consisted of the following members in the 2023 fiscal year.

#### Members of the Management Board as of 31 December 2023

- Achim Weiß, Chairman of the Management Board (CEO)
- Britta Schmidt, Chief Financial Officer (CFO)
- Dr. Jens-Christian Reich, Chief Commercial Officer (CCO), since 1 July 2023

The remuneration system for the Management Board of IONOS Group SE, approved by the Annual General Meeting on 15 May 2023 forms the basis for the conclusion of new Management Board service contracts. The service contracts already in place at that time with the members of the Management Board, Achim Weiß and Britta Schmidt, already met the requirements of the remuneration system.

As stipulated in the remuneration system of IONOS Group SE, members of the company's Management Board generally receive total remuneration consisting of a fixed, non-performance-related basic or fixed remuneration, fringe benefits and a variable, performance-related component. The variable component in turn consists of a short-term variable (STI) and a long-term variable (LTI) component.

The remuneration of the members of the company's Management Board promotes its business strategy in a number of ways:

- As part of the short-term variable remuneration, the Supervisory Board determines targets that, on the one hand, ensure economic success by achieving certain key performance indicators. Secondly, the Supervisory Board sets individual targets, which may also include specific strategic objectives. The inclusion of ESG targets is also intended to honor social success.
- Long-term variable remuneration is based on the share price and has a term of several

years to incentivize sustainable economic success. In addition, the interests of the company and its shareholders are linked to those of the Management Board in the long term. Each member of the Management Board thus participates in the sustainable success of the company, but must also shoulder negative economic developments together with the company. This bonus/malus system allows the members of the Management Board to act in an entrepreneurial manner with a long-term perspective in the interests of the company. An ESG penalty of up to 10% for failure to achieve certain ESG targets is also intended to sharpen the focus of the Management Board on these aspects.

## **1.1 Rollover of long-term remuneration already earned („IPO Awards Agreement“)**

A long-term incentive plan (LTIP hosting) was launched in the 2017 financial year, under which Management Incentive Plan (MIP) units (stock appreciation rights) were allocated to Management Board members and managers in subsequent years. The aim of the program is to align the interests of the members of the company management (Management Board and executives) and other key employees of the IONOS Group SE with the interests of the company in the long term in order to increase the equity value of the company.

Vesting takes place on a straight-line basis over a period of four years (starting from the date of issue) and on the condition that the employee in question has not resigned by the time an event defined in the LTIP agreement (trigger event) occurs. This relates to the complete sale of all shares in IONOS Group SE, held by Warburg Pincus. The partial sale of the shares by Warburg Pincus in 2021 did not constitute a complete trigger event. However, 25% of the claims from the LTIP hosting were already fixed at the fair value as of 30 April 2021. In the event of a trigger event, the MIP units represent a value claim in the amount of the difference between the individually determined exercise price and the fair value of IONOS Group SE. The exercise price is increased or reduced by equity contributions or repayments. Claims under the LTIP program can be settled in shares or cash.

The IPO did not involve a complete exit by Warburg Pincus, but only a partial sale. The initial listing of IONOS Group SE on 8 February 2023 therefore did not constitute a triggering event within the meaning of the LTIP hosting agreement. Accordingly, the IPO did not result in the claims of the individual participants falling due.

Against this background, all active employees of the LTIP program were offered an IPO rollover agreement (hereinafter „rollover“). As part of the rollover, active employees were able to convert their MIP units into subscription rights for shares in IONOS Group SE. The determination of the IPO award followed a two-step process based on the assumption of a complete divestment by Warburg Pincus. In the first step, the increase in value per participant was derived based on the terms of the LTIP hosting. An increase in value was determined for around 25% of the MIP units due to a share buyback in 2021 and a fair value of EUR 4.8 billion. For the remaining approx. 75% of the MIP units, the increase in value at the time of the IPO was considered relevant, whereby the IPO issue price of €18.50 per share was used to determine the increase in value. The total increase in value per participant was determined from these calculations.

In the second step, the increase in value achieved per participant was divided by the IPO issue price to determine the number of virtual shares in IONOS Group SE. Participants who did not realize an increase in value by the IPO did not receive any virtual shares. The number of IPO awards determined was then fixed and distributed across three tranches.



