
INVITATION TO THE SEPARATE MEETING OF THE HOLDERS OF PREFERENCE SHARES

ON 12 APRIL 2022

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

Details for preference share DE0007257537

A. Specification of the message

1. Separate virtual meeting of the holders of preference shares of CECONOMY AG
In the format of Implementation Regulation 2018/1212: 981d954ba290ec11812b005056888925
2. Convening of the separate meeting of holders of preference shares

B. Specification of the issuer

1. ISIN Preference share: DE0007257537
2. Name of issuer: CECONOMY AG

C. Specification of the separate meeting of the holders of preference shares

1. Date of the meeting: 12/04/2022
2. Time of the meeting: Following the Extraordinary General Meeting of CECONOMY AG, but no earlier than 4:00 p.m. CEST (2:00 p.m. UTC). The start of the meeting may be delayed depending on the duration of the preceding General Meeting.
3. Type of meeting: Separate virtual meeting of the holders of preference shares without the physical presence of the shareholders or their proxies
4. Location of the meeting: <https://www.ceconomy.de/general-meeting>
Location of the meeting within the meaning of the German Stock Corporation Act:
Congress Center Düsseldorf, CCD Süd,
Stockumer Kirchstraße 61, 40474 Düsseldorf, Germany
5. Record Date: 22/03/2022, 0:00 a.m. CET (beginning of the 21st day prior to the meeting)
(21/03/2022; 11:00 p.m. UTC)
6. Website for the meeting (URL): <https://www.ceconomy.de/general-meeting>

CECONOMY AG

DÜSSELDORF

GERMAN SECURITIES ID PREFERENCE SHARE 725 753

ISIN PREFERENCE SHARE DE 000 725 753 7

We hereby invite our holders of preference shares to the **separate meeting of the holders of preference shares of CECONOMY AG**, which will be held on **Tuesday, 12 April 2022**, following the **Extraordinary General Meeting of our Company**, **but no earlier than 4:00 p.m. CEST**. The start of this separate meeting of holders of preference shares may be delayed depending on the duration of the preceding General Meeting.

On the basis of § 138 sent. 2 German Stock Corporation Act in conjunction with Article 2 § 1 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law ("**COVID-19 Act**"), the separate meeting of the holders of preference shares will be held, in accordance with the resolution of the Management Board of 25 November 2021 and the approval of the Supervisory Board of 13 December 2021, as a

Virtual Meeting

without the physical presence of the holders of preference shares and their proxies (for further details, please refer to the "Further information and instructions" section).

The entire meeting will be broadcast for duly registered holders of preference shares 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 venue for the broadcast of the meeting and, thus, the location of the separate meeting of the holders of preference shares for the purposes of the German Stock Corporation Act is the Congress Center Düsseldorf, CCD South, Stockumer Kirchstraße 61, 40474 Düsseldorf.

The holders of preference shares and their proxies (with the exception of the proxies nominated by the Company) have no right or opportunity to be present at the venue of the meeting.

AGENDA

Special resolution of the holders of preference shares on the approval of the resolution of the Extraordinary General Meeting of 12 April 2022 on the conversion of the non-voting preference shares into ordinary shares with voting rights by cancelling the preferential right to profits and by making corresponding amendments to the Articles of Association

The capital stock of CECONOMY AG currently amounts to EUR 918,845,410.90 – subject to the capital increase against contribution in kind in accordance with Agenda Item 2 No. 1 of the Extraordinary General Meeting of 12 April 2022 becoming effective – and is divided into 356,743,118 ordinary shares with voting rights and 2,677,966 non-voting preference shares. The shares are made out to the bearer. It is intended to convert all non-voting preference shares of the Company into ordinary bearer shares with voting rights, including a cancellation of the preferential right to profits, with the consequence that CECONOMY AG will then only have one class of shares.

Agenda Item 4 of the Extraordinary General Meeting of the Company to be held on 12 April 2022 provides for the adoption of a resolution on the above conversion of the preference shares, the cancellation of the preferential right to profits of the preference shares and an amendment of the relevant provisions of the Articles of Association in § 4 (2), (3), (4) and (5), § 16 (1) sent. 1, § 18 (4) and § 21. This resolution of the Extraordinary General Meeting requires approval by special resolution of the holders of preference shares at a separate meeting.

Management Board and Supervisory Board therefore propose to resolve as follows:

The holders of preference shares, at a separate meeting and by special resolution, grant their approval to the following resolution passed under Agenda Item 4 at the Extraordinary General Meeting of the Company held on 12 April 2022:

- a) The non-voting preference shares are converted into ordinary bearer shares with voting rights, with a cancellation of the preferential right to profits provided for in §§ 4 (4), 21 of the Articles of Association.
- b) The Articles of Association are amended as follows:
 - aa) § 4 (2) and (3) of the Articles of Association are amended and newly adopted as follows:
 - “(2) The capital stock is divided into 359,421,084 ordinary shares.
 - (3) The ordinary shares are made out to the bearer.”

If the capital increase against contribution in kind proposed under Agenda Item 2 No. 1 of the Extraordinary General Meeting on 12 April 2022 becomes effective prior to the conversion of the preference shares into ordinary shares, § 4 (2) of the Articles of Association is amended and newly adopted as follows:

- “(2) The capital stock is divided into 485,221,084 ordinary shares.”
- bb) § 4 (4) and (5) of the Articles of Association are each deleted without replacement and remain unused for the time being.
- cc) § 16 (1) sent. 1 of the Articles of Association is amended and newly adopted as follows:
 - “Holders of ordinary shares are entitled to participate in the meeting and to exercise their voting rights if they have registered for the meeting in advance.”
- dd) § 18 (4) is deleted without replacement.
- ee) § 21 of the Articles of Association is amended and newly adopted as follows:
 - “The General Meeting shall resolve on the appropriation of the balance sheet profits resulting from the approved annual financial statements.”

Report of the Management Board to the separate meeting of holders of preference shares and, at the same time, report of the Management Board to the Extraordinary General Meeting of CECONOMY AG on 12 April 2022 on Agenda Item 4 (Conversion of the non-voting preference shares into ordinary shares with voting rights by cancelling the preferential right to profits and by making corresponding amendments to the Articles of Association)

Under Agenda Item 4 of the Extraordinary General Meeting of 12 April 2022, the Management Board and the Supervisory Board propose to convert the non-voting preference shares into ordinary shares with voting rights by cancelling the preferential right to profits and by making corresponding amendments to the Articles of Association. In addition, the Management Board and the Supervisory Board propose that the resolution of the General Meeting to convert the preference shares into ordinary shares by way of a special resolution of the holders of ordinary shares be approved. Furthermore, the required consent of the holders of preference shares to the conversion of the preference shares into ordinary shares is to be obtained by way of a special resolution at a separate meeting of the holders of preference shares also to be held on 12 April 2022 following the General Meeting.

The Management Board submits the following written report in respect of the above proposed resolutions to the Extraordinary General Meeting of the Company convened for 12 April 2022 and to the separate meeting of the holders of preference shares convened for the same date:

1. Current share and capital structure of CECONOMY AG

The capital stock of CECONOMY AG currently amounts to EUR 918,845,410.90 – subject to the capital increase against contribution in kind in accordance with Agenda Item 2 No. 1 of the Extraordinary General Meeting of 12 April 2022 becoming effective – and is divided into 356,743,118 ordinary shares with voting rights and 2,677,966 non-voting preference shares. The preference shares thus account for 0.75% of all shares issued by the Company.

Both the preference shares and the ordinary shares of CECONOMY AG are admitted to trading on the regulated market of the Düsseldorf Stock Exchange and the Frankfurt Stock Exchange, with a simultaneous admission to the sub-segment of the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (Prime Standard) and are traded under ISIN DE0007257503 (ordinary shares) and ISIN DE0007257537 (preference shares). The ordinary shares of CECONOMY AG are also included in the German share index SDAX.

Pursuant to § 4 (4) of the Articles of Association, the preference shares carry a preferential right to profits, the details of which are set out in § 21 of the Articles of Association. According to this provision, the holders of preference shares will receive an advance dividend of EUR 0.17 per preference share, payable in arrears, from the annual balance sheet profits and – after payment of a dividend of EUR 0.17 per ordinary share to the holders of ordinary shares – an additional dividend of EUR 0.06 per preference share, which does not have to be paid in arrears. Except as otherwise provided by mandatory law, the preference shares do not confer voting rights.

In the view of the Management Board, the current higher price of the preference shares compared to the ordinary shares – and, in particular, the higher price up to the date of publication of the ad hoc announcement of 5 November 2021 regarding, among other things, the possible conversion of the preference shares – is primarily due to the narrow market, the dividends to be paid in arrears and, possibly, also the increased activity of shareholders trading preference shares in order to be able to react to a possible future adoption of the resolution.

2. Future share and capital structure of CECONOMY AG

The conversion of the non-voting preference shares into ordinary shares with voting rights does not change the amount of the capital stock of the Company. It will continue to amount to EUR 918,845,410.90 – subject to the capital increase against contributions in kind pursuant to Agenda Item 2 No. 1 of the Extraordinary General Meeting on 12 April 2022 becoming effective. However, the share capital will – subject to the capital increase against contribution in kind pursuant to Agenda Item 2 No. 1 of the Extraordinary General Meeting on 12 April 2022 becoming effective – in future consist of 359,421,084 ordinary shares with voting rights.

As a result of the conversion, the preferential share in the profits attributable to the preference shares will no longer apply, meaning that each share will convey the same entitlement to profits. To compensate for the loss of the preferential right to profits, the former holders of preference shares will be granted voting rights at the General Meeting following the conversion of their shares into ordinary shares. Each share of the Company will then have the same voting right of one vote per share. All shareholders will therefore in future be subject to the legal provisions applicable to shareholders with voting shares in listed companies; this includes, in particular, the notification obligations applicable under §§ 33 et seqq. of the German Securities Trading Act (*Wertpapierhandelsgesetz*).

3. Procedure for the conversion of preference shares into ordinary shares

The conversion of the non-voting preference shares into ordinary shares with voting rights is effected by cancellation of the preferential right to profits conveyed by the preference shares by way of an amendment to the Articles of Association. As a result, the rights attaching to the preference shares will be adjusted to those attaching to the ordinary shares and the class of the preference shares will be cancelled in its entirety. In contrast, there will be no exchange of shares. Instead, the rights attached to the preference shares will be adjusted to the effect that the preferential right to profits will be replaced by the right to vote. The respective proportionate interest of each shareholder held in the capital stock of the Company remains unchanged.

The conversion of the non-voting preference shares into ordinary shares with voting rights requires a resolution of the General Meeting cancelling the preference and amending the Articles of Association, which pursuant to § 179 (2) sent. 2 German Stock Corporation Act in conjunction with § 19 of the Articles of Association of CECONOMY AG must be adopted by a simple majority of the votes cast and of the capital stock represented at the time the resolution is adopted. This resolution is to be adopted by the Extraordinary General Meeting on 12 April 2022 under Agenda Item 4.1.

Furthermore, as a precautionary measure, the holders of ordinary shares are to be asked to approve the resolution of the General Meeting by way of a special resolution pursuant to § 179 (3) German Stock Corporation Act. Pursuant to § 179 (2) sent. 2 and (3) sent. 3 German Stock Corporation Act in conjunction with § 19 of the Articles of Association of CECONOMY AG, this special resolution also requires a simple majority of the votes cast as well as of the capital stock represented at the time the resolution is adopted and is to be adopted by the Extraordinary General Meeting on 12 April 2022 under Agenda Item 4.2.

Pursuant to § 141 (1) and (3) sent. 1 German Stock Corporation Act, the resolution on the conversion of the preference shares into ordinary shares also requires the approval of the holders of preference shares, who will decide on this by way of a special resolution at a separate meeting of the holders of preference shares also to be held on 12 April 2022 following the Extraordinary General Meeting. Pursