

Invitation to the
General Meeting
Wednesday, 22 February

2023

Information pursuant to Implementing Regulation (EU) 2018/1212 for the notification
according to § 125 German Stock Corporation Act of CECONOMY AG

ISIN DE0007257503

A. Specification of the message

1. Virtual Annual General Meeting of CECONOMY AG 2023
in the format of Implementing Regulation 2018/1212: fe2f293f845aed11813c005056888925
2. Convening of the Annual General Meeting

B. Specification of the issuer

1. ISIN: DE0007257503
2. Name of issuer: CECONOMY AG

C. Specification of the General Meeting

1. Date of the General Meeting: 22 February 2023
2. Time of the General Meeting: 10:00 a.m. CET (9:00 a.m. UTC)
3. Type of General Meeting: Virtual Annual General Meeting without the physical presence of the shareholders or their proxies
4. Location of the General Meeting: <https://www.ceconomy.de/general-meeting>
Location of the General Meeting within the meaning of the German Stock Corporation Act:
Congress Center Düsseldorf, CCD Süd, Stockumer Kirchstraße 61, 40474 Düsseldorf, Germany
5. Record Date: 01/02/2023, 0:00 a.m. CET (beginning of the 21st day prior to the General Meeting)
(31/01/2023, 11:00 p.m. UTC)
6. Website for the General Meeting (URL): <https://www.ceconomy.de/general-meeting>

CECONOMY AG DÜSSELDORF

GERMAN SECURITIES ID ORDINARY SHARE 725 750

ISIN ORDINARY SHARE DE 000 725 750 3

We hereby invite our shareholders
to the Annual General Meeting of CECONOMY AG,
which will be held on Wednesday, 22 February 2023,
at 10:00 a.m. CET.

On the basis of § 26n (1) of the Introductory Act to the German Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz* – EGAktG), and with the consent of the Supervisory Board, the Annual General Meeting will be held in the form of a

Virtual General Meeting

pursuant to § 118a German Stock Corporation Act (*Aktiengesetz* – AktG) without the physical presence of shareholders or their proxies.

The entire Annual General Meeting will be broadcast live for duly registered shareholders or their proxies on the Company's website at

www.ceconomy.de/general-meeting

in the access-protected InvestorPortal both in audio and video.

The voting rights of shareholders will be exercised – by the shareholders themselves or by proxies – exclusively by way of electronic absentee vote or by issuing powers of attorney to the proxies nominated by the Company.

The venue for the broadcast of the Annual General Meeting and, thus, the location of the General Meeting within the meaning of the German Stock Corporation Act will be the Congress Center Düsseldorf, CCD South, Stockumer Kirchstraße 61, 40474 Düsseldorf, Germany.

The shareholders and their proxies (with the exception of the proxies nominated by the Company) have no right or opportunity to be physically present at the venue of the General Meeting.

For further details, please see the additional information and notes at the end of the invitation following the agenda.

AGENDA

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the 2021/22 financial year with the combined management report for CECONOMY AG and the CECONOMY Group, the non-financial report for the CECONOMY Group and the report of the Supervisory Board

The aforementioned documents, which also contain the explanatory report on the disclosures in accordance with §§ 289a and 315a of the German Commercial Code (*Handelsgesetzbuch* – HGB), will be accessible from the date on which the Annual General Meeting is convened via the CECONOMY AG website at www.ceconomy.de/general-meeting. They will also be accessible at the General Meeting and will be explained by the Management Board or – with regard to the report of the Supervisory Board – by the Chairman of the Supervisory Board.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. In accordance with statutory provisions, no resolution is therefore intended with regard to this Agenda Item.

2. Appropriation of balance sheet profits

The annual financial statements of CECONOMY AG as at 30 September 2022, prepared in accordance with the provisions of the German Commercial Code, show a balance sheet profit of € 74,248,912.73 for the 2021/22 financial year (of which € 23,040,377.49 is profit carried forward). Due to the capitalisation of deferred taxes in the balance sheet as at 30 September 2022, among other things, the balance sheet profit is, however, blocked in its entirety from distribution pursuant to § 268 (8) German Commercial Code.

Management Board and Supervisory Board propose to carry forward to new account the balance sheet profit for the 2021/22 financial year shown in the adopted annual financial statements as at 30 September 2022 in the total amount of € 74,248,912.73.

3. Formal approval of the actions of the members of the Management Board for the 2021/22 financial year

Management Board and Supervisory Board propose to formally approve the actions of the members of the Management Board officiating in the 2021/22 financial year for that period.

4. Formal approval of the actions of the members of the Supervisory Board for the 2021/22 financial year

Management Board and Supervisory Board propose to formally approve the actions of the members of the Supervisory Board officiating in the 2021/22 financial year for that period.

5. Election of the auditor and the Group auditor for the 2022/23 financial year and of the auditor for the review of the abbreviated financial statements and the interim management report for the first six months of the 2022/23 financial year

The Supervisory Board, upon recommendation by its Audit Committee, proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be elected as auditor and Group auditor for the 2022/23 financial year and as auditor for the review of the abbreviated financial statements and the interim management report for the first six months of the 2022/23 financial year. For the aforementioned audit services, the Audit Committee recommended to the Supervisory Board pursuant to Article 16 (2) of the EU Regulation on Statutory Audit (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) the following two auditing firms:

1. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main
2. Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich

In doing so, the Audit Committee communicated a reasoned preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft in accordance with the second subparagraph of Article 16 (2) of the EU Regulation on Statutory Audit.

In accordance with Article 16 (2) sub-paragraph 3 of the EU Regulation on Statutory Audit, the Audit Committee has stated that its recommendation is free from influence by a third party and that no restriction of the choice of a particular auditor (Article 16 (6) of the EU Regulation on Statutory Audit) has been imposed upon it.

6. Elections to the Supervisory Board

Dr. Fredy Raas has resigned from his office as a member of the Supervisory Board of CECONOMY AG with effect from 30 June 2022. The resulting vacancy in the Supervisory Board was filled by the court appointment of Mr. Erich Schuhmacher as a member of the Supervisory Board on the side of the shareholder representatives with effect from 1 July 2022. The court appointment of Mr. Erich Schuhmacher is limited until the close of the annual general meeting which resolves on the formal approval of the actions of the members of the Supervisory Board for the 2021/22 financial year, i.e. until the close of this Annual General Meeting. The term of office of Mr. Christoph Vilanek as a member of the Supervisory Board representing the shareholders also ends with the close of this Annual General Meeting. Therefore, new or re-elections, respectively, are necessary. Mr. Erich Schuhmacher and Mr. Christoph Vilanek have indicated that they will stand for election for a further term of office.

Pursuant to §§ 96 (1) and (2), 101 (1) German Stock Corporation Act, §§ 1 (1), 7 (1) sent. 1 no. 3, (2) no. 3, (3) German Co-Determination Act and § 7 (1) of the Articles of Association of CECONOMY AG, the Supervisory Board is composed of ten members elected by the General Meeting and ten members elected by the employees, and of at least 30 percent women (i.e. at least six) and at least 30 percent men (i.e. at least six). Since an objection was lodged against comprehensive fulfilment pursuant to § 96 (2) sent. 3 German Stock Corporation Act, the minimum quota has to be fulfilled separately by both the shareholders' side and the employees' side. Therefore, of the ten shareholder seats on the Supervisory Board, at least three have to be occupied by women and at least three by men. At the time of the publication of this invitation, the Supervisory Board comprises a total of eight women, five thereof on the shareholder representatives' side. Furthermore, the Supervisory Board comprises twelve men, five thereof on the shareholder representatives' side. On the basis of separate fulfilment, the minimum quota requirement is thus fulfilled on the shareholder representatives' side and would also continue to be fulfilled after the election, in any case.

The following election proposals are based on the recommendation of the Nomination Committee of the Supervisory Board and on a resolution adopted by the Supervisory Board. The General Meeting is not bound by the election proposals.

The Supervisory Board proposes to elect

6.1 Mr. Erich Schuhmacher,

Mondsee, Austria,
Head of Finance/Investment Controlling/Balances/Taxes,
Convergenta Invest und Beteiligungs GmbH, Salzburg, Austria

6.2 Mr. Christoph Vilanek,

Hamburg, Germany,
Chairman of the Management Board of freenet AG, Büdelsdorf, Germany

as members of the Supervisory Board.

The election of the candidates is made with effect, in each case, as of the close of this General Meeting until the close of the General Meeting adopting a resolution on the formal approval of actions for the second financial year after the commencement of the term of office. The financial year in which the term of office commences is not included in this count.

The elections are to be conducted by way of separate ballots.

The election proposals of the Supervisory Board were submitted on the basis of the requirements of the German Corporate Governance Code, as amended on 28 April 2022 ("GCGC") and taking into account the objectives

specified by the Supervisory Board with regard to its composition, and they are aimed at fulfilling the profile of skills and expertise developed by the Supervisory Board for the body as a whole. For Mr. Christoph Vilanek, the Supervisory Board has determined a justified deviation from recommendation C.5 GCGC regarding the maximum number of supervisory board memberships and disclosed this in the annual Declaration of Conformity on the GCGC. This Declaration of Conformity is available for download on the website www.ceconomy.de in the section Company – Corporate Governance. The Supervisory Board has satisfied itself with regard to the proposed candidates that they are able to devote the expected amount of time required for the office.

With regard to recommendation C.13 of the GCGC, the Supervisory Board declares that Mr. Erich Schuhmacher is the Head of Finance/Investment Controlling/Balances/Taxes at Convergenta Invest und Beteiligungs GmbH. The member of the Supervisory Board Mr. Jürgen Kellerhals, together with his mother, Mrs. Helga Kellerhals, holds all shares in both Convergenta Invest und Beteiligungs GmbH and (indirectly) in Convergenta Invest GmbH and is the managing director of both companies. Convergenta Invest und Beteiligungs GmbH holds a stake of around 88.4 percent in Convergenta Invest GmbH. Convergenta Invest GmbH, in turn, holds around 29 percent of the shares in CECONOMY AG.

Mr. Christoph Vilanek is Chairman of the Management Board (CEO) of freenet AG, which holds around 6.7 percent of the shares in CECONOMY AG. There are long-term cooperation agreements between DLS GmbH (formerly: mobilcom-debitel GmbH), a group company of freenet AG, and Media-Saturn Deutschland GmbH, a subsidiary of CECONOMY AG, for the brokerage of mobile phone contracts to end customers.

In the appraisal of the Supervisory Board, with the exception of the circumstances disclosed above, there are no personal or business relations which an objectively judging shareholder would consider decisive for his/her election decision between Mr. Erich Schuhmacher or Mr. Christoph Vilanek, on the one hand, and CECONOMY AG, its group companies, the corporate bodies of CECONOMY AG or a shareholder holding a direct or indirect interest in CECONOMY AG of more than 10 percent of the voting shares, on the other hand.

In the opinion of the Supervisory Board, the candidates proposed for election to the General Meeting – also taking into account the circumstances disclosed above – are independent of the Company and its Management Board and independent of a controlling shareholder within the meaning of the GCGC.

Curricula vitae of the proposed candidates, including information on memberships in other statutory supervisory boards and in comparable German or international supervisory bodies of business enterprises, as well as overviews of their key activities in addition to their Supervisory Board mandate, can be found below and on our Company's website at

www.ceconomy.de/general-meeting.

There you will also find an illustration showing the distribution of competences in accordance with the competence profile developed by the Supervisory Board for the body as a whole, including the above candidates.

Mr. Erich Schuhmacher

resident in Mondsee, Austria

Nationality: Austrian

Head of Finance/Investment Controlling/Balances/Taxes, Convergenta Invest und Beteiligungs GmbH, Salzburg, Austria

Personal data

Date of birth: 16 August 1967

Place of birth: Schladming, Austria

Education

Liezen Commercial Academy, various specialist management training courses

Career

Since 2003 Head of Finance/Investment Controlling/Balances/Taxes, Convergenta Invest und Beteiligungs GmbH, Salzburg, Austria

Since 2003 Managing director of several shopping centers and trading companies in Germany and Austria

1999 – 2003 Head of Group Controlling, Skidata AG, Grödig, Austria

1994 – 1999 Finance Manager, Johnson & Johnson, Austria

Memberships in other statutory supervisory boards:

- none

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Tally Weijl Holding AG, Basel, Switzerland, Member of the Administrative Board

Overview of material activities in addition to the Supervisory Board mandate

In addition to the Supervisory Board mandate currently held by Mr. Erich Schuhmacher, Mr. Erich Schuhmacher is Head of Finance/Investment Controlling/Balances/Taxes at Convergenta Invest und Beteiligungs GmbH, Salzburg, Austria.

Mr. Christoph Vilanek

resident in Hamburg, Germany

Nationality: Austrian

Chairman of the Management Board (CEO), freenet AG, Búdelsdorf

Personal data

Date of birth: 31 January 1968

Place of birth: Innsbruck, Austria

Education

Studies in business administration at the University of Innsbruck
(Degree: Graduate in Business Administration)

Career

Since 2009	Chairman of the Management Board (CEO) of freenet AG, Búdelsdorf
2005 – 2009	Vice President Customer Management, debitel AG, Stuttgart
2004 – 2005	Interim Managing Director iPUBLISH GmbH, Munich
2001 – 2004	Consultant at McKinsey & Company, Munich and Zagreb
2000 – 2001	Managing Director, Ravensburger Interactive Media GmbH, Ravensburg
1999 – 2000	Managing Director, boo.com GmbH, Munich and London
1997 – 1998	Marketing Director, Meister Verlag, Munich
1995 – 1997	Head of electronic publishing, Gräfe und Unzer Verlag, Munich
1991 – 1995	Various functions at Time-Life International GmbH, Munich and London

Memberships in other statutory supervisory boards:

- Ströer Management SE and Ströer SE & Co. KGaA, Cologne, Chairman of the Supervisory Board
- Exaring AG, Munich (majority shareholding of freenet AG), Chairman of the Supervisory Board
- VNR Verlag für die Deutsche Wirtschaft AG, Bonn, Member of the Supervisory Board

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- none

Overview of material activities in addition to the Supervisory Board mandate

In addition to the supervisory board memberships currently held by Mr. Christoph Vilanek, Mr. Christoph Vilanek also serves as Chairman of the Management Board of freenet AG, Búdelsdorf, Germany.

7. Approval of the Remuneration Report for the 2021/22 financial year

Pursuant to § 120a (4) German Stock Corporation Act, the general meeting of a listed company shall adopt a resolution every year on the approval of the remuneration report prepared by the management board and the supervisory board and audited by the auditor for the preceding financial year.

The Remuneration Report printed after this agenda under "Information on Agenda Item 7" and made available on the Company's website at

www.ceconomy.de/general-meeting

for the 2021/22 financial year was audited by the auditor pursuant to § 162 (3) German Stock Corporation Act to determine whether it contained the information required by law pursuant to § 162 (1) and (2) German Stock Corporation Act. In addition, the auditor was commissioned to also conduct an audit of the contents of the Remuneration Report. The report prepared by the auditor on the audit of the Remuneration Report is enclosed with the Remuneration Report.

Management Board and Supervisory Board propose to approve the Remuneration Report for the 2021/22 financial year.

8. Resolution on the reduction of the remuneration for serving on the Nomination Committee of the Supervisory Board as well as on the approval of the remuneration of the Supervisory Board (§ 113 (3) sent. 1 German Stock Corporation Act)

8.1 Reduction of the remuneration for serving on the Nomination Committee by means of amendment of the Articles of Association

In the 2021/22 financial year, the Supervisory Board reviewed the remuneration of the members of the Supervisory Board, discussed its findings with the Management Board and, together with the latter, decided to propose to the General Meeting to reduce the remuneration for chairmanship and membership of the Nomination Committee. Currently, it is provided that the chairman receives double and the other members of the nomination committee one and a half times the standard remuneration. This is to be reduced to one and a half times the standard remuneration for the chairman and one and a quarter times for the other members of the Nomination Committee. In addition, the current version of § 13 (1) of the Articles of Association is to be adjusted by deleting the redundant transitional provision in sentence 3.

Therefore, Management Board and Supervisory Board propose that the following be resolved:

§ 13 (1) and (2) of the Articles of Association are amended as follows:

“(1) The members of the Supervisory Board shall receive a fixed annual remuneration. This fixed remuneration shall amount to 70,000 euros for each member.

(2) The Chairman of the Supervisory Board shall receive triple, his deputy and the chairmen of the committees shall each receive double and the other members of the committees shall each receive one and a half times of the amount stipulated in paragraph (1). This shall not apply with regard to the chairmanship and the membership in the committee pursuant to § 27 (3) German Co-Determination Act. In deviation from sentence 1, the Chairman of the Nomination Committee shall receive one and a half times and the other members of the Nomination Committee one and a quarter times the amount stipulated in paragraph 1. The remuneration for a membership or the chairmanship in a committee shall only be paid if at least two meetings or other adoptions of resolutions of this committee have taken place in the respective financial year. If a member of the Supervisory Board holds several of the offices specified in paragraph 2 at the same time, he shall receive only the remuneration for one office, in the case of different remunerations for the offices that for the office with the highest remuneration.”

The above remuneration shall apply with effect from the beginning of the month following the entry of the above amendment to the Articles of Association in the Commercial Register. § 13 (4) of the Articles of Association governing the remuneration of Supervisory Board members leaving the Board during the year shall apply accordingly.

8.2 Adoption of a resolution on the approval of the remuneration of the Supervisory Board (§ 113 (3) sent. 1 German Stock Corporation Act)

The system for the remuneration of the Supervisory Board in its current version was last submitted to the General Meeting for approval on 17 February 2021. The General Meeting approved said system with a majority of 99.52%. Due to the reduction of the remuneration for the activities in the Nomination Committee proposed above under Item 8.1, the adoption of a new resolution on the approval of the remuneration system for the Supervisory Board is required.

Management Board and Supervisory Board consider the remuneration system and the remuneration set out in § 13 of the Articles of Association, in each case as amended after registration of the amendment of the Articles of Association, to be appropriate and therefore propose that the remuneration provision for the Supervisory Board in § 13 of the Articles of Association, as amended after registration of the amendment, be approved.

The wording of § 13 of the Articles of Association, as amended after registration of the amendment of the Articles of Association proposed above under Item 8.1, as well as the disclosures pursuant to §§ 113 (3) sent. 3, 87a (1) sent. 2 German Stock Corporation Act – to the extent they are relevant to the Supervisory Board – are presented below.

“§ 13

Remuneration of the Supervisory Board

- (1) The members of the Supervisory Board shall receive a fixed annual remuneration. This fixed remuneration shall amount to 70,000 euros for each member.
- (2) The Chairman of the Supervisory Board shall receive triple, his deputy and the chairmen of the committees shall each receive double and the other members of the committees shall each receive one and a half times of the amount stipulated in (1). This shall not apply with regard to the chairmanship and the membership in the committee pursuant to § 27 (3) German Co-Determination Act. In deviation from sentence 1, the Chairman of the Nomination Committee shall receive one and a half times and the other members of the Nomination Committee one and a quarter times the amount stipulated in paragraph 1. The remuneration for a membership or the chairmanship in a committee shall only be paid if at least two meetings or other adoptions of resolutions of this committee have taken place in the respective financial year. If a member of the Supervisory Board holds several of the offices specified in paragraph 2 at the same time, he shall receive only the remuneration for one office, in the case of different remunerations for the offices that for the office with the highest remuneration.
- (3) The remuneration shall be payable at the end of the respective financial year.
- (4) Supervisory Board members who served on the Supervisory Board only for part of the financial year, shall receive one twelfth of the remuneration for each month of service or any part of such month. Supervisory Board members who leave the Board and are newly appointed within one month shall receive only one twelfth of the annual remuneration for that month. This shall apply accordingly with regard to memberships in a committee, the Chairmanship or the Deputy Chairmanship in the Supervisory Board or the chairmanship in a committee.
- (5) The company shall reimburse to the members of the Supervisory Board the expenses incurred from their holding of the office as well as any VAT payable on the remuneration and the reimbursement of expenses.”

The task of the Supervisory Board is to advise and monitor the Management Board, which manages the Company and conducts its business in its own responsibility. The members of the Supervisory Board are entitled to remuneration that is commensurate with the duties of the Supervisory Board members and the situation of the Company.

This is taken into account by the provision in the Articles of Association regarding the remuneration of the Supervisory Board members: § 13 of the Articles of Association provides for a fixed annual remuneration for each member of the Supervisory Board of 70,000 euros as well as triple of this amount for the Chairman of the Supervisory Board, double for each of the Deputy Chairman of the Supervisory Board and the chairmen of the committees and one and a half times this amount for the other members of the committees. In future, in deviation from this principle, the chairman of the Nomination Committee is to receive one and a half times and the other members of the Nomination Committee one and a quarter times the amount stipulated in paragraph 1. In the opinion of the Management Board and the Supervisory Board, the remuneration adjusted in this way is appropriate for the work involved in the Nomination Committee – also in comparison to the work in other committees of the Supervisory Board. The

application, mutatis mutandis, of § 13 (4) of the Articles of Association ensures that the previous higher (pro rata temporis) remuneration in the case of activity on the Nomination Committee is only applied for months or parts thereof until the registration of the amendment to the Articles of Association, after which the lower (pro rata temporis) remuneration is calculated from the next month or part thereof.

In the view of Management Board and Supervisory Board, this fixed remuneration is suited to account for the monitoring function to be fulfilled – irrespective of the Company's success – by the Supervisory Board. The amount of remuneration set forth in § 13 of the Articles of Association is appropriate – also in comparison with the supervisory board remuneration at other listed companies in Germany – especially after the reduction of the remuneration in the case of work on the Nomination Committee. This ensures that the Company will continue to be in a position to attract excellently qualified candidates for membership on the Company's Supervisory Board; in this way, the remuneration of the Supervisory Board contributes sustainably to the promotion of the business strategy and the long-term positive development of the Company. The increase of the remuneration of the position as Chairman of the Supervisory Board, as Deputy Chairman of the Supervisory Board, as chairman of a committee or as member of a committee takes into account the increased responsibility and time expenditure required as a result of the additional functions.

The remuneration of the Supervisory Board members is reviewed regularly.

9. Adjustment of the provisions of the Articles of Association regarding the General Meeting

The following amendments to the Articles of Association are to be proposed to the General Meeting.

9.1 Virtual format

The Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Other Provisions of 20 July 2022 (Federal Law Gazette of 26 July 2022, Part I, pp. 1166 et seqq.) permanently anchored the possibility of holding virtual general meetings in the Stock Corporation Act – even after the expiry of the special statutory provisions due to the COVID 19 pandemic. Pursuant to the newly created § 118a German Stock Corporation Act, the articles of association may provide or authorise the management board to provide that shareholders or their proxies may participate in the general meeting without being physically present at the venue of the general meeting and exercise all or some of their rights, in whole or in part, by means of electronic communication. Such a provision in the articles of association must be limited in time, with a maximum period of five years from the entry of the corresponding amendment to the articles of association in the Company's commercial register (§ 118a (4) German Stock Corporation Act).

Management Board and Supervisory Board of CECONOMY AG agree that the virtual format for the General Meeting has proven viable in the past three General Meetings and that the option of holding General Meetings virtually should be retained in the future. The virtual general meeting in the format provided for by the relevant new provisions in the German Stock Corporation Act adequately safeguards the rights of the shareholders and, in particular, provides for direct interaction between shareholders and the administration during the meeting via video communication and electronic communication channels similar to the general meeting with physical presence. It should be emphasised that the proposed provision in the Articles of Association does not directly stipulate the holding of the General Meeting in virtual form, but rather authorises the Management Board pursuant to § 118a (1) sent. 1 alt. 2 German Stock Corporation Act, to decide in advance of each General Meeting whether the meeting is to be held virtually or in person.

Management Board and Supervisory Board therefore propose to amend the Articles of Association as follows:

The heading of § 15 of the Articles of Association is amended as follows

“§ 15
Venue, Convening, Virtual Format”

§ 15 of the Articles of Association is supplemented with the following paragraph 3:

- “(3) The Board shall be authorised for a period of five years after registration of the addition to the Articles of Association of this paragraph (3) as resolved by the General Meeting on 22 February 2023 to provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the General Meeting (virtual general meeting). If a virtual general meeting is held, the legal requirements provided for this purpose must be complied with.”

9.2 Venue of the General Meeting, convening period

§ 15 (1) of the Articles of Association currently stipulates that the General Meeting is to be held at the Company's registered office, at the location of a German stock exchange or in another city in the Federal Republic of Germany with more than 500,000 inhabitants. The threshold of 500,000 inhabitants results in a greatly reduced number of options of potential locations for the General Meeting and is not a suitable criterion, in particular, for holding virtual general meetings without the physical presence of shareholders. This provision is therefore to be amended to the effect that the venue of the General Meeting may be another suitable place in the Federal Republic of Germany, in addition to the registered office of the Company and the location of a stock exchange. The threshold for a certain number of inhabitants of the city of the venue of the meeting is to apply in future only to meetings with physical presence and is to be lowered to 100,000 inhabitants. This ensures that the meeting venue can be adapted to the respective meeting format, i.e. in the case of general meetings with physical presence, a place is chosen where, in particular, good travel and accommodation facilities for the participating shareholders and their proxies are ensured and, in the case of virtual meetings, in particular the suitable technical requirements (e.g. sufficiently fast and reliable internet connection) are provided.

In addition, the wording of the provision in the Articles of Association regarding the period for convening the General Meeting (§ 15 (2) of the Articles of Association) is to be more closely aligned with the statutory wording for reasons of clarification.

Finally, it is to be clarified by an editorial adjustment that the current provision in § 16 (3) of the Articles of Association, according to which the Management Board may also enable the virtual exercise of shareholders' rights within the framework of a general meeting held in presence, is to remain unchanged.

Management Board and Supervisory Board therefore propose to amend the Articles of Association as follows:

Paragraphs 1 and 2 of § 15 of the Articles of Association are amended as follows:

- “(1) The General Meeting shall be held at the registered office of the Company, at the location of a German stock exchange or at another suitable place in the Federal Republic of Germany. In the case of a General Meeting with physical presence, it must be a city with at least 100,000 inhabitants.
- (2) Unless a shorter period is permitted by law, the General Meeting must be convened at least 30 days prior to the date of the Meeting. The day of convening the Meeting shall not be counted. The convening period shall be extended by the days of the registration period (§ 16 (1)).”

§ 16 (3) of the Articles of Association is amended as follows:

- “(3) The Management Board may allow and define procedures for shareholders to participate in a General Meeting that is not a virtual general meeting within the meaning of § 15 (3) of these Articles of Association, also without attending or appointing a proxy, and to exercise all or some of their rights in whole or in part by means of electronic communication.”

9.3 Virtual participation of the Supervisory Board

In the case of a virtual general meeting, the members of the Supervisory Board – with the exception of the chairman of the meeting – are also to be permitted to participate in the General Meeting by means of video and audio transmission.

Management Board and the Supervisory Board therefore propose to supplement § 15 of the Articles of Association with the following paragraph 4:

- “(4) The members of the Supervisory Board, with the exception of the chairman of the General Meeting, shall be permitted to participate in the virtual general meeting by means of video and audio transmission.”

Supplementary information on Agenda Item 7

Remuneration Report for the 2021/22 financial year

REMUNERATION REPORT

In accordance with the provisions of Sec. 162 German Stock Corporation Act (Aktiengesetz – AktG), this remuneration report explains the application of the remuneration system for members of the CECONOMY AG Management Board and Supervisory Board and describes the amount and structure of remuneration individually granted and owed to current and former members of the Management Board and the Supervisory Board in the financial year 2021/22.¹ The remuneration report also complies with the recommendations and suggestions of the German Corporate Governance Code in the version dated 28 April 2022. This remuneration report will be submitted for the first time to CECONOMY AG's Annual General Meeting, which is expected to take place on 22 February 2023, for approval in accordance with Sec. 120a para. 4 AktG.

Remuneration system for the Management Board

The Supervisory Board of CECONOMY AG determined the remuneration system, the basic features of which are explained below. This determination was made for the first time at its meetings on 16 September and on 7 October 2020, and by way of other resolutions adopted on 14 October 2020 ("2020 remuneration system") without convening a meeting of the Supervisory Board. The 2020 remuneration system applies effective from the start of financial year 2020/21. The Supervisory Board submitted the system to the General Meeting of CECONOMY AG on 17 February 2021, where it was approved with an approval rate of 99.15 per cent.

At its meeting on 13 December 2021, the Supervisory Board resolved to make changes to certain aspects of the 2020 remuneration system with effect from the start of the financial year 2022/23 and to present the amended system to the General Meeting for approval (for details, see "Further development of the remuneration system with effect from the financial year 2022/23" below). The amended remuneration system ("2021 remuneration system") was presented to the Annual General Meeting of CECONOMY AG on 9 February 2022, which approved it with an approval rate of 91.98 per cent. The 2020 remuneration system is still relevant for this remuneration report for the financial year 2021/22. However, unless expressly noted otherwise, the following information refers both to the 2020 remuneration system and the 2021 remuneration system.

The Management Board contracts for Management Board members in office in the financial year 2021/22 comply with the 2020 remuneration system and – with effect from the financial year 2022/23 – the 2021 remuneration system, with the exception of the deviations explained under "Deviations from the remuneration system" below.

Immediately after the respective resolutions by the General Meeting to approve the 2020 and 2021 remuneration systems, the resolutions and the remuneration system in question were made public in accordance with Sec. 120a para. 2 AktG. They can be found on the website www.ceconomy.de/en/ under "Company – Corporate Governance".

Procedures for the implementation and review of the remuneration system

The Supervisory Board makes decisions on the remuneration system, and on its implementation and the determination of the specific Management Board remuneration, following preparatory work by the Presidential Committee of the Supervisory Board in each case.

If the Supervisory Board consults external remuneration experts on the further development of the remuneration system and to assess that the specific Management Board remuneration is appropriate and customary, it assures

¹ In order to provide a better overview, decimal places are not shown in this remuneration report's tables in some cases. Figures in the tables may contain rounding differences.

itself that such experts are independent before engaging them. When preparing the 2020 and 2021 remuneration systems, the Supervisory Board received factual and legal support in selective areas.

The Supervisory Board has the option of appropriately taking extraordinary developments into account, in particular when granting variable remuneration. In justified cases, entitlements to the payment of variable remuneration can be denied (penalty) or remuneration already paid can be claimed back (clawback).

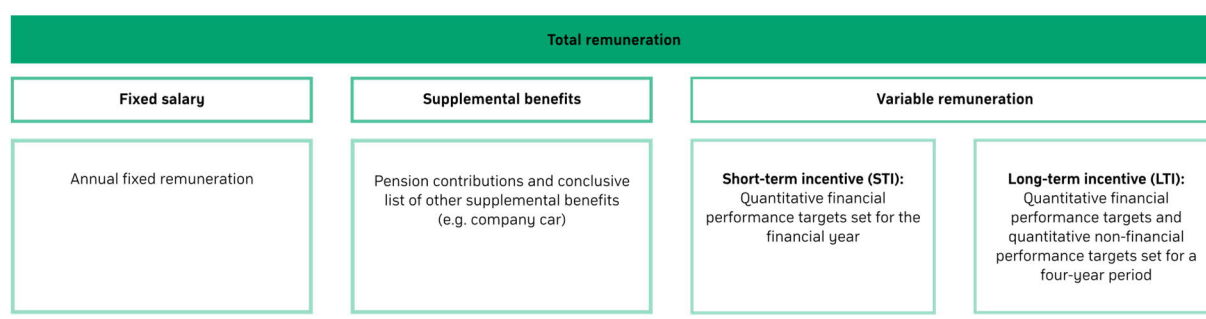
The subsequent amendment of targets or the comparative parameters for variable remuneration (repricing) is precluded. However, if this is necessary in the interests of the long-term wellbeing of the company, the Supervisory Board can temporarily deviate from this remuneration system. Such deviations are permitted only on the basis of a resolution by the Supervisory Board as a whole, setting out the reasons for and duration of the deviation. Temporary deviations from all components of the remuneration system and, in particular, the variable remuneration components are possible.

Remuneration components in accordance with the remuneration system

OVERVIEW OF REMUNERATION COMPONENTS

The total remuneration of the members of the Management Board of CECONOMY AG consists of non-performance-based fixed remuneration components and performance-based variable remuneration components. The following chart provides an overview of the individual remuneration components in accordance with the 2020 remuneration system:

Components of Management Board remuneration (2020 remuneration system)

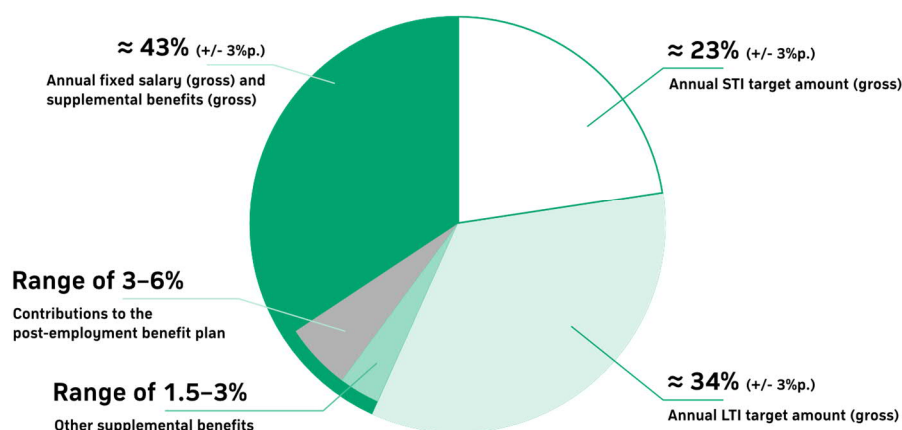


Total target remuneration is designed so that, typically, the target amounts of the variable remuneration components outweigh the fixed remuneration components (fixed salary and supplemental benefits) and that, within the variable remuneration components, the share of long-term variable remuneration components (LTI) outweighs the share of short-term variable remuneration components (STI).

Approximately 43 per cent of the total target remuneration of an individual member of the Management Board should typically be accounted for by the fixed annual salary and supplemental benefits, while approximately 34 per cent is accounted for by the annual LTI target amount and approximately 23 per cent by the annual STI target amount. In individual cases, the Supervisory Board has the option of varying the percentage weighting within total target remuneration for the individual components by up to 3 percentage points. The relative share of contributions to the post-employment benefit plan should not exceed a range of 3 to 6 per cent of total target remuneration while other supplemental benefits should not exceed 1.5 to 3 per cent of total target remuneration.

The relative share of the different remuneration components within total target remuneration is visually presented as follows:

Relative share of the different remuneration components within total target remuneration



NON-PERFORMANCE-BASED FIXED REMUNERATION

The non-performance-based fixed remuneration consists of the fixed annual salary, the contributions for the post-employment benefit plan and the other supplemental benefits.

Fixed salary

The fixed salary is agreed with each Management Board member as fixed remuneration and is paid in monthly instalments. If the member of the Management Board only belongs to the Management Board for part of a financial year, the fixed salary is paid pro rata temporis.

Post-employment benefits

The members of the Management Board receive post-employment benefits in the form of a defined benefit direct contribution.

The post-employment benefit plan is financed by the member of the Management Board and the company together. The breakdown is defined as "5 + 10". If Management Board members contribute 5 per cent of their own defined assessment basis (fixed salary and STI target amounts), the company pays double that amount. If a Management Board member departs before being entitled to pension benefits, the contributions are preserved at the level reached. Matching cover for the post-employment benefit plan is provided by Hamburger Pensionsrückdeckungskasse VVaG (HPR). The contributions bear interest according to the articles of association of HPR regarding participation features with a guarantee on contributions paid in.

Contributions by the company to the post-employment benefit plan are limited based on the set breakdown and assessment basis for each individual member of the Management Board. These contributions are also capped at €100,000 per year in each case.

Members of the Management Board also have the option to convert future remuneration components from the fixed salary and variable remuneration into entitlements to post-service benefit plans from HPR by way of tax-privileged deferred compensation. A retirement pension and early retirement regulations are not agreed.

Further details on the post-employment benefit plan for the members of the Management Board are provided below under "Pension entitlements in financial year 2021/22".

Supplemental benefits

In addition to the fixed salary and contributions to the post-employment benefit plan, the company exclusively grants the members of the Management Board the following supplemental benefits:

- Contributions to accident insurance
- Allowances for health/nursing insurance

- Assumption of costs for preventive health care
- Provision of a company car at the disposal of the member of the Management Board

This conclusive list of supplemental benefits is capped at a combined amount of €50,000 per year.

PERFORMANCE-BASED VARIABLE REMUNERATION

The performance-based remuneration components are variable remuneration as a short-term incentive (STI) for the respective financial year and variable remuneration as a long-term incentive (LTI) over several financial years. The components have different bases of assessment and success parameters according to the respective performance periods. In accordance with the 2020 remuneration system, the granting of the STI and the LTI, and the corresponding incentive effects of these variable performance-based remuneration components, is dependent on financial and, for the LTI, also non-financial performance criteria.

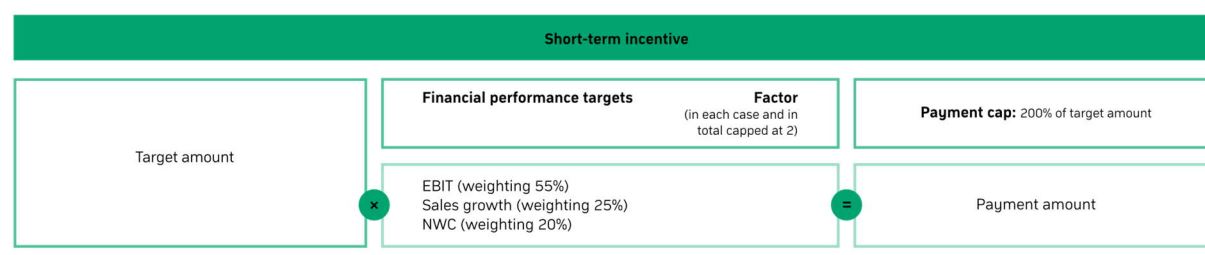
The variable remuneration granted to the members of the Management Board is predominantly granted on the basis of the company's shares. The variable remuneration components are mostly defined by the long-term variable components, which in turn are mainly dependent on financial performance criteria based on the key performance indicators of absolute total shareholder return and relative total shareholder return. These two performance indicators mean that the amount of any payment is linked to the performance of CECONOMY AG's ordinary shares.

STI (based on the 2020 remuneration system)

The short-term performance-based component is granted for one financial year and paid out after the end of that year. If a member joins or leaves the Management Board during a financial year, the STI is granted and paid pro rata temporis for that financial year. The STI for the financial year 2021/22 based on the 2020 remuneration system was calculated exclusively on the basis of financial performance criteria. These are based on the following figures according to the consolidated financial statements of the company (adjusted for the effects of portfolio changes), which are included in the calculation with the indicated weighting:

- Earnings before interest and taxes (EBIT) on the basis of absolute EBIT values with a weighting factor of 0.55
- Sales growth adjusted for exchange rates with a weighting factor of 0.25
- Net working capital (NWC) on the basis of absolute NWC values (four-quarter average) with a weighting factor of 0.20

Short-term performance-based remuneration (2020 remuneration system)



STI performance targets

The Supervisory Board defines the performance targets for all members of the Management Board uniformly on the basis of the business planning presented to it by the Management Board before the start of the financial year for which the STI is granted. Factors (achievement factors) are allocated to the degree of achievement for each indicator. At its due discretion, the Supervisory Board defines the lower threshold (entry barrier), the target for 100-per cent achievement and the value for 200-per cent achievement, at which the amount of the achievement factor is capped.

Calculation of the payment amount

After the end of the financial year, the degree of achievement is measured for each indicator based on the respective achievement factors. Intermediate values are interpolated on a straight-line basis.

The total achievement factor is calculated from the individual established achievement factors based on their weighting. The STI payment amount is produced by multiplying the total achievement factor by the STI target amount.

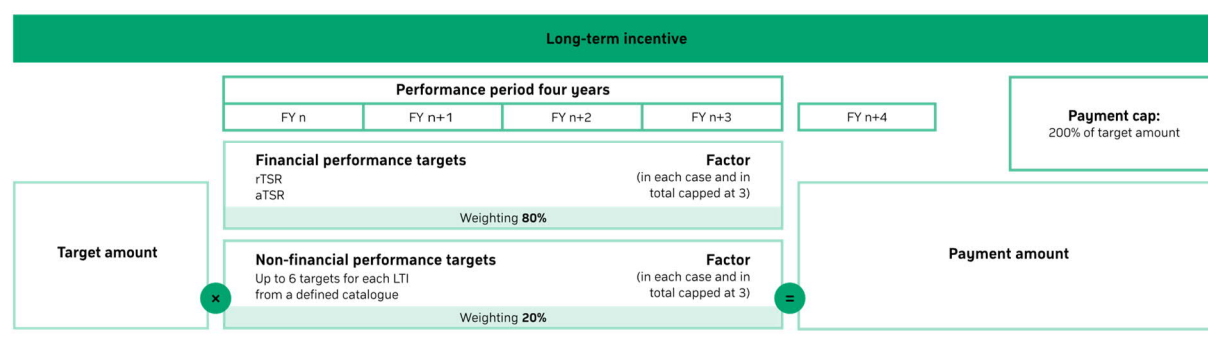
The payment amount is capped at double the target amount. Payment is made four months after the end of the financial year for which the STI in question was granted, but not before the approval of the consolidated financial statements for the respective financial year by the Supervisory Board. If a member leaves the Management Board during a financial year, STI entitlements not yet paid relating to the period before the end of the contract are paid pro rata temporis according to the originally agreed targets and at the originally agreed due dates.

Details on the STI in the financial year 2021/22 are provided below under “Variable Management Board remuneration in the financial year 2021/22”.

LTI (based on the 2020 remuneration system)

The long-term performance-based component is granted annually and paid out after a performance period of four financial years in total. If a member joins or leaves the Management Board during a financial year, the LTI is granted and paid pro rata temporis for that financial year. The calculation in accordance with the 2020 remuneration system considers financial performance targets with a weighting of 80 per cent and non-financial performance targets with a weighting of 20 per cent. The Supervisory Board also defines the LTI performance targets for all members of the Management Board uniformly.

Long-term performance-based remuneration (2020 remuneration system)



Financial performance targets of the LTI

The financial performance criteria in accordance with the 2020 remuneration system, which are equally weighted with a combined weight of 80 per cent, are the absolute total shareholder return (aTSR) and the relative total shareholder return (rTSR).

aTSR component: the aTSR target achievement factor is calculated as a percentage from the change in the end price of the ordinary share and the sum of the hypothetically reinvested dividends during the performance period in relation to the starting price of the ordinary share.

rTSR component: the target achievement factor of the rTSR component is calculated on the basis of the development of the shareholder return on the company's ordinary shares in the performance period relative to the benchmark indices, the MDAX and the STOXX Europe 600 Retail.

The relevant starting price of the company's ordinary share for the aTSR and rTSR components is calculated by taking the average of the XETRA closing prices over a period of 40 consecutive trading days immediately after the beginning of the financial year for which the LTI is granted. Four years later, the relevant end price in accordance with the 2020 remuneration system is also calculated using the XETRA closing prices of the company's ordinary share over a period of 40 consecutive trading days immediately after the beginning of the financial year. The opening and closing values for the benchmark indices for the rTSR component are calculated accordingly.

Non-financial LTI performance targets

The non-financial LTI performance criteria in accordance with the 2020 remuneration system, which are weighted at 20 per cent in total, are based on up to six quantitative targets specifically formulated by the Supervisory Board for the following subject areas:

- Employee satisfaction
- Customer satisfaction

- Climate and environmental protection
- HR development and training
- Diversity
- Corporate culture and compliance

If the Supervisory Board does not define a specific weighting, the non-financial performance criteria are weighted equally to each other.

Calculation of the LTI payment amount

The thresholds for the financial and non-financial LTI performance targets are set by the Supervisory Board at its discretion at the end of the financial year preceding the year in which the LTI will be granted. Factors (achievement factors) are allocated to the degree of achievement for each indicator. The Supervisory Board defines the lower threshold (entry barrier), the target for 100-per cent achievement and the value for 300-per cent achievement, at which the amount of the achievement factor is capped. The subsequent amendment of targets or the comparative parameters is precluded.

In accordance with the 2020 remuneration system, after the end of the respective performance period, the achievement factors are measured for the individual financial and non-financial performance targets. Intermediate values are interpolated on a straight-line basis. The weighted mean of the target achievement factors for the financial and non-financial performance targets forms the respective overall target achievement factor. This is capped at 3 in each case.

The resulting overall target achievement factors of the financial performance targets and the non-financial performance targets are used to calculate the overall target achievement factor of the LTI according to the defined weighting of the performance targets in relation to each other. The total achievement factor is capped at 3.

The target achievement factor calculated for the LTI as a whole is multiplied by the LTI target amount to give the payment amount. The payment amount is limited to a maximum of 200 per cent of the agreed individual target amount (payment cap).

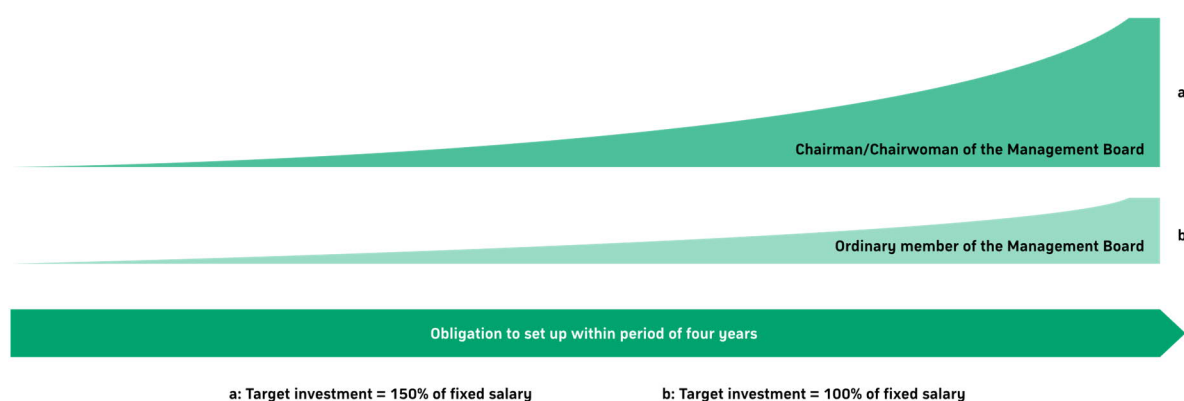
The remuneration amount calculated for the LTI is paid out two months after the end of the performance period of the LTI in question. A requirement for this is that the entitled member of the Management Board of the company can prove the necessary investment in ordinary shares of the company according to the company's shareholding programme. If a member leaves the Management Board during a financial year, LTI entitlements not yet paid relating to the period before the end of the contract are paid pro rata temporis according to the originally agreed targets and at the originally agreed due dates.

Details on the LTI in the financial year 2021/22 are provided below under "Variable Management Board remuneration in the financial year 2021/22".

Shareholding programme

Under CECONOMY AG's shareholding programme for Management Board members, the members of the Management Board are obliged to purchase shares in the company amounting to a certain target investment and to hold them for the duration of their Management Board service. For the Chairman of the Management Board and for the ordinary members of the Management Board, the target investment is 150 per cent and 100 per cent, respectively, of their gross fixed salary at the end of the set-up stage. The total equivalent value must be spent as the purchase price for the shares acquired by each Management Board member. The set-up phase covers a period of four years from the start of the contract as a member of the Management Board.

Shareholding programme



The Management Board members are obliged to provide evidence of their current shareholding regularly and at the company's request. In order to receive payment from the LTI, the Management Board member must hold the relevant target investment in shares of the company. If the target investment is not sufficiently demonstrated, the respective Management Board member receives no payments from the LTI.

Total target remuneration

The total target remuneration of the individual member of the Management Board is the total of the fixed annual salary contractually agreed with the member of the Management Board, the supplemental benefits, the cost for the post-employment benefit plan and the annual STI and LTI target amounts. There is no provision for scheduled increases in compensation in line with length of service. This total target remuneration is appropriate to the responsibilities and performance of the respective member of the Management Board and the company's situation. It therefore fulfils the statutory requirements regarding the customary level of remuneration.

Maximum remuneration

The remuneration system stipulates maximum amounts, both as a whole and for the individual remuneration components. The maximum remuneration of the individual member of the Management Board is the total of the fixed annual salary contractually agreed with the member of the Management Board, the maximum amounts for the supplemental benefits and the post-employment benefit plan and the respective maximum variable remuneration components.

The maximum remuneration amounts to €5,150,000 for the Chief Executive Officer and €2,650,000 for the ordinary members of the Management Board. The Supervisory Board notes that these amounts are merely the maximum amounts possible assuming the consistent and maximum utilization of the corresponding ranges.

The above maximum amounts are stipulated in the Management Board contracts of all members of the Management Board in office in the financial year 2021/22 and were retained in the financial year 2021/22.

Penalties and clawbacks of variable remuneration components

Once paid, the member of the Management Board in question can do as he pleases with his performance-based variable remuneration components. However, if a Management Board member violates their statutory obligations in accordance with Sec. 93 AktG during or in the period up to one year after the end of the respective performance period of an STI or an LTI, or if there is cause to revoke the appointment of the Management Board member in accordance with Sec. 84 para. 3 sent. 1 AktG, the entitlements to payment of the variable remuneration components lapse (penalty) or can be reclaimed by the company after being paid (clawback). Corresponding regulations are included in the Management Board contracts of members of the Management Board active in the reporting period. Neither the penalty nor the clawback regulations were utilized in the financial year 2021/22.

Deduction of remuneration for side-line activities

If members of the Management Board serve as supervisory board members or hold similar offices within the Group, the remuneration for these activities counts towards their Management Board remuneration.

If the member of the Management Board performs side-line activities outside the Group, there are contractual assurances that the Supervisory Board can choose, in accordance with the recommendation under G. 16 of the GCGC, whether and to what extent the remuneration for side-line activities outside the Group must be deducted from Management Board remuneration. By way of resolution dated 20 November 2020, the Supervisory Board has ruled that remuneration granted for supervisory board mandates held outside the Group will not be deducted until further notice.

Terms of service agreements

The term of Management Board contracts is always linked to the duration of the respective member's appointment to the Management Board. Contract terms are extended in each case for the period for which the member of the Management Board is re-appointed as a member of the Management Board. The Supervisory Board observes the restrictions of Sec. 84 AktG concerning the duration of appointment and re-appointment.

First-time appointments as a member of the Management Board should typically not last for longer than three years.

Management Board contracts do not provide for a right of ordinary termination for either party. However, the company and the member of the Management Board alike have a right to extraordinary termination for cause in accordance with Sec. 626 of the German Civil Code (Bürgerliches Gesetzbuch – BGB).

Regulations for the termination of Management Board service

If a member of the Management Board leaves the company regularly at the end of his or her term of office, entitlements acquired during the term of the service agreement do not fall due for payment prematurely. The same applies if a member of the Management Board ends his contract early.

In any instance of the early termination of an appointment as a member of the Management Board – in particular whether by mutual arrangement, by cancellation of appointment or resignation – the contract expires automatically after the end of the period stated in Sec. 622 para. 2 BGB without requiring separate notice of termination.

In the event of early termination, the members of the Management Board receive compensation for the contractual entitlements that would have arisen over the remaining term of their employment agreements, generally in the form of a one-time payment. This severance pay is capped at the maximum of the annual remuneration for two years, comprising the fixed salary and the STI target amount. If the remaining term of the contract is less than two years at the time of termination, the amount of severance pay is reduced pro rata temporis.

There is no entitlement to severance pay or other payments in the event of extraordinary termination by the company for cause (Sec. 626 BGB). Similarly, there is no entitlement to severance pay or other payments if the member of the Management Board resigns without cause.

In the event of contract termination, the LTI entitlements of a member of the Management Board not yet paid are forfeit in the following cases:

- Early dismissal of the member of the Management Board for cause in accordance with Sec. 84 para. 3 AktG
- Termination of the Management Board member's service agreement by the company for cause in accordance with Sec. 626 BGB
- Resignation by the member of the Management Board without cause

In the event of the death of a Management Board member during active service, the surviving dependants receive the fixed salary for the month of death and a further six months.

If the member of the Management Board becomes permanently unable to work during the term of his contract, the company is entitled to terminate his contract with notice of six months to the end of the quarter.

The Management Board contracts make no provision for benefits for early termination due to a change of control.

Further development of the remuneration system with effect from the financial year 2022/23 (2021 remuneration system)

At its meeting on 13 December 2021, the Supervisory Board resolved to further develop the 2020 remuneration system. The 2021 remuneration system creates a more flexible remuneration system and makes it possible to place greater value on the non-financial customer satisfaction objective. This is intended to better account for transformation needs and ensure that incentives are a better match for the strategy, the central element of which is a focus on customers. In December 2021, the Supervisory Board approved the following four changes to the structure of variable remuneration components with effect from the financial year 2022/23 and subject to approval of the amended remuneration system by the General Meeting. The amended 2021 remuneration system was presented to the General Meeting of CECONOMY AG on 9 February 2022, which approved it with an approval rate of 91.98 per cent.

Further development of the STI structure

- Moving the “customer satisfaction” (net promoter score – NPS) performance target from the LTI to the STI: Accordingly, in the future the STI will be determined by four performance criteria and the catalogue of topics for potential non-financial targets for the LTI reduced from six to five.
- More flexible weighting of STI performance targets: In the future, the Supervisory Board will, at its discretion, be able to vary the weighting of STI performance targets from year to year (no longer stipulated by the remuneration system). However, the performance criteria related to EBIT and sales growth should have a minimum weighting of 15 per cent and a maximum weighting of 50 per cent, with the performance criteria related to NWC and NPS each having a minimum weighting of 15 per cent and a maximum weighting of 20 per cent. If the Supervisory Board does not define a specific weighting, the previous year’s weighting continues to apply.

Further development of the LTI structure

- Increasing relevance of non-financial performance targets in the LTI: The calculation of LTI components is now to consider financial LTI performance targets with a weighting of 70 per cent and non-financial LTI performance targets with a weighting of 30 per cent.
- Introduction of vesting logic in LTI: The targets that were previously applicable over the entire four-year performance period of an LTI tranche are in the future to be broken down into the four individual years of the performance period. At the end of each year, target achievement is determined and maintained for the year in question. At the end of the entire performance period, the overall target achievement is calculated as the arithmetic mean of target achievement in the individual four years and the LTI is paid out on the basis of this overall target achievement.

Horizontal remuneration comparison

The Supervisory Board regularly assesses whether the specific total remuneration of Management Board members is appropriate and customary.

This is firstly assessed in accordance with the remuneration system by a horizontal comparison with MDAX companies. Since 2018, CECONOMY AG has been listed in the SDAX and has no longer been included in the MDAX. Due to the relatively high shareholdings of its anchor shareholders, CECONOMY AG does not have the free float market capitalization necessary for the MDAX and its shares do not have necessary trading volume. However, in terms of the size criteria of sales, EBIT, headcount and overall market capitalization, CECONOMY AG is comparable to MDAX companies.

In this horizontal comparison, the total target remuneration currently planned/granted for the Chief Executive Officer and the other members of the Management Board of CECONOMY AG is compared against the total target remuneration granted at MDAX companies. This comparison was last made in August 2022 and showed that the total target remuneration for the Chief Executive Officer was placed at the .56 percentile (2020: .42 percentile) while the other members of the Management Board are placed at the .44 percentile (2020: .57 percentile). The structure of Management Board remuneration is comparable to that of the peer group. Taking into account the company’s size relative to the peer group, the Management Board remuneration is appropriate overall, in terms of both amount and structure. Regarding the comparability of the above findings with the findings of the horizontal remuneration

comparison last carried out in 2020, it should be noted that the ten largest MDAX companies were included in the DAX 40 in September 2021.

Vertical remuneration comparison

The appropriateness of remuneration was also assessed by way of a vertical comparison with the senior management and workforce of CECONOMY in Germany as a whole. This comparison is based on the reference date of 30 September 2022 for this remuneration report. The Supervisory Board also considers the ratio of Management Board remuneration to the remuneration of senior management and the workforce as a whole in terms of its development over time.

The Supervisory Board determined how to define senior management and the relevant staff. By way of resolution dated 30 October 2018, the Supervisory Board defined the senior management of CECONOMY AG and the other relevant staff as follows:

- Senior management is formed by the Leadership Team of MediaMarktSaturn Retail Group and the Vice Presidents of CECONOMY AG.
- The other relevant staff are all employees of MediaMarktSaturn Retail Group in Germany and of CECONOMY AG.

In December 2021, the Supervisory Board also resolved the following amendments to the presentation of the annual vertical remuneration comparison and the method for calculating the senior management remuneration relevant for the vertical remuneration comparison and the relevant workforce as a whole: The ratio of the target direct remuneration as the sum of the annual fixed remuneration and the annual bonus target amounts for the short- and long-term variable remuneration of the Management Board members to the average target direct compensation of the senior management and to the average target direct compensation of the entire workforce in Germany (but excluding temporary staff) will be determined, with the remuneration relationship for the remuneration of the Chief Executive Officer and for the average remuneration of the ordinary Management Board members being presented separately.²

The vertical remuneration comparison is then as follows:

Ratio of target remuneration of the average for the respective Chief Executive Officer to...

Financial year	... target remuneration for senior management	... target remuneration for relevant workforce
2021/22	9	75
2020/21	7	76
2019/20	7	69
2018/19	7	82
2017/18	9	102

Ratio of target remuneration of the average for the other Management Board members to...

Financial year	... target remuneration for senior management	... target remuneration for relevant workforce
2021/22	4	35
2020/21	4	37
2019/20	4	37
2018/19	4	52
2017/18	5	60

² For all peer groups, absences due to maternity or paternity leave and release from work as well as social security contributions (employer contribution), contributions to the post-employment benefit plan and supplemental benefits are not taken into account.

Variable Management Board remuneration in the financial year 2021/22

This section of the remuneration report contains information on variable Management Board remuneration for the financial year 2021/22. Variable remuneration in the financial year 2021/22 met all requirements of the relevant 2020 remuneration system.

Strategic element of variable remuneration performance criteria

The aim of the business strategy is that customers see the company as a trusted consultant and partner for all matters concerning consumer electronics products. The remuneration system of CECONOMY AG is geared towards promoting this business strategy and the long-term development of the company. This is achieved, in particular, by linking performance-based variable remuneration to share price development and to clearly definable performance indicators aligned with the sustainable ongoing development of the company.

The short-term performance-based remuneration component creates incentives for continuously increasing the company's operational success and implementing initiatives to improve its profitability. Its ongoing nature means that the component is geared towards furthering the business strategy. The STI in accordance with the 2020 remuneration system rewards the company's operating development on the basis of financial performance targets for the respective financial year. In accordance with the 2020 remuneration system, the performance targets are based on CECONOMY AG's key performance indicators (KPIs) of sales growth, EBIT and net working capital.

The long-term performance-based remuneration component rewards the company's development on the basis of quantitative financial and non-financial performance targets, each defined for a four-year period. The LTI is predominantly based on the share price and thus creates incentives for a sustainable and long-term increase in enterprise value, while also taking into account the concerns of shareholders and other stakeholders in the company. The non-financial goals in accordance with the 2020 remuneration system relevant to this remuneration report also focus on the key target group of the company's strategy, namely its customers and the key (non-financial) levers such as customer and employee satisfaction, diversity and sustainability of business in order to successfully implement the strategy. Moreover, linking the payment of the LTI to an obligation to hold shares in CECONOMY AG ensures that the members of the Management Board have a long-term interest in increasing enterprise value.

Variable remuneration target amounts

The tables below show the amount equivalent to 100 per cent target achievement for the STI and LTI for each member of the Management Board in office in the financial year 2021/22 and for former Management Board members for whom individual disclosures must be made. They also show the minimum and maximum amounts for STI and LTI that can be individually achieved in the financial year 2021/22.

Variable remuneration target amounts for the financial year 2021/22

€ thousand	Dr Karsten Wildberger Chief Executive Officer and Labour Director			Florian Wieser Chief Financial Officer		
	100% target value	Minimum value	Maximum value	100% target value	Minimum value	Maximum value
One-year variable remuneration	750	0	1,500	375	0	750
Multi-year variable remuneration	1,100	0	2,200	525	0	1,050
Total	1,850	0	3,700	900	0	1,800

€ thousand	100% target value	Minimum value	Maximum value
One-year variable remuneration	850	0	1,700
Multi-year variable remuneration	1,150	0	2,300
Total	2,000	0	4,000

¹ Dr Düttmann's Management Board contract expired on 16 October 2021. He worked in a supporting function on request from 1 August 2021. The values stated refer to a full financial year. For the financial year 2021/22, variable remuneration in accordance with Dr Düttmann's Management Board contract was paid on a pro rata basis only for the term of the Management Board contract.

Targets and target achievement (STI and LTI)

Specific STI targets and target achievement for the financial year 2021/22

The Supervisory Board resolved the one-year variable remuneration targets shown in the chart below for financial year 2021/22. The targets are set and weighted in accordance with the 2020 remuneration system relevant for the financial year 2021/22. As set out in the remuneration system, the Supervisory Board has set the targets for all Management Board members uniformly. The chart below also shows the STI target achievement for the financial year 2021/22 (achievement factors) both for the individual performance targets and for overall target achievement.

Performance targets and target achievement STI 2021/22

KPI	EBIT ¹ In € million	Sales growth ² In %	NWC ³ In € million
0% target value	341.91	+0.00	-773.86
100% target value	402.25	+2.42	-910.43
200% target value	462.59	+4.84	-1,046.99
Weighting	55%	25%	20%
Target achievement	0.00x	1.48x	0.00x
Total bonus factor	0.37x		

¹ Earnings before interest and taxes (EBIT) adjusted for the effects of portfolio changes and the effects of restructuring programmes (restructuring expenses and unplanned extraordinary income) if the Supervisory Board of CECONOMY AG has approved these programmes, and for the earnings effects from companies accounted for using the equity method

² Measurement of target achievement: Actual figures for 2021/22 compared with forecast 2020/21, adjusted for IAS 29

³ Absolute net working capital (NWC) derived from five points in time: Forecast of 30 September 2021, budget of 31 December 2021, budget of 31 March 2022, budget of 30 June 2022 and budget of 30 September 2022

Targets for the LTI tranche granted for the financial year 2021/22

The performance targets and weightings set by the Supervisory Board for the LTI tranche granted to the members of the Management Board of CECONOMY AG for financial year 2021/22 are as follows:

Performance targets of the long-term incentive 2021/22

LTI performance targets			
Quantitative financial performance targets 80% weighting			
rTSR (relative development of shareholder return compared to index performance)	Weighting 50%	aTSR (absolute development of shareholder return)	Weighting 50%
Quantitative non-financial performance targets 20% weighting			
Diversity Share of women in management positions	Weighting 25%	Customer satisfaction Average NPS from all countries, weighted by number of surveys	Weighting 25%
Employee satisfaction Average NPP on the basis of Group employee satisfaction surveys	Weighting 25%	Climate and environmental protection Reduction in direct carbon dioxide emissions (Scope 1 and 2)	Weighting 25%

The performance targets and weightings above are in line with the 2020 remuneration system relevant for the financial year 2021/22.

For each of the LTI performance targets, the Supervisory Board has defined a lower threshold, a target value and a value for capping target achievement. The target ranges and target achievement are reported in specific detail in the remuneration report for the financial year in question after the tranche expires or is paid out. To provide a picture of the performance of the current LTI tranches, the fair values at the end of the financial year for all current LTI tranches of the members of the Management Board in office in the financial year are voluntarily disclosed below:

LTI fair values at the end of financial year 2021/22

	Dr Karsten Wildberger Chief Executive Officer and Labour Director	Florian Wieser Chief Financial Officer
€ thousand		
2020/21 tranche ¹	46	55
2021/22 tranche	356	170
Total	402	225

¹ Dr Karsten Wildberger has been a member of the Management Board since 1 August 2021 and Mr Florian Wieser since 1 May 2021. The 2020/21 tranche was thus granted only on a pro rata basis in each case.

Remuneration granted and owed to members of the Management Board

In accordance with Sec. 162 para. 1 sentence 1 AktG, the remuneration report must report the remuneration granted and owed to each individual member of the Management Board in the past financial year. "Granted" in this sense means all remuneration components actually received in/for the reporting period. The timing of the actual payment is not necessarily relevant in this context. "Owed" means all legally established liabilities relating to remuneration components that are due but have not yet been fulfilled.

Accordingly, the following remuneration components are recorded in the tables below as remuneration granted for the financial year 2021/22:

- Base salary and supplemental benefits paid in the financial year 2021/22
- One-year variable remuneration payable for the financial year 2021/22 (STI; actual payment in January 2023)

The degree of overall target achievement for the 2021/22 STI is 0.37, as shown above under “Variable Management Board remuneration in the financial year 2021/22”.

Remuneration granted for the financial year 2020/21 is also voluntarily disclosed below. For this, the following remuneration components were reported:

- Base salary and supplemental benefits paid in the financial year 2020/21
- One-year variable remuneration paid for the financial year 2020/21 (STI; actual payment in January 2022)

The contributions to the post-employment benefit plan do not constitute remuneration granted or owed within the meaning of Sec. 162 para. 1 sentence 1 AktG and are therefore not included in supplemental benefits (see “Pension entitlements in financial year 2021/22” below for the post-employment benefit plan). No tranches of the multi-year variable remuneration (LTI) for Management Board members active in the reporting period expired or were paid out in financial years 2020/21 and 2021/22, and therefore no disclosure as part of the remuneration granted and owed must be made in this respect. The respective LTI tranches are reported after they expire or are paid. As there are no other obligations for remuneration components that are due but have not yet been fulfilled, no remuneration owed is included in the table figures.

Remuneration granted and owed to members of the Management Board

	Dr Karsten Wildberger Chief Executive Officer and Labour Director (since 01/08/2021)				Florian Wieser Chief Financial Officer (since 01/05/2021)			
	2020/21		2021/22		2020/21		2021/22	
	In % of total remuneration		In % of total remuneration		In % of total remuneration		In % of total remuneration	
€ thousand								
Total fixed non-performance-based components	2,629	95	1,381	83	262	77	632	82
Fixed salary	225	8	1,350	81	250	74	600	78
Supplemental benefits	2,404 ¹	87	31	2	12	3	32	4
Total variable remuneration components	125	5	277	17	78	23	138	18
One-year variable remuneration (STI)	125	5	277	17	78	23	138	18
Multi-year variable remuneration (LTI)	–	0	–	0	–	0	–	0
Total remuneration pursuant to Sec. 162 AktG	2,754	100	1,658	100	340	100	770	100

¹ The supplemental benefits include a one-time compensation payment of €2.4 million for disadvantages experienced by Dr Wildberger as a result of the early termination of his previous activities.

The following table contains individual information on former members of the Management Board who have left the Management Board within the last ten years and for whom remuneration was granted and owed in financial year 2021/22, as well as remuneration granted and owed to this group of persons for financial year 2020/21.³ No tranches of the multi-year variable remuneration (LTI) expired or were paid out in financial years 2020/21 and 2021/22 for this group of persons, either.

³ No remuneration was granted or owed to Ms Karin Sonnenmoser, who was a member of the Management Board until 30 April 2021, for financial year 2021/22. For information on Ms Karin Sonnenmoser's remuneration for the financial year 2020/21, please see the 2020/21 remuneration report.

Remuneration granted and owed to former members of the Management Board

Dr Bernhard Düttmann Chief Executive Officer and Labour Director (until 31/07/2021) ¹				
€ thousand	2020/21		2021/22	
	In % of total remuneration		In % of total remuneration	
Total fixed non-performance-based components	1,040	72	45	76
Fixed salary	1,012	70	44	74
Supplemental benefits	28	2	1	2
Total variable remuneration components	406	28	14	24
One-year variable remuneration (STI)	406	28	14	24
Multi-year variable remuneration (LTI)	–	0	–	0
Total remuneration pursuant to Sec. 162 AktG	1,446	100	59	100

¹ Dr Düttmann's Management Board contract expired on 16 October 2021. He worked in a supporting function on request from 1 August 2021.

Pension payments of €3.1 million (2020/21: €3.0 million) were granted to former members of the Management Board of CECONOMY AG and of companies merged into CECONOMY AG who left the Management Board more than ten years ago and their surviving dependants in financial year 2021/22. This represents 100 per cent of the benefits granted to this group of persons.

Pension entitlements in financial year 2021/22

The members of the Management Board receive pension entitlements on the basis of a defined contribution system (defined contribution commitment pursuant to German company pension law) described above as part of the explanation of the remuneration system under "Non-performance-based fixed remuneration". In the event of entitlement due to invalidity or death, this commitment stipulates that the company will increase the plan assets by the attribution capital (defined contribution component under IAS 19). The attribution capital is the sum of the future contributions that would have been credited to the Management Board member for each calendar year up to a contribution period totalling ten years, but no further than the member's 60th birthday. A provision is recognized for this component. The individual service costs and present values of pension entitlements for the 2021/22 financial year are as follows:

Pension entitlements (HGB and IFRS)

€ thousand	Dr Karsten Wildberger Chief Executive Officer and Labour Director		Florian Wieser Chief Financial Officer	Total
Expense – post-service benefit plan (as per IFRS)	153		99	252
Expense – post-service benefit plan (as per HGB)	199		96	295
Provision recognized to 30/09/2022 (as per IFRS)	46		17	63
Provision recognized by 30/09/2022 (as per HGB)	46		17	63
Present value of pension obligations (as per IFRS)	364		205	569
Present value of pension obligations (as per HGB)	364		205	569

Remuneration of Supervisory Board members

The remuneration system for members of the CECONOMY AG Supervisory Board is set out in Sec. 13 of CECONOMY AG's articles of association and was last approved by the General Meeting on 17 February 2021 with a majority of 99.52 per cent of voting share capital represented. The General Meeting resolution in accordance with Sec. 113 para. 3 AktG is published on the website www.ceconomy.de/en/ under "Company – Corporate Governance".

In accordance with Article 13 of the articles of association of CECONOMY AG, the members of the Supervisory Board receive fixed annual remuneration payable at the end of each financial year.

The individual amount of Supervisory Board remuneration accounts for the amount of work and the responsibility of the individual Supervisory Board members as a result of their supervisory role. Remuneration for the individual member is €70,000.

In accordance with the provisions of the Articles of Association, the company also reimburses the members of the Supervisory Board for expenses incurred due to the performance of their duties. The members of the Supervisory Board are also reimbursed for any VAT incurred on the remuneration and reimbursement of expenses.

Due to their special roles, the Chairman of the Supervisory Board receives three times, the Vice Chairman and the Committee Chairmen twice and the members of the Supervisory Board's committees one-and-a-half times the remuneration of an ordinary Supervisory Board member, but not the Chairman and the members of the Mediation Committee pursuant to Sec. 27 para. 3 of the German Co-determination Act. The higher remuneration for membership or chairmanship of a committee only applies if at least two meetings or other resolutions took place in the financial year in question. The table below illustrates the multipliers that may be applicable to the fixed annual remuneration for individual Supervisory Board members:

Remuneration multipliers

Chairman of the Supervisory Board	● ● ●
Vice Chairman of the Supervisory Board	● ●
Committee Chairs ¹	● ●
Committee members ¹	● ½
Supervisory Board members	●

¹ At least two meetings/resolutions of the committee in the financial year in question

If a member of the Supervisory Board holds multiple offices at once as (vice) Chair of the Supervisory Board/member or Chair or a committee, in accordance with Sec. 13 para. 2 sentence 4 of the articles of association, he or she receives remuneration for one office only, namely the office with the highest remuneration if the offices are differently remunerated.

Supervisory Board members who belonged to the Supervisory Board for only part of the financial year receive one-twelfth of the remuneration for each month commenced. Supervisory Board members who depart and are appointed within a month receive only one-twelfth of the annual remuneration for this month. This applies accordingly to memberships in a committee, the chairmanship or vice chairmanship of the Supervisory Board or chairmanship of a committee.

In financial year 2021/22, the remuneration system for the Supervisory Board was applied in all aspects as set out in Sec. 13 of the company's articles of association. The following table shows the remuneration granted and owed to current and former Supervisory Board members for financial year 2021/22, including the relative share under Sec. 162 AktG. Since there is no variable remuneration for the Supervisory Board, remuneration comprises exclusively the fixed remuneration in accordance with the articles of association.

Remuneration granted and owed to members of the Supervisory Board in financial year 2021/22

€ thousand	Additional functions	Fixed remuneration ¹
Thomas Dannenfeldt	Chairman of the Supervisory Board, Chairman of the Presidential Committee, Chairman of the Nomination Committee (until 09/02/2022, member since then)	210
Sylvia Woelke	Vice Chairwoman of the Supervisory Board, Vice Chairwoman of the Audit Committee, member of the Presidential Committee and member of the Mediation Committee	140
Katrin Adt	Member of the Presidential Committee (since 09/02/2022)	93
Wolfgang Baur		70
Kirsten Joachim Breuer		70
Karin Dohm	Chairwoman of the Audit Committee	140
Daniela Eckardt		70
Sabine Eckhardt	Chairwoman of the Nomination Committee (since 09/02/2022)	117
Thomas Fernkorn (Supervisory Board member since 08/10/2022)		70
Dr Florian Funck	Member of the Audit Committee	105
Ludwig Glosser	Member of the Audit Committee and member of the Mediation Committee	105
Julia Goldin (Supervisory Board member until 09/02/2022)		29
Doreen Huber (Supervisory Board member since 09/02/2022)		47
Jürgen Kellerhals (Supervisory Board member since 09/02/2022)		47
Stefanie Nutzenberger		70
Claudia Plath	Member of the Audit Committee, member of the Nomination Committee (until 09/02/2022) and member of the Mediation Committee	105
Jens Ploog	Member of the Presidential Committee	105
Dr Lasse Pütz		70
Erich Schuhmacher (Supervisory Board member since 01/07/2022)		18
Dr Fredy Raas (Supervisory Board member until 30/06/2022)		53
Jürgen Schulz	Member of the Audit Committee	105
Regine Stachelhaus (Supervisory Board member until 09/02/2022)	Member of the Presidential Committee and member of the Nomination Committee	44
Christoph Vilanek	Member of the Nomination Committee (since 09/02/2022)	93

¹ Fixed remuneration represents a relative share of 100 per cent of remuneration for members of the Supervisory Board.

Comparison

The following table illustrates the annual change in the company's earnings, remuneration granted and owed to current and former Management Board and Supervisory Board members and average remuneration of full-time equivalents over the last five financial years.

For the development of Management Board and Supervisory Board remuneration, remuneration granted and owed is taken into account as shown above under "Remuneration granted and owed to members of the Management Board" and "Remuneration of Supervisory Board members".

As in the vertical remuneration comparison conducted by the Supervisory Board, the group of employees included covers all employees of the MediaMarktSaturn Retail Group in Germany and CECONOMY AG. As part of the comparison, average employee remuneration takes account of target remuneration at the end of the financial year on a full-time basis (including employer contribution to social security and supplemental benefits).

Earnings performance is shown using the company's net income under commercial law, adjusted EBIT and Group sales.

Comparison in accordance with Sec. 162 para. 1 sentence 2 no. 2 AktG

	2017/18		2018/19		2019/20		2020/21		2021/22
		In % ¹		In % ¹		In % ¹		In % ¹	
Earnings performance (€ million)									
Adjusted EBIT	419	-3.8	403	-41.4	236	0.4	237	-16.9	197
Sales	21,418	0.2	21,455	-2.9	20,831	2.5	21,361	1.9	21,768
Net income CECONOMY AG under HGB	-59	10.2	-53	-71.7	-91	194.5	86	-14.0	74
Average annual remuneration of full-time equivalents in Germany (€ thousand)									
	46.5	1.3	47.1	1.3	47.7	1.9	48.6	4.9	51.0
Members of the Management Board (€ thousand)									
Dr Karsten Wildberger (since 01/08/2021)	-	-	-	-	-	-	2,754	-39.8	1,658
Florian Wieser (since 01/05/2021)	-	-	-	-	-	-	340	126.5	770
Former members of the Management Board (€ thousand)									
Dr Bernhard Düttmann (until 31/07/2021)	-	-	-	-	2,030	-28.8	1,446	-95.9	59
Other former members of the Management Board ²	2,716	1.9	2,767	8.1	2,990	1.0	3,019	1.8	3,072
Members of the Supervisory Board (€ thousand)									
Thomas Dannenfeldt	-	-	-	-	-	-	150	40.0	210
Sylvia Woelke	113	6.2	120	12.5	135	13.3	153	-8.5	140
Katrin Adt	-	-	-	-	-	-	-	-	93
Wolfgang Baur	47	70.2	80	-7.5	74	4.1	77	-9.1	70
Kirsten Joachim Breuer	47	70.2	80	-7.5	74	4.1	77	-9.1	70
Karin Dohm	143	11.9	160	-7.5	148	3.4	153	-8.5	140
Daniela Eckardt	80	0.0	80	-7.5	74	4.1	77	-9.1	70
Sabine Eckhardt	-	-	-	-	-	-	77	51.9	117
Thomas Fernkorn (from 08/10/2021)	-	-	-	-	-	-	-	-	70
Dr Florian Funck	120	0.0	120	-7.5	111	3.6	115	-8.7	105
Ludwig Glosser	93	29.0	120	-7.5	111	3.6	115	-8.7	105
Julia Goldin (until 09/02/2022)	80	0.0	80	-7.5	74	4.1	77	-62.3	29
Doreen Huber (from 09/02/2022)	-	-	-	-	-	-	-	-	47
Jürgen Kellerhals (from 09/02/2022)	-	-	-	-	-	-	-	-	47
Stefanie Nutzenberger	-	-	7	957.1	74	4.1	77	-9.1	70
Claudia Plath	53	88.7	100	11.0	111	3.6	115	-8.7	105
Jens Ploog	60	100.0	120	-7.5	111	3.6	115	-8.7	105
Dr Lasse Pütz	-	-	-	-	-	-	-	-	70
Erich Schuhmacher (from 01/07/2022)	-	-	-	-	-	-	-	-	18
Dr Fredy Raas (until 30/06/2022)	80	0.0	80	-7.5	74	4.1	77	-31.2	53
Jürgen Schulz	140	14.3	160	-33.1	107	-28.0	77	36.4	105
Regine Stachelhaus (until 09/02/2022)	120	0.0	120	-7.5	111	3.6	115	-61.7	44
Christoph Vilanek	-	-	33	124.2	74	4.1	77	20.8	93

¹ Change compared to previous financial year

² Management Board members who left office more than ten years ago.

As per the CECONOMY AG General Meeting's resolution dated 17 February 2021, the basic amount for joining the Supervisory Board was reduced from €80,000 to €70,000 with effect from 1 June 2021. Other changes to Supervisory Board member remuneration in the individual annual comparisons – some of which are very significant – are the result not of changes to remuneration levels but of various individual factors (such as longer membership periods compared to the previous year or changes to committee activities or the vice chair of the Supervisory Board).

Deviations from the remuneration system

The section below provides information on deviations from the Management Board remuneration system in the reporting period, including an explanation of why the deviations were necessary and disclosure of the specific aspects of the remuneration system that were deviated from.

Deviation due to the Management Board contract of Dr Bernhard Düttmann

Dr Bernhard Düttmann was initially appointed as a member of the Management Board and Chief Executive Officer temporarily until 16 October 2020 as a stand-in for a missing member of the Management Board in accordance with Sec. 105 para. 2 AktG. Effective 17 October 2020, the Supervisory Board again appointed Dr Düttmann as a member of the Management Board and Chief Executive Officer. The employment contract signed with Dr Düttmann with a term from 17 October 2020 until 16 October 2021 deviates from the remuneration system in that it does not contain any regulations on participation in CECONOMY AG's post-employment benefit plan. This deviation was already included in the previous Management Board contract with Dr Düttmann and was disclosed to the General Meeting for its resolution on 17 February 2021 on the 2020 remuneration system. In addition, the Management Board contract concluded with Dr Düttmann with effect from 17 October 2020 established that, if Dr Düttmann's position as a member of the company's Management Board were to be terminated prematurely, his Management Board contract would automatically end after a period of six months or on 16 October 2021 at the latest. Dr Düttmann handed the roles of Chief Executive Officer and Labour Director to Dr Wildberger as of 1 August 2021 and was available in a supporting function on request until his contract expired on 16 October 2021. This is a deviation from the remuneration system, according to which the term of Management Board contracts is always to be linked to the duration of the respective member's appointment to the Management Board. However, the Supervisory Board believes that these deviations are necessary in the interests of the long-term wellbeing of the company, as appointing Dr Düttmann provided (and continued to provide) an experienced, qualified Chief Executive Officer for the interim period.

Deviation due to the Management Board contract of Dr Karsten Wildberger

As reported in the previous year, Dr Karsten Wildberger's Management Board contract includes the provision of tax consulting services on ongoing tax matters in connection with Dr Wildberger's previous activities, which was utilized in the reporting period at a level of around €2.7 thousand. There has therefore been a deviation from the conclusive list of supplemental benefits according to the remuneration system. This benefit is part of the remuneration package agreed with Dr Wildberger. When concluding the Management Board contract with Dr Wildberger, the Supervisory Board determined that the deviation from the remuneration system as a result of the remuneration package agreed with Dr Wildberger was necessary in the long-term interests of the company in order to appoint Dr Wildberger, an exceptionally suitable candidate, to the position of Chief Executive Officer at short notice.

Termination benefits

In September 2022, the Supervisory Board passed a resolution on the mutual termination of Mr Florian Wieser's Management Board contract as of 31 December 2022. In this context, a termination agreement was signed with Mr Florian Wieser that complies in full with the remuneration system approved by the General Meeting (see section below "Remuneration system for the Management Board / Regulations for the termination of Management Board service"). The termination agreement includes a one-time severance payment of €450,000 for contractual entitlements that would have arisen over the remaining term. The severance payment is payable on 31 December 2022. Short-term performance-based remuneration (STI) for the financial year 2021/22 and for the first three months of financial year 2022/23 is paid pursuant to the contractual regulations on the basis of the agreed targets and on the due dates set out in the contract. Mr Florian Wieser's entitlements from the long-term performance-based remuneration (LTI) until 31 December 2022 are also calculated according to the original targets agreed and at the respective due dates.

This remuneration report was prepared jointly by the Management Board and Supervisory Board in compliance with all provisions of Sec. 162 AktG.

6/13 December 2022



Thomas Dannenfeldt
Chairman of the Supervisory Board



Dr Karsten Wildberger
Chief Executive Officer and Labour Director

INDEPENDENT AUDITOR'S REPORT

TO CECONOMY AG, DÜSSELDORF

Report on the audit of the Remuneration Report

We have audited the attached remuneration report of CECONOMY AG, Düsseldorf, for the financial year from 1 October 2021 to 30 September 2022, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of Management and the Supervisory Board

The management and the Supervisory Board of CECONOMY AG are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, on the basis of the knowledge obtained in the examination, the remuneration report for the financial year from 1 October 2021 to 30 September 2022, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

Other Matter – Formal Examination of the Remuneration Report

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by Section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

Limitation of liability

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to CECONOMY AG, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Essen, 13 December 2022

KPMG AG
Wirtschaftsprüfungsgesellschaft

Dr Kathryn Ackermann
Wirtschaftsprüferin
[German Public Auditor]

Rainer Rupprecht
Wirtschaftsprüfer
[German Public Auditor]

FURTHER DETAILS AND INFORMATION

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of the calling of the General Meeting, the capital stock of CECONOMY AG is divided into 485,221,084 ordinary bearer shares. One ordinary share confers one vote. At the time of the calling of the General Meeting, the Company does not hold any treasury shares. The total number of voting rights at the time of the calling of the General Meeting thus amounts to 485,221,084.

GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF SHAREHOLDERS AND THEIR PROXIES

Pursuant to § 26n (1) of the Introductory Act to the Stock Corporation Act (EAGktG), the Management Board of the Company decided, with the consent of the Supervisory Board, to hold the 2023 Annual General Meeting of the Company without the physical presence of the shareholders or their proxies (with the exception of the proxies nominated by the Company). Physical attendance at the venue of the General Meeting of shareholders or their proxies (with the exception of the proxies nominated by the Company) is therefore excluded.

We therefore ask the shareholders and their proxies to take particular notice of the following information regarding registration for the virtual General Meeting, the exercise of voting rights and the other shareholder rights.

For duly registered shareholders or their proxies, the access-protected InvestorPortal is expected to be open from Wednesday, 1 February 2023 at the Internet address

www.ceconomy.de/general-meeting

and it is also available to them on the day of the General Meeting and for its full duration.

The Annual General Meeting will be broadcast live in full (audio and video) via the InvestorPortal from 10:00 a.m. CET on 22 February 2023. Shareholders and their proxies can find the necessary access data for the InvestorPortal in the confirmation of registration, which will be sent to them after proper registration and provision of proper proof of share ownership.

PARTICIPATION IN THE VIRTUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

Pursuant to § 16 of the Articles of Association, only those shareholders are entitled to participate in the virtual general meeting and to exercise the voting right who have registered with the Company in time and have provided proof of their entitlement.

Voting can only be carried out by shareholders or their proxies by means of electronic absentee vote or by authorising and instructing the proxies nominated by the Company (see "VOTING BY ELECTRONIC ABSENTEE VOTE" and "PROXY VOTING").

The registration must be received by CECONOMY AG no later than Wednesday, 15 February 2023, 24:00 CET, in text form and in the German or English language, at

CECONOMY AG
c/o DZ BANK AG
represented by dwpbank
– DPHVG –
Landsberger Str. 187
80687 Munich

or by fax at: +49 (0) 69 5099 1110
or by e-mail at: hv-eintrittskarten@dwpbank.de

Pursuant to § 16 (2) of the Company's Articles of Association, proof of entitlement to participate in the General Meeting and to exercise voting rights requires proof of share ownership in text form from the last intermediary pursuant to § 67c (3) German Stock Corporation Act (i.e. the institution which maintains securities accounts for the shareholder). The proof of share ownership must relate to the beginning of the 21st day prior to the General Meeting ("Record Date") – in this case Wednesday, 1 February 2023, 00:00 CET – and be received by CECONOMY AG no later than Wednesday, 15 February 2023, 24:00 CET, at

CECONOMY AG
c/o DZ BANK AG
represented by dwpbank
– DPHVG –
Landsberger Str. 187
80687 Munich

or by fax at: +49 (0) 69 5099 1110
or by e-mail at: hv-eintrittskarten@dwpbank.de

In relation to the Company, only such person who has provided proof of eligibility will be regarded as a shareholder for the purposes of participation in the General Meeting and the exercising of voting rights.

The right to participate in the virtual General Meeting and the extent of the right to vote are determined based on the shareholder's share ownership on the Record Date. However, the Record Date does not constitute a restriction for dispositions in respect of shares; in particular, shares may be acquired and disposed of regardless of the Record Date. Even in the event of the complete or partial disposal of the shares after the Record Date, only the shareholding of the shareholder as of the Record Date is relevant with regard to participation and the extent of the voting rights, which means that disposals of shares occurring after the Record Date have no effect on the entitlement to participate and the extent of the voting rights. The same applies with regard to acquisitions of shares after the Record Date.

After receipt of the registration and proof of share ownership, the confirmation of registration for the virtual General Meeting will be sent to the shareholders entitled to participate or their proxies. The respective confirmation of registration contains, among other things, the necessary access data for the InvestorPortal on the Company's website, via which the virtual General Meeting is broadcast and via which the voting right and other shareholder rights can be exercised. Together with the confirmation of registration, forms for the authorisation of third parties and the authorisation of proxies nominated by the Company will also be sent. In order to ensure that the confirmation of registration is received in good time, we kindly ask shareholders to ensure that the registration and proof are sent in good time, if necessary via their depositary institutions (last intermediaries).

VIDEO AND AUDIO BROADCAST OF THE VIRTUAL GENERAL MEETING

For all duly registered shareholders of the Company or their proxies, the entire General Meeting on 22 February 2023, starting at 10:00 a.m. CET, will be broadcast live (audio and video) on the InvestorPortal, accessible via the access-protected InvestorPortal on the Company's website at

www.ceconomy.de/general-meeting

The access data required for access to the InvestorPortal will be sent to the shareholders duly registered for the virtual General Meeting or their proxies together with the confirmation of registration.

VOTING BY ELECTRONIC ABSENTEE VOTE

Shareholders or their proxies can exercise their voting rights by means of electronic absentee vote exclusively via the access-protected InvestorPortal. For this purpose, a timely registration of the shareholder for the General Meeting and a proper provision of the proof of share ownership of the shareholder in accordance with the provisions described above (see "PARTICIPATION IN THE VIRTUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS") are required.

For the casting of electronic absentee votes or, respectively, for their revocation or changes thereto, shareholders duly registered for the virtual General Meeting and their proxies are expected to be able to use from Wednesday, 1 February 2023, the InvestorPortal on the Company's website at

www.ceconomy.de/general-meeting

Shareholders or their proxies can find the necessary access data for the InvestorPortal in the confirmation of registration, which will be sent to them after timely registration and provision of proper proof of share ownership (see "PARTICIPATION IN THE VIRTUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS").

Voting by electronic absentee vote, including revocation or change of a vote cast via the InvestorPortal, will be possible on the day of the General Meeting until the end of the voting period, but at least until 11:30 a.m. CET. The end of the voting period will be set by the chairman of the General Meeting at a time after the end of the answering of questions, but not before 11:30 a.m. CET, and will be announced in the video and audio broadcast.

Further details on voting by electronic absentee vote will be sent out together with the confirmation of registration after proper registration for the virtual General Meeting.

PROXY VOTING

Authorisation of a third party

Shareholders may also have their voting right exercised by a proxy – e.g. an intermediary, a shareholders' association, a proxy advisor or any other third party. Also in case of an authorisation of proxies, a timely registration of the shareholder for the General Meeting and a proper provision of the proof of share ownership of the shareholder in accordance with the provisions described above (see "PARTICIPATION IN THE VIRTUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS") are required. Proxies, too, can only exercise the voting right in the General Meeting by means of electronic absentee vote or by granting (sub-)powers of attorney, in particular to the proxies nominated by the Company.

In order for a proxy to be able to follow the virtual General Meeting via the InvestorPortal and to conduct an electronic absentee vote or grant (sub-)powers of attorney electronically via the InvestorPortal, such proxy requires the shareholder's access data for the InvestorPortal. If the proxy is granted at the same time as registration for the virtual General Meeting, the access data will be sent directly to the proxy. Otherwise, the shareholder is required to pass on the access data to the proxy.

The granting of the power of attorney, its revocation and the proof of authorisation vis-à-vis the Company must be made in text form or may alternatively be made via the InvestorPortal on the Company's website. Proxy forms will be sent to the shareholders together with the confirmation of registration for the virtual General Meeting and are available for download on the Company's website at

www.ceconomy.de/general-meeting

If powers of attorney to exercise voting rights are issued in accordance with § 135 of the German Stock Corporation Act (granting of powers of attorney to intermediaries, shareholders' associations, voting consultants or persons acting in a commercial manner), the special statutory provisions of § 135 of the German Stock Corporation Act apply, which require, among other things, that the declaration of power of attorney be verifiably recorded by the proxy. In this respect, exceptions from the general text form requirement may therefore apply. We therefore ask shareholders in these cases to coordinate on the form of the power of attorney with the proxy.

Authorisation of the proxies nominated by the Company

Shareholders may also authorise proxies nominated by the Company to exercise their voting rights. In this case, too, a timely registration of the shareholder for the General Meeting and a proper provision of the proof of share ownership of the shareholder in accordance with the provisions described above (see "PARTICIPATION IN THE VIRTUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS") are required.

The proxies nominated by the Company will exercise the voting right only on the basis of express and unambiguous instructions. Therefore, the shareholders have to issue express and unambiguous instructions in respect of the items of the Agenda with regard to which they wish the voting right to be exercised. The proxies nominated by the Company are obliged to vote in accordance with the instructions given to them. To the extent that no express and unambiguous instruction was given, the proxies nominated by the Company will refrain from voting with regard to the respective subject matter of the ballot. The proxies nominated by the Company do not accept any instructions to submit a request to address the General Meeting, to record objections to General Meeting resolutions or to ask questions or table motions.

The relevant forms will be sent to the shareholders together with the confirmation of registration for the virtual General Meeting and are available for download on the Company's website at

www.ceconomy.de/general-meeting

Alternatively, the authorisation of a proxy nominated by the Company and its revocation as well as the issuance and amendment of instructions vis-à-vis the proxies of the Company may be made via the InvestorPortal on the website of the Company.

Access to the InvestorPortal requires the access data sent together with the confirmation of registration (see "PARTICIPATION IN THE VIRTUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS"). More detailed information regarding the authorisation and the granting of instructions through the InvestorPortal are available on the Internet at

www.ceconomy.de/general-meeting

Submission of powers of attorney and instructions and proof of authorisation

The power of attorney to the proxies nominated by the Company or to a third party can be granted or revoked

- on the day of the General Meeting until the end of the voting period, at least until 11:30 a.m. CET,

via the InvestorPortal on the Company's website at

www.ceconomy.de/general-meeting

This also serves as proof of the authorisation.

Alternatively, a power of attorney can be issued to the proxies nominated by the Company or to third parties in text form and proof of the authorisation can be submitted to the Company

- until Tuesday, 21 February 2023, 12:00 CET, at

CECONOMY AG
c/o Computershare Operations Center
80249 Munich

or

by fax to: +49 (0) 89 30903-74675
or by e-mail at: anmeldestelle@computershare.de

In each case, receipt by the Company will be relevant.

Additional information on the exercise of voting rights

If voting rights are exercised by absentee voting or proxies and, if applicable, instructions are issued in due time by several means (letter, e-mail, fax, electronically via the InvestorPortal or pursuant to § 67c (1) and (2) sent. 3 German Stock Corporation Act in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation ((EU) 2018/1212)), these will be considered in the following order regardless of the time of receipt: 1. electronically via the InvestorPortal, 2. pursuant to § 67c (1) and (2) sent. 3 German Stock Corporation Act in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation ((EU) 2018/1212), 3. by e-mail, 4. by fax, 5. by letter and 6. other means specified in the invitation.

If more than one absentee vote or proxy authorisation and instructions are received in due time by the same means of transmission, the declaration received last will be binding. A later vote as such will not be deemed to be a revocation of a previous vote. The last revocation, received in due time, of a declaration will be decisive.

Should declarations with more than one form of voting right exercise be received through the same channel, the following will apply: Absentee votes will have priority over the granting of proxy and, if applicable, instructions to the proxies nominated by the Company and the latter will have priority over the granting of proxy and instructions to an intermediary, a shareholders' association, a proxy advisor pursuant to § 134a German Stock Corporation Act as well as a person with equivalent status pursuant to § 135 (8) German Stock Corporation Act.

Should an individual vote be held on an Agenda Item instead of a collective vote, without this having been communicated in advance of the General Meeting, the absentee vote or instruction given on this Agenda Item will apply accordingly to each item of the individual vote.

Further information on voting (in accordance with Table 3 of Implementing Regulation (EU) 2018/1212)

Shareholders and their proxies have the option of exercising their voting rights by absentee vote or by authorising the proxies nominated by the Company as set out in more detail above. Under Agenda Item 1, no proposal for a resolution is made and therefore no vote is scheduled (for explanation, see there). The scheduled votes on Agenda Items 2 to 6 and 8 to 9 are binding votes, the one on Agenda Item 7 is of an advisory nature. With regard to the proposed resolution on Agenda Item 7, it should be noted that the resolution of the General Meeting on the 2021/22 Remuneration Report pursuant to § 120a (4) sent. 2 in conjunction with paragraph (1) sent. 2 and 3 German Stock Corporation Act, even in case of non-approval, creates neither rights nor obligations and cannot be challenged. Shareholders may vote "yes" (in favour), "no" (against) or abstain from voting on all resolutions.

RIGHTS OF SHAREHOLDERS
PURSUANT TO §§ 118a, 122 (2), 126 (1), 127, 130a, 131
GERMAN STOCK CORPORATION ACT

Motions to supplement the Agenda pursuant to § 122 (2) German Stock Corporation Act

Shareholders whose shares, in aggregate, represent 5 per cent of the capital stock or a proportionate amount of 500,000 euros – this is the equivalent of at least 195,583 no-par value shares –, may request that items be placed on the Agenda and published. Such request must be made in writing or in electronic form pursuant to § 126a German Civil Code (which means with a qualified electronic signature) to the Management Board of the Company and has to be received by the Company no later than Sunday, 22 January 2023, 24:00 CET. Such requests may solely be addressed to:

Vorstand der CECONOMY AG
Corporate Office & Corporate Law
Kaistraße 3
40221 Düsseldorf

or in electronic form, i.e. by using a qualified electronic signature (§ 126a German Civil Code), by e-mail to: hv2023@ceconomy.de

Motions to supplement the Agenda that are addressed differently will not be considered. Any new item for the agenda must be accompanied by a statement of reasons or a resolution proposal. Shareholders presenting such a motion shall furnish evidence that they have been holder(s) of such shares for not less than 90 days prior to the date of receipt of the request and that they will hold the shares until a decision on the motion by the Management Board. In calculating this minimum holding period, § 70 German Stock Corporation Act is to be observed. The motion is to be signed by all shareholders whose shares, in aggregate, represent the required quorum, or by their duly appointed representatives. The publication and communication of motions to supplement the Agenda are made in the same way as the calling of the meeting.

Counter-motions and election nominations from shareholders pursuant to §§ 126 (1) and 127 German Stock Corporation Act

Prior to the General Meeting, shareholders are given the opportunity to submit counter-motions to proposals of the Management Board and/or the Supervisory Board on certain Agenda items (§ 126 (1) German Stock Corporation Act) as well as election nominations for the elections provided for in the Agenda (§ 127 German Stock Corporation Act).

Counter-motions and election nominations must be submitted by Tuesday, 7 February 2023, 24:00 CET, at the latest, addressed exclusively to

CECONOMY AG
Corporate Office & Corporate Law
Kaistraße 3
40221 Düsseldorf

or by fax to: +49 (0)211 5408-7005
or by e-mail to: hv2023@ceconomy.de

Counter-motions or election nominations that are addressed differently will be disregarded.

Counter-motions or election nominations received in due time and form at the above contact details will be made accessible without delay at the internet address

www.ceconomy.de/general-meeting

including the name of the shareholder submitting the motion and the reasons therefor, and will be deemed to have been submitted at the time of their being made accessible. Any responses from the management will also be made accessible on the above website. Shareholders are requested to provide proof of their status as shareholders already at the time of submitting their motion or election nomination. As a general rule, counter-motions or election nominations that have been made accessible will be put to the vote. However, the Company reserves the right not to put the respective motion or election nomination to a vote pursuant to §§ 126 (4) sent. 3, 127 sent. 1 German Stock Corporation Act if the shareholder making the motion or submitting the election nomination is not properly legitimised or has not properly registered for the General Meeting.

Counter-motions and election nominations as well as the reasons for counter-motions do not have to be made accessible if the requirements of § 126 (2) German Stock Corporation Act are fulfilled. In addition, the Management Board is further not obliged to make an election nomination accessible, if the nomination does not contain the name, practised profession and place of residence of the proposed candidate and, in the event of a nomination of Supervisory Board members, does not contain information about their membership in other supervisory boards which are to be established pursuant to statutory law.

Shareholders or their proxies who are connected to the General Meeting also have the right to submit motions and election nominations in the meeting by means of video communication within the scope of their right to speak (see in detail below "Right to speak").

Submission of position statements

Pursuant to § 130a (1) to (4) German Stock Corporation Act, shareholders who have duly registered for the General Meeting or their proxies have the right to submit position statements on the items on the Agenda in text form or in video format by way of electronic communication via the access-protected InvestorPortal. The InvestorPortal is available at

www.ceconomy.de/general-meeting

Position statements in text form must be submitted as a file in PDF format and must not exceed 10,000 characters (including spaces). Position statements in video format must not exceed a duration of five minutes and a file size of 1 GB. Furthermore, only such position statements in video format are permitted in which the shareholder or his/her proxy appears in person. By submitting a position statement, the shareholder or his/her proxy agrees that the statement will be made available on the access-protected InvestorPortal with the name of the shareholder or proxy. The position statements must be submitted no later than five days prior to the General Meeting, i.e. no later than Thursday, 16 February 2023, 24:00 CET. Unless, in exceptional cases, disclosure may be waived pursuant to § 130a (3) sent. 4 German Stock Corporation Act, submitted position statements will be made available on the access-protected InvestorPortal no later than four days prior to the General Meeting, i.e. no later than Friday, 17 February 2023, 24:00 hours CET.

In contrast, with regard to questions and objections as well as counter-motions and election nominations, the relevant procedure described separately in this convening notice will apply. It should be noted that questions, objections, counter-motions or election nominations contained in a position statement but not submitted as described in this convening notice will be disregarded.

Right to speak

Shareholders duly registered for the General Meeting or their proxies who are electronically connected to the General Meeting have the right to speak at the General Meeting by means of video communication. From the

beginning of the General Meeting onwards, via the access-protected InvestorPortal, which can be accessed at the Internet address

www.ceconomy.de/general-meeting

the functions for a request to speak and for submitting motions will be activated, by means of which the shareholders or their proxies can register their speaking contribution or motion. The right to speak also includes, in particular, the right to submit motions and election nominations pursuant to § 118a (1) sent. 2 no. 3 German Stock Corporation Act and to exercise the right to information existing at the General Meeting (as described below under "Right to information").

Shareholders or their proxies require internet access and an appropriate device (e.g. laptop, PC, smartphone or tablet with camera and microphone) for electronic connection by way of video communication. The technical requirements for electronic connection to the General Meeting are described in detail in the InvestorPortal.

Persons who have registered via the InvestorPortal for a speaking contribution or a motion will be activated for making their speaking contribution or submitting their motion in the access-protected InvestorPortal. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company at the meeting and prior to the speaking contribution or motion and to reject the latter if the functionality is not ensured.

Right to information

Pursuant to § 131 (1) German Stock Corporation Act, to the extent this is necessary for the appropriate assessment of the items on the Agenda, the Management Board is obliged upon request to provide to each shareholder information regarding the affairs of the Company. The obligation to provide information also extends to the Company's legal and business relations with any affiliated enterprises. In respect of this right to information, the Management Board has stipulated pursuant to § 131 (1a) German Stock Corporation Act that questions from duly registered shareholders or their proxies must be submitted by electronic communication no later than three days prior to the meeting, i.e. by Saturday, 18 February 2023, 24:00 hours CET.

Shareholders duly registered for the General Meeting or their proxies can submit their questions electronically via the InvestorPortal, accessible via the Company's website at

www.ceconomy.de/general-meeting

The submission of questions is expected to be possible via the InvestorPortal from Wednesday, 1 February 2023 to Saturday, 18 February 2023, 24:00 CET. Shareholders or their proxies can find the necessary access data for the InvestorPortal in the confirmation of registration, which will be sent to them after timely registration and provision of proper proof of share ownership.

The report of the Management Board or its essential content will be made available to shareholders on the Company's website no later than seven days prior to the General Meeting, i.e. by Tuesday, 14 February 2023, 24:00 CET.

Duly submitted questions and their answers will be made accessible no later than one day prior to the General Meeting, i.e. by Monday, 20 February 2023, 24:00 hours CET, on the Company's website at

www.ceconomy.de/general-meeting

and will remain accessible for the entire duration of the General Meeting. Questions and answers made available in this way will neither be read out at the General Meeting nor shown in the video transmission.

In addition, every shareholder who is electronically connected to the General Meeting will be granted the right to ask questions at the General Meeting on matters that have only arisen after the expiry of the aforementioned deadline for submitting questions. In addition, every shareholder who is electronically connected to the General Meeting will be granted the right to ask follow-up questions at the General Meeting by means of electronic communication regarding all answers given by the Management Board before and at the General Meeting. Other than that, the admission of questions that could have been asked within the time limit will be at the free discretion of the chairman of the meeting.

It is intended that the Chairman of the Supervisory Board, in his function as chairman of the meeting, will determine that the right to information may be exercised at the General Meeting exclusively by way of video communication, i.e. within the framework of the exercise of the right to speak. Pursuant to § 17 (3) of the Articles of Association of the Company, the Chairman of the Supervisory Board is also authorised to impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he has the right to set a time frame for the shareholders' right to ask questions and speak for the entire General Meeting, on individual items on the Agenda and for individual speakers.

Objection to resolutions of the virtual General Meeting

Shareholders or their proxies who are electronically connected to the General Meeting have the right to lodge an objection to resolutions of the General Meeting by way of electronic communication via the InvestorPortal, accessible via the Company's website at

www.ceconomy.de/general-meeting,

for the record of the notary public. Objections may be raised on Wednesday, 22 February 2023, from the beginning of the General Meeting until its close by the chairman of the meeting.

Further Explanations

Additional explanations with respect to shareholder rights pursuant to §§ 118a, 122 (2), 126 (1), 127, 130a, 131 German Stock Corporation Act can be found on the Company's website at

www.ceconomy.de/general-meeting

Gender-neutral language

For the sole purpose of better readability, this invitation to the 2023 Annual General Meeting does not use gender-specific language. All personal designations and terms are to be understood as being gender-neutral for the purposes of equal treatment.

REFERENCE TO THE COMPANY'S WEBSITE

The information pursuant to § 124a German Stock Corporation Act with respect to the 2023 Annual General Meeting can be found on the Company's website at

www.ceconomy.de/general-meeting

VOTING RESULTS

The voting results determined by the chairman of the General Meeting will be published within the period required by law on the Company's website at

www.ceconomy.de/general-meeting

Düsseldorf, January 2023

CECONOMY AG

THE MANAGEMENT BOARD

INFORMATION REGARDING DATA PROTECTION

Data controller

With this Information regarding Data Protection, CECONOMY AG, Kaistraße 3, 40221 Düsseldorf, Germany, as controller pursuant to Article 4 No. 7 Regulation (EU) 2016/679 (General Data Protection Regulation – “GDPR”) provides information regarding the processing of personal data of the shareholders and their proxies as well as their rights in this respect under the GDPR, the German Federal Data Protection Act (*Bundesdatenschutzgesetz*) and the German Stock Corporation Act (*Aktiengesetz*) in connection with the preparation, holding and follow-up of the General Meeting of CECONOMY AG as a virtual general meeting without the physical presence of the shareholders and their proxies.

Personal data processed and their origin

CECONOMY AG processes personal data of the shareholders and, if applicable, of their proxies (e.g. last name and first name, address, e-mail address, telephone number, number of shares, class of shares, type of share possession, access data for the InvestorPortal, granting of proxies).

Where shareholders or their proxies contact CECONOMY AG, those personal data are also processed which were communicated in the context of the request and which are necessary to answer the request (e.g. contact data, such as e-mail address or telephone number). If necessary, CECONOMY AG also processes information on motions, questions, objections, election nominations and other requests from shareholders or their proxies.

If CECONOMY AG has not received this data directly from the shareholder or proxy concerned, they will be provided by the respective financial or credit institutions acting on behalf of the shareholder.

The virtual General Meeting of CECONOMY AG will be broadcast on the Internet via the InvestorPortal for all duly registered shareholders of the Company or their proxies. Shareholders are able to exercise their shareholder rights via the InvestorPortal. For this, further personal data such as IP addresses will be processed. For details in this regard, please refer to the data protection information linked in the InvestorPortal.

Purpose and legal bases of the data processing

The processing of personal data is necessary for the preparation, holding and participation in the virtual General Meeting of CECONOMY AG, the exercise of shareholders' rights before and during the General Meeting (e.g. right to information, voting by electronic absentee vote, right to submit motions), the fulfilment of legal requirements associated with the virtual General Meeting (e.g. documentation of voting results), for communication with shareholders and proxies admitted to the General Meeting.

The legal basis for the processing is Article 6 (1) sent. 1 point c) GDPR in conjunction with §§ 118 et seqq. German Stock Corporation Act, as well as other legal obligations from stock corporation, tax and commercial law.

In addition, CECONOMY AG processes personal data to protect its legitimate interests, such as the preparation, holding and orderly conduct of the virtual General Meeting, the processing of questions submitted prior to and posed in the General Meeting and/or objections to resolutions of the General Meeting lodged in the virtual General Meeting.

Within the scope of answering the questions submitted in advance, CECONOMY AG will publish the name of the shareholder and/or his/her proxy, provided that they have consented to the publication of their names in accordance with Article 6 (1) point a) GDPR. In addition, CECONOMY AG processes image and video material of the shareholder and/or his/her proxy if use has been made of the right to speak at the General Meeting or of the opportunity to comment on the Agenda in advance by means of a video message and consent has been granted in each case in accordance with Article 6 (1) point a) GDPR.

Recipients of personal data

CECONOMY AG uses external service providers within the EU (such as general meeting service providers, IT service providers, banks, notaries public or lawyers) for parts of the preparation and conduct of the General Meeting. Where the service providers commissioned by CECONOMY AG for the purpose of conducting the General Meeting act as processors, they process the personal data of the shareholders and their proxies exclusively according to the instructions and with the responsibility of CECONOMY AG and only to the extent this is necessary for the performance of the commissioned service. CECONOMY AG may be obliged to transmit personal data to further recipients who process the personal data under their own responsibility (Article 4 point 7 DSGVO), in particular to public bodies such as the competent supervisory authority.

All employees of CECONOMY AG who have access to personal data in order to fulfil their tasks and the employees of the commissioned service providers who have access to and/or process the shareholders' personal data are obliged to treat such data confidentially.

In addition, personal data of shareholders or proxies participating in the virtual General Meeting (including audio and video recordings) can be viewed by other shareholders and proxies within the framework of the applicable statutory provisions.

Storage duration

CECONOMY AG processes the personal data for the duration of the virtual General Meeting and related (subsequent) activities and deletes the personal data of shareholders in accordance with applicable statutory regulations, in particular if the personal data is no longer necessary for the original purposes of collection or processing, the data is no longer required in connection with any proceedings in or out of court or administrative proceedings (e.g. actions for defects in resolutions) and no statutory storage and documentation obligations (e.g. in accordance with the German Stock Corporation Act, the German Commercial Code or the German Tax Code) exist.

Data subjects' rights under the GDPR

Shareholders and their proxies have the right

- to obtain information about their personal data processed (Article 15 GDPR),
- to request the rectification of inaccurate data or the completion of incomplete data (Article 16 GDPR),
- subject to applicable statutory requirements, to request the erasure of their personal data (Article 17 GDPR),
- subject to applicable statutory requirements, to request the restriction of processing (Article 18 GDPR),
- to receive their personal data they have provided to CECONOMY AG in a structured, commonly used and machine-readable format or to request their transfer to another controller (Article 20 GDPR), and
- to revoke the consent they have granted in accordance with Article 7 (3) GDPR with effect for the future.

Shareholders or their proxies may object to the processing of their personal data pursuant to Article 21 GDPR if it is processed on the basis of legitimate interests. In the event of an objection being lodged, CECONOMY AG will no longer process the personal data concerned, unless compelling legitimate grounds can be demonstrated for the processing which override the interests, rights and freedoms, or the processing serves the assertion, exercise or defence of legal claims.

Right to lodge a complaint

Shareholders and their proxies also have a right to lodge a complaint with the supervisory authorities (Article 77 GDPR). The competent supervisory authority for CECONOMY AG is:

Die Landesbeauftragte für Datenschutz und Informationsfreiheit Nordrhein-Westfalen
(State Commissioner for Data Protection and Freedom of Information North Rhine-Westphalia)
Kavalleriestraße 2–4
40213 Düsseldorf, Germany
Phone: 0211/38424-0
Fax: 0211/38424-999
E-mail: poststelle@ldi.nrw.de

Contact details of the data protection officer

Shareholders and proxies may reach the data protection officer of CECONOMY AG at

CECONOMY AG
Data protection officer
Kaistraße 3
40221 Düsseldorf, Germany
E-mail: datenschutz@ceconomy.de

HOTLINE FOR THE ANNUAL GENERAL MEETING OF CECONOMY AG

If you have any technical questions about the InvestorPortal or about connecting to the virtual General Meeting, the employees of our AGM service provider will be happy to assist you before and during the General Meeting at the following telephone number:

Phone: +49 (0)89 30903-6330

The hotline for technical questions will be available from Wednesday, 1 February 2023, on workdays from Monday to Friday, in each case from 9:00 a.m. to 5:00 p.m. CET, and on the day of the General Meeting, Wednesday, 22 February 2023, from 9:00 a.m. CET.

If you have technical questions before the start of the virtual General Meeting, you can also contact our general meeting service provider by e-mail at

investorportal@computershare.de

For general questions regarding the virtual General Meeting, the hotline for the Annual General Meeting of CECONOMY AG will be available from Wednesday, 25 January 2023, at

Phone: +49 (0)800 -0008471

on workdays from Monday to Friday between 10:00 a.m. and 4:00 p.m. CET.



PUBLISHER

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40221 Düsseldorf

www.ceconomy.de