The IPO Awards are generally allocated in three equal tranches over a period of up to 24 months after the IPO:

- Tranche 1: on the day of the initial listing (8 February 2023)
- Tranche 2: 18 months after the initial listing (August 2024) and
- Tranche 3: 24 months after the initial listing (February 2025)

The IPO Awards Agreement contains provisions for the event of an early exit, in particular the pro rata allocation of LTIP shares from tranches 2 and 3, depending on the timing and circumstances of the exit. To this end, the IPO Awards Agreement defines three different cases of resignation: Termination of the employment contract by the company without good cause or for reasons for which the Management Board member is not responsible (e.g., end of the contract term, termination of the employment relationship by mutual agreement or reaching the age limit or retirement age) is considered an „Intermediate Leaver“. In this case, the unpaid LTIP shares are settled on a pro rata basis in accordance with the regular plan conditions. The calculation of the pro rata payment is based on the remaining period between the departure and the due date of the next installment, whereby the Supervisory Board can take into account the lower of the share price at the time of departure and the share price at the due date for the calculation.

In the event of termination of the employment contract by the company for good cause or termination of the employment contract by the Management Board member without good cause, the Management Board member in question is deemed to be a “bad leaver“. In this case, all unpaid LTIP shares are forfeited without compensation.

In the event of permanent disability or death, the respective Management Board member is considered a „good leaver“. In this case, the unpaid LTIP shares will be paid out immediately. The IPO Awards Agreement with Achim Weiß also contains a change-of-control provision, meaning that all outstanding LTIP shares are deemed to have been earned if the associated special right of termination is exercised. These IPO Awards Agreements are not part of the remuneration system and payments made to a Management Board member on the basis of the IPO Awards Agreements are therefore not taken into account when calculating the maximum remuneration.

Remuneration of the Management Board			
in €k	Number of virtual shares at IPO (8 February 2023)	Remuneration from IPO Awards Agreement in the financial year 2023 (tranche 1)	Outstanding virtual shares as at 31 December 2023
Achim Weiß	741,057	4,570	494,038
Britta Schmidt <sup>1</sup>	-	-	-

(1) For Mrs. Britta Schmidt, the exercise price was higher than the value of the company at the IPO, so that no allocation was made under the IPO Awards Agreement

## 1.2 Remuneration components

### 1.2.1 Fixed remuneration components

#### 1.2.1.1 Fixed annual salary

Achim Weiß receives a fixed salary, which is paid monthly in twelve equal installments. Mr. Weiß's fixed salary was adjusted as part of the IPO and amounts €600k per year (previously €350k per year).

Britta Schmidt receives a fixed salary, which is paid monthly in twelve equal installments. Mrs. Schmidt's fixed salary was adjusted as part of the IPO and amounts to €500k per year (previously €300k per year). In the previous year, she received €50k pro rata for the period from 1 November 2022 to 31 December 2022.

Dr. Jens-Christian Reich has received a fixed salary since 1 July 2023, which is paid monthly in twelve equal installments. Mr. Reich's fixed salary amounts to €600k per year. In the 2023 financial year, he received €300k pro rata for the period from 1 July 2023 to 31 December 2023.

#### 1.2.1.2 Fringe benefits

The fringe benefits generally consist of a company car appropriate to the position, the non-cash benefit of which is taxable. The standard IONOS insurance policies for D&O and criminal legal protection insurance are not part of the remuneration granted and owed and are therefore not recognized.

The performance-related variable remuneration components serve the purpose of promoting the short and long-term development of the company.

### 1.2.2 Variable remuneration

#### 1.2.2.1 Short-term Incentive (STI)

As part of the short-term variable remuneration, the Supervisory Board sets targets which, on the one hand, ensure economic success by achieving certain key figures. On the other hand, the remuneration system provides for the setting of personal performance targets. The inclusion of target criteria with environmental and social aspects is also intended to honor social success.

The amount of short-term variable remuneration depends on the achievement of certain targets set at the beginning of the financial year. A target figure (target amount) is set for the short-term variable remuneration, which is achieved if the agreed targets are fully met on average (= 100%). The targets and their weighting are determined by the Supervisory Board at the beginning of each financial year. The degree of target achievement can be between 90% and 150%. Below 90%, a target achievement level of zero applies. The Supervisory Board has not set any personal targets for the members of the Management Board for the 2023 financial year. The following STI targets were set for the Management Board for the 2023 financial year and achieved as follows:

Target achievement (STI)			
Share in STI	STI targets	Target achievement	Level of target achievement
40%	Revenue 2023: Target € 1,427.1 million	€ 1,442.0 million <sup>1</sup>	101.0%
40%	Adjusted EBITDA 2023: Target € 382.3 million	€ 395.4 million <sup>1</sup>	103.4%
10%	Net Promoter Score (NPS) 2023: Target 37.0	34.6 <sup>2</sup>	93.5%
10%	Power Usage Efficiency (PUE) 2023: Target 1.43	1.43	100.0%
100%	<b>Total target achievement 2023</b>		<b>101.1%</b>

(1) Adjusted for differences between budgeted and actual exchange rates and currency-related effects from the translation of foreign currencies into Euros as at the reporting date

(2) incl. strategic adjustment, as described in the text

The target achievement for the net promoter score for the financial year 2023 includes a strategic adjustment that was resolved by the Supervisory Board in accordance with the remuneration system, meaning that the value shown in the target achievement for the 2023 financial year differs from the value shown in the 2023 financial reporting.

Taking the weightings into account, the target achievement (STI) for the 2023 financial year is 101.1%.

Short-term Incentive (STI)			
in €k	Target amount	Total target achievement STI 2023	STI payout amount for financial year 2023
Achim Weiß	400	101.1%	404
Dr. Jens-Christian Reich (from July 2023)	200	101.1%	202
Britta Schmidt	250	101.1%	253

The total amount paid out under the STI for the financial year therefore totaled €859k.

### 1.2.2.2 Long-term incentive (LTI)

A stock appreciation rights („SAR“) program based on virtual share options was introduced within IONOS as a remuneration component with a long-term incentive effect. This was introduced as a consequence of the IPO. A SAR corresponds to a virtual subscription right to a share in the company, i.e., it does not represent a (genuine) option to acquire shares in the company. However, the company reserves the right to fulfill its obligation to pay out SARs in cash at its own discretion by transferring shares in IONOS Group SE to the participant.

The exercise hurdle for the program is generally at least 10% above the issue price. Increasing exercise hurdles of 10% after three years, 15% after four years and 20% after five years have been agreed for the members of the Management Board (in each case as an increase in value on the issue price).

The payment of the increase in value is limited to 150% of the calculated market price when the virtual options are granted (cap).

The LTI program contains a malus rule in relation to certain ESG targets, which can reduce the SAR entitlement by up to 10% in the event of non-fulfillment. These are determined jointly by the Supervisory Board and CEO each year for the three subsequent years and are standardized for the Management Board. As the SARs can be exercised for the first time after three years, the malus rule must be taken into account for the first time at this time.

The SARs can be exercised to a certain extent at specified times during the six-year term. Vesting takes place in three steps:

1. 1/3 of the SARs can be exercised for the first time after three years,
2. 1/3 of the SARs can be exercised for the first time after four years,
3. 1/3 of the SARs can be exercised for the first time after five years.

The exercise period for SARs ends after six years at the latest. At the end of the exercise period, all unexercised SARs expire without compensation.

The number of SARs awarded to each Management Board member (on average per year of the program term) is based on the total remuneration intended for the Management Board member, assuming that the internal forecasts for the development of the shares are achieved. Taking into account the requirements of the remuneration system, in particular the maximum remuneration, it is also possible to conclude a further SAR agreement during the term of the SAR agreement.

Mr. Achim Weiß received a total of 2,800,000 SARs in the 2023 financial year. The exercise price was €18.50 per option.

Mrs. Britta Schmidt received a total of 270,270 SARs in the 2023 financial year. The exercise price was €18.50 per option.

Dr. Jens-Christian Reich received a total of 762,000 SARs in the 2023 financial year. The exercise price was €13.13 per option.

No SARs were exercisable in the 2023 fiscal year.

Long-term variable remuneration (LTI)						
SAR Management Board	Number of SAR as of 01.01.2023	Issued in the financial year 2023	Exercise price	Exercised in the financial year 2023	Expired in the financial year 2023	Number of SAR as of 31.12.2023
Achim Weiß (CEO)	-	2,800,000	€ 18.50	-	-	2,800,000
Dr. Jens-Christian Reich (CCO) since July 2023	-	762,000	€ 13.13	-	-	762,000
Britta Schmidt (CFO)	-	270,270	€ 18.50	-	-	270,270

### 1.3 Relative share of individual remuneration components

The remuneration system provides a framework for the ratio of the individual remuneration components fixed remuneration, STI and LTI of the members of the Management Board shown under 1.3 to the individual target total remuneration.

The following framework applies to the ratio of the individual remuneration components fixed remuneration, STI and LTI to the individual target total remuneration in accordance with the remuneration system:

Relative share of remuneration components of the individual total remuneration	
Fixed salary:	25% to 45%
STI (target amount):	10% to 30%
LTI (target amount p.a.):	35% to 65%

The remuneration system therefore provides for the share of performance-related remuneration to exceed the share of non-performance-related remuneration. To calculate the respective shares, the remuneration components are annualized and set in relation to the individual target total remuneration.

For remuneration elements that are based on an LTI program, the period of full vesting (for clarification: in the current program for the Management Board, this is 5 years) must be taken into account when calculating the relative share of the program. Accordingly, the target amounts from the LTI program are distributed evenly over this period in the annual assessment of the relative share of the target amounts of the remuneration components. The target amount was determined by the Supervisory Board when the SARs were issued and results from the economic target value of the LTIP over the period of full vesting, assuming 100% target achievement, i.e., an increase in the share price of 100% in relation to the exercise price and without reducing the SAR entitlement due to the ESG penalty.

Mr. Reich's fixed annual salary (annualized) is slightly below the target corridor for the proportion of fixed remuneration specified by the remuneration system for the Management Board. Accordingly, the share of long-term variable remuneration is slightly above the target corridor.

The proportion of Mr. Weiß's short-term variable remuneration is slightly below the target corridor. The share of long-term variable remuneration is slightly above the target corridor.

Despite the above-mentioned deviations, the company currently sees no need for action, as Mr. Reich's remuneration is thus even more closely linked to the company's performance and Mr. Weiß's deviation from the target corridor within the variable remuneration is only marginal.

Share of individual remuneration components (absolute)				
in €k	Fixed salary (annualized)	STI (100% target achievement)	LTI (term attributable to the reporting period)	Share fix/var
Achim Weiß (CEO)	600	400	10,360	5% / 95%
Dr. Jens-Christian Reich (CCO)	600	400	2,001	20% / 80%
Britta Schmidt (CFO)	500	250	1,000	29% / 71%

Share of individual remuneration components (relative)				
Relative share of individual remuneration elements in total individual remuneration	Fixed salary (annualized)	STI (100% target achievement)	LTI (term attributable to the reporting period)	Share fix/var
Relative share of individual remuneration elements in total individual remuneration (calculated p.a.) in accordance with the remuneration system	25% to 45%	10% to 30%	35% to 65%	
Dr. Jens-Christian Reich (CCO)	20%	13%	67%	20% / 80%
Britta Schmidt (CFO)	29%	14%	57%	29% / 71%
Relative share of individual remuneration elements in the individual total remuneration in accordance with the special regulations for Achim Weiß	5% to 10%	5% to 10%	80% to 90%	
Achim Weiß (CEO)	5%	4%	91%	5% / 95%

## 1.4 Miscellaneous

Supervisory Board mandates at subsidiaries are not remunerated to the members of the Management Board.

Nor were any members of the Management Board promised or granted benefits by a third party with regards to their activities as a member of the Management Board in the financial year. No advances or loans were granted to members of the Management Board.

## 1.5 Share Ownership Guidelines

The remuneration system for the Management Board includes guidelines for the share ownership of Management Board members ("Share Ownership Guidelines"). The Chief Executive Officer is obliged to invest a total of 200% of his fixed annual salary in shares in the company over a period of four years. Each other member of the Management Board is obliged to invest a total of 100% of their respective fixed annual salary in shares of the company over the same period ("investment amount"). The four-year period is calculated either according to the date of the initial appointment or, in the case of a new version of the service contract, according to its date ("reference date").

The decisive factor for calculating fulfillment of the holding obligation is either (i) the total acquisition cost of all shares held by the Management Board member in the securities account on the reporting date or, (ii) if this value is higher on the reporting date, the average weighted XETRA price of the share multiplied by the shares held within the last three weeks prior to the reporting date and the investment amount at that time.

The Management Board member is only obliged to build up the shares from funds that have accrued to him either (i) in fulfillment of the IPO Award Agreement concluded between him and the company (if any) and/or (ii) from the SAR program on a net basis.

The following table shows the respective fulfillment as at 31 December 2023. The degree of fulfillment was determined in each case on the basis of the invested volume (calculated from the shareholding multiplied by the XETRA price of the share, in each case as at 31 December 2023), as the invested volume exceeds the acquisition costs in each case.

In accordance with the Share Ownership Guidelines, these must be fulfilled for the first time on the fulfillment dates in the 2027 financial year, and only to the extent that funds from IPO awards and/or the SAR program have been received on a net basis.

## Share Ownership Guidelines

	Share- holdings 31 Dec. 2023	Acquisition costs in T€	Share price 31 Dec. 2023 in €	Inves- ted volume in €k	Investment amount in €k in accordance with Share Ownership Guidelines	Mandatory fulfilment on	Fulfilment as of 31 Dec. 2023
Achim Weiß (CEO)	89,742	1,217	€ 17.46	1,567	1,200	07.02.2027	131%
Dr. Jens-Christian Reich (CCO)	0	-	€ 17.46	0	600	30.06.2027	0%
Britta Schmidt (CFO)	3,500	54	€ 17.46	61	500	07.02.2027	12%

### 1.6 Clawback-clauses

The remuneration system provides for clawback provisions under which both the short-term variable remuneration granted to a member of the Management Board and the long-term variable remuneration granted to a member of the Management Board can be reclaimed in full or in part if it transpires that the conditions for their fulfillment were not met in full or in part. The possibility of reclaiming the remuneration also exists after the termination of the appointment or employment relationship. The Management Board member may not raise an objection to the discharge of claims.

To the knowledge of the Management Board and Supervisory Board, there was no reason to reclaim or reduce remuneration in the 2023 financial year.

### 1.7 Remuneration-related legal transactions and compensation arrangements

The remuneration system stipulates that the term of the employment contracts of Management Board members is linked to their term of office. If the appointment as a member is revoked, the service contract also ends. If the revocation of the appointment is not based on good cause within the meaning of Section 626 of the German Civil Code (BGB), the service contract only ends at the end of a period of 12 months to the end of the month or - if this date occurs earlier - at the end of the day until which the Management Board member was appointed to the company's Management Board.

If the service contract of a member of the Management Board is terminated prematurely, an agreed payment to the Management Board member (including fringe benefits) may not exceed both the value of their remuneration entitlements for the remaining term of the service contract and the sum of two times their annual remuneration (severance payment cap). Any severance payments are also offset against any compensation for non-competition that may be payable.

Further details on the treatment of short-term and long-term remuneration in the event of premature termination of the service contract can be found in sections 5.2.1 and 5.2.2 of the remuneration system for the Management Board in the Notes.



There are no company-funded pension commitments to members of the Management Board or other remuneration components.

The agreements with the members of the Management Board do not provide for any deviating regulations.

### **1.7.1 Non-competition clause**

The members of the Management Board are subject to a non-competition clause during the term of their employment contract and for up to 12 months after the end of the employment contract. During the period of the post-contractual non-competition clause, the company will pay the Management Board member monthly compensation amounting to 100% of the monthly installment of the annual fixed salary. Severance payments are to be offset against the compensation for non-competition.

The company may waive the post-contractual non-competition clause at any time, with the result that it is released from the obligation to pay compensation six months after the waiver is declared..

### **1.7.2 Change-of-Control regulations**

In the event of a merger, spin-off, IPO of the issuing Group company or similar events, or in the event of a transfer of operations or sale of the company, the company may offer the early exercise of SARs.

A change-of-control arrangement has been agreed with Mr. Achim Weiß, which provides for a special right of termination in this case and, under certain circumstances, early vesting (in the event of a change of control, all unearned SARs are deemed to have been earned. Further details can be found in the Management Board remuneration system in the appendix under point 11 (Special arrangements for Achim Weiß)).

## **1.8 Maximum remuneration**

The remuneration system provides for maximum remuneration totaling €7,000k gross for the Chief Executive Officer and €3,500k gross per financial year for each other member of the Management Board. The maximum remuneration limits the total remuneration, which consists of a fixed annual salary, fringe benefits, short-term variable remuneration and long-term variable remuneration.

The maximum remuneration is not a target total remuneration for the members of the Management Board that the Supervisory Board considers appropriate, but merely an absolute upper limit that may not be exceeded under any circumstances. If the maximum remuneration is exceeded as a result of the payment of long-term variable remuneration, the entitlement from the long-term variable remuneration for the year in question that exceeds the amount of the maximum remuneration is forfeited. For payments made on the basis of the long-term variable remuneration, the term must be taken into account when calculating the maximum remuneration. Payments from the program are therefore to be distributed evenly over the term when assessing whether the maximum annual remuneration is met.

In the 2023 financial year, the maximum remuneration was not exceeded for any of the Management Board members, particularly as the long-term variable remuneration (LTI) is only recognized as granted and owed in the financial year in which the conversion rights for stock appreciation rights (SARs) are exercised. Based on the current LTI program, this is only possible after three years. As explained above, the long-term variable remuneration is to be spread over the term of the program, meaning that a final review of the maximum remuneration may only be possible after six years.

The maximum annual remuneration for Mr. Achim Weiß is € 28,000 k, subject to the early vesting described in the remuneration system (after the expiry of his three-year service contract or earlier termination in the event of a change of control, all unearned SARs are deemed to have been earned). Further details can be found in the remuneration system for the Management Board in the notes under point 11 (Special arrangements for Achim Weiß).

## 1.9 Individual remuneration granted and owed to members of the Management Board

The following table shows the remuneration granted and owed individually to the members of the Management Board. The various remuneration components are recognized in accordance with the following principles:

- Basic remuneration and fringe benefits are recognized as granted and owed in the financial year in which the activity / service on which the remuneration is based was performed in full - regardless of the date of receipt or payment.
- The same applies to short-term variable remuneration (STI). The STI is also recognized as granted and owed in the financial year in which the activity / performance on which the remuneration is based was performed in full - regardless of the allocation or payment date.
- The long term variable remuneration (LTI) is recognized as granted and owed in the financial year in which the stock appreciation rights (SARs) are exercised.

Remuneration in the respective reporting year								
in €k	Year	Fixed remuneration (fix)		Variable Remuneration (var)			Total	Share (fix/var)
		Annual fixed salary	Fringe benefits <sup>1</sup>	STI	LTI	Rollover/ IPO Awards		
Achim Weiß (CEO)	2023	600	11	404	0	4,570	5,585	11% / 89%
	2022	350	11	287	-	-	647	56% / 44%
Dr. Jens-Christian Reich (CCO) since July 2023	2023	300	5	202	0	-	508	60% / 40%
	2022	-	-	-	-	-	-	-
Britta Schmidt (CFO) since November 2022	2023	478	9	253	0	-	739	66% / 34%
	2022	50	1	29	-	-	80	64% / 36%

(1) Company car with private use option or car allowance

## 2. Remuneration of the Supervisory Board members in the financial year 2023

The Supervisory Board of IONOS Group SE consisted of the following six members until 26 January 2023:

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

The Supervisory Board was reappointed in the run-up to the IPO. Since 26 January 2023, it has consisted of the following six members in the past financial year:

- Ralph Dommermuth (Chairman of the Supervisory Board)
- René Obermann (Deputy Chairman)
- Dr. Claudia Borgas-Herold (member of the Audit and Risk Committee since 26 January 2023)
- Kurt Dobitsch (Chair of the Audit and Risk Committee since 26 January 2023)
- Martin Mildner (member of the Audit and Risk Committee since 26 January 2023)
- Vanessa Stützle

The Supervisory Board of IONOS Group SE presented a new remuneration system for the members of the Supervisory Board at the Extraordinary General Meeting on 26 January 2023 and submitted it for approval. The Extraordinary General Meeting approved the proposed remuneration system for the Supervisory Board accordingly. The new remuneration system will apply from the 2023 financial year (from 1 January 2023).

The remuneration system for Supervisory Board members provides for fixed remuneration plus an attendance fee without variable or share-based remuneration. The granting of fixed remuneration is in line with common practice in other listed companies. For the company, too, fixed remuneration for Supervisory Board members is best suited to strengthening the independence of the Supervisory Board and taking into account the advisory and monitoring function of the Supervisory Board, which is to be fulfilled independently of the company's success. Fixed remuneration for Supervisory Board members is also provided for in suggestion G.18 sentence 1 of the GCGC.

The members of the Supervisory Board receive a fixed annual remuneration of €45k. In accordance with recommendation G.17 GCGC, the remuneration for the Chairman of the Supervisory Board and the Deputy Chairman of the Supervisory Board is increased due to the increased time commitment. The remuneration for the Chairman of the Supervisory Board amounts to €55k and €50k for the Deputy Chairman.

Supervisory Board members who only belonged to the Supervisory Board for part of the financial year or who were Chairman or Deputy Chairman of the Supervisory Board receive the fixed remuneration pro rata temporis, rounded up to full months.

In addition, members receive an attendance fee of €1k for each physical meeting of the Supervisory Board they attend. If meetings of the Supervisory Board are not held physically but virtually (in particular if a meeting is only held by telephone or video conference), the members of the Supervisory Board receive no attendance fee if the meeting lasted no more than one hour, half of the attendance fee if the meeting lasted longer than one hour but no longer than two hours and the full attendance fee if the meeting lasted two hours or longer. Members who do not attend Supervisory Board meetings in person (such as participation by telephone or video conference) always receive only 25% of the attendance fee, whereby participation solely by submitting a voting message does not give rise to any entitlement to an attendance fee.

Also, in accordance with recommendation G.17 GCGC, the Chairman of the Audit Committee receives an additional €20k per year and each other member of the Audit Committee receives an additional €15k per year. A member of the Supervisory Board who is only a member of the Audit Committee for part of the financial year or who has chaired the Audit Committee receives the additional remuneration pro rata temporis, rounded up to full months. The company must support the members of the Audit and Risk Committee in attending necessary training and further education measures and also bear the costs incurred to an appropriate extent.

No attendance fee is paid for attending meetings of the Audit and Risk Committee. Attendance at meetings of the Audit and Risk Committee is covered by the additional annual remuneration.

The following table shows the individual remuneration granted and owed to the members of the Supervisory Board. The remuneration components are recognized in accordance with the following principles:

- The fixed remuneration on the Supervisory Board and any committees is recognized as granted and owed in the financial year in which the activity / service on which the remuneration is based was performed in full - irrespective of the date of receipt or payment.
- The same applies to attendance fees. The attendance fee for Supervisory Board meetings is also recognized as granted and owed in the financial year in which the activity / service on which the remuneration is based was performed in full - irrespective of the date of receipt or payment. The attendance fee is regarded as variable remuneration.
- The remuneration shown for the members of the Supervisory Board of IONOS Group SE includes remuneration granted for Supervisory Board activities at the level of intra-Group subsidiaries. This is made up of annual fixed remuneration and attendance fees and is recognized separately.

## Remuneration in the financial year 2023

in €k	by IONOS Group SE		by subsidiaries		Total	Share fix/var
	Fix	Attendance fee	Fix	Attendance fee		
Ralph Dommermuth (Chairman)	0	0	0	0	0	-
Rene Obermann (Deputy Chairman)	0	0	0	0	0	-
Dr. Claudia Borgas-Herold <sup>1</sup>	60	4	12	3	79	91% / 9%
Kurt Dobitsch <sup>1</sup>	65	4	12	3	84	92% / 8%
Martin Mildner <sup>1</sup>	0	0	0	0	0	-
Vanessa Stütze	45	7	12	3	67	85% / 15%

(1) Includes remuneration for the membership in the Audit and Risk Committee

### 3. Comparative presentation of the remuneration trend

In order to fulfill the requirements of Section 162 para. 1 sentence 2 no. 2 AktG, the following table shows the annual change in the remuneration granted and owed to the members of the Management Board and Supervisory Board and the target remuneration of the total workforce, as well as the annual change in the Group's sales and earnings figures and the (individual) company's earnings.

The main subsidiaries in Germany were taken into account when calculating the average remuneration of the „total workforce“ peer group. These represent around 63% of all employees in Germany. All managers (excluding Management Board members and managing directors), full-time and part-time employees, volunteers and trainees on an FTE basis were included in the analysis. Inactive employees, temporary staff, trainees and interns were not included. The calculation includes all remuneration components that are attributable to the annual target remuneration of employees in the respective financial year on the respective reporting date.

No change is reported for Britta Schmidt for the 2023 financial year, as Mrs. Schmidt was not appointed to the Management Board of IONOS Group SE until 1 November 2022. No change is reported for Dr. Jens-Christian Reich for the 2023 financial year either, as Dr. Reich was not appointed to the Management Board of IONOS Group SE until 1 July 2023.

The remuneration for Mr. Achim Weiß has increased by 62% compared to the previous year, which takes into account the significantly higher demands resulting from the stock market listing.

No change is reported for the Supervisory Board members for the 2023 financial year, as all Supervisory Board members were not elected to the Supervisory Board of IONOS Group SE until 26 January 2023.

Comparative presentation	
Remuneration of the Management Board	Change 2023 vs. 2022
Achim Weiß	62%
Dr. Jens-Christian Reich, since July 2023	-
Britta Schmidt, since November 2022	-
Remuneration of the Supervisory Board	
Ralph Dommermuth (Chairman)	-
Rene Obermann (Deputy Chairman)	-
Dr. Claudia Borgas-Herold	-
Kurt Dobitsch	-
Martin Mildner	-
Vanessa Stütze	-
Remuneration of employees	
Average remuneration of the total workforce (on an FTE basis)	5.3%
Development of revenue and earnings	
Group revenues	10.1%
Adjusted EBITDA	12.9%
Net income of the parent company <sup>1</sup>	- <sup>1</sup>

(1) It is not possible to show the percentage change for the 2023 financial year compared to the 2022 financial year, as a net loss was recognized for the 2022 financial year (2023: € 5,405k; 2022: € -8,980k)

## External (horizontal) comparison

In accordance with GCGC (recommendation G.3), the Supervisory Board should use a suitable peer group of other companies, the composition of which it discloses, to assess the customary nature of the specific total remuneration of the members of the Management Board in comparison with other companies.

When drawing up the remuneration system, the Supervisory Board of IONOS Group SE used the companies listed on the MDAX and SDAX at the time of comparison, direct competitors of IONOS and European and US technology companies to determine the target total remuneration and the individual remuneration components of the members of the Management Board.

As the service contracts with the individual members of the Management Board were not concluded until the 2023 financial year, the Supervisory Board has not yet carried out a review to assess the customary nature of the total remuneration of the Management Board members for the 2023 financial year.

On behalf of the Management board

On behalf of the Supervisory Board

Achim Weiß    Dr. Jens-Christian Reich    Britta Schmidt

Ralph Dommermuth

# B. External auditors' report by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft with registered office in Frankfurt am Main, Germany, on the audit of the remuneration report of IONOS Group SE pursuant to Sec. 162 (3) AktG

## Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To IONOS Group SE, Montabaur

### Opinion

We have formally audited the remuneration report of the IONOS Group SE, Montabaur, for the financial year from 1 January to 31 December 2023 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

### Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870 (09.2023)). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Management Standard: Requirements to quality management for audit firms [IDW Qualitätsmanagementstandard - IDW QMS 1 (09.2022)]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

### Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of



§ 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

### **Auditor's Responsibilities**

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Düsseldorf, 18 March 2024

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Erik Hönig

Wirtschaftsprüfer  
(German Public Auditor)

Christian David Simon

Wirtschaftsprüfer  
(German Public Auditor)

# I. Participation in the Annual General Meeting

## 1. Total number of shares and voting rights

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

Under agenda item 1, no resolution proposal is presented and, therefore, no vote is proposed to be taken (for an explanation, see agenda item 1). The votes to be taken on agenda items 2 to 4 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 8, 2024**, 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 <http://www.ionos-group.com/investor-relations/agm/2024.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 sent to the following address:

IONOS Group SE,  
c/o Computershare Operations Center,  
80249 München,  
[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 <http://www.ionos-group.com/investor-relations/agm/2024.html>.

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 <http://www.ionos-group.com/investor-relations/agm/2024.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 <http://www.ionos-group.com/investor-relations/agm/2024.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 9, 2024**, to the day of the Annual General Meeting (inclusive). The technical record date is thus 24:00 (CEST) of May 8, 2024.

### 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 <http://www.ionos-group.com/investor-relations/agm/2024.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 <http://www.ionos-group.com/investor-relations/agm/2024.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 München,  
[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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 <http://www.ionos-group.com/investor-relations/agm/2024.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 14, 2024. 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 <http://www.ionos-group.com/investor-relations/agm/2024.html>, until 18:00 (CEST) of May 14, 2024, or
- at the mailing address for registering provided above in section I.2 until 18:00 (CEST) of May 14, 2024, 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 pro-

xy authorizations and issuing instructions to the proxies nominated by the Company. This form will be sent together with the admission ticket to the shareholders who have not signed up for invitations to be sent to them electronically and will also be sent to the shareholders at any time on request; it can furthermore be accessed on the internet at <http://www.ionos-group.com/investor-relations/agm/2024.html>.

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

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

More details on granting proxy authorizations and issuing instructions to the proxies nominated by the Company can be found on the form intended for these purposes and on the internet at <http://www.ionos-group.com/investor-relations/agm/2024.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 either by mail or via the shareholders' portal.

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 <http://www.ionos-group.com/investor-relations/agm/2024.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 München

Votes are cast via the shareholders' portal, which can be accessed via the Company's website at <http://www.ionos-group.com/investor-relations/agm/2024.html>, according to the procedure specified by the Company.

Votes cast by absentee ballot transmitted via mail will be counted provided that they are received by 18:00 (CEST) of May 14, 2024, 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 14, 2024.

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

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

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

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

Further details on absentee voting can be found on the form provided for that purpose and on the internet at <http://www.ionos-group.com/investor-relations/agm/2024.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, “SEAG”), and Sections 122 (2), 126 (1), 127 and 131 (1) AktG)

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

Motions to add items to the agenda pursuant to Sec. 122 (2) AktG, Article 56 of the SE Regulation, and Sec. 50 (2) SEAG must be received by the Company in writing or in electronic form in accordance with Section 126a of the German Civil Code (i.e., including the name and a qualified electronic signature) at the address given below by 24:00 (CEST) of April 14, 2024:

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)

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) SEAG, and the relevant preconditions are provided on the Company's website at <http://www.ionos-group.com/investor-relations/agm/2024.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 April 30, 2024, will be made available to shareholders without undue delay on the Company's website at <http://www.ionos-group.com/investor-relations/agm/2024.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 <http://www.ionos-group.com/investor-relations/agm/2024.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 April 30, 2024, will be made available to shareholders without undue delay on the Company's website at <http://www.ionos-group.com/investor-relations/agm/2024.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 <http://www.ionos-group.com/investor-relations/agm/2024.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 15, 2024, 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 Sec. 17 no. 3 of the Articles of Association, the chair of the meeting may impose reasonable time limits on the shareholders' right to ask questions and to speak.

Further details on the rights of shareholders to information pursuant to Sec. 131 (1) AktG are provided on the Company's website at <http://www.ionos-group.com/investor-relations/agm/2024.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 <http://www.ionos-group.com/investor-relations/agm/2024.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 2024

IONOS Group SE

The Management Board (Vorstand)



## Imprint

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Elgendorfer Straße 57  
56410 Montabaur, Germany

### Management Board

Achim Weiß, Britta Schmidt, 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 Englishspeaking readers. For the purposes of interpretation, the German text shall be authoritative and final. No warranty is made as to the accuracy of this translation and IONOS Group SE assumes no liability hereto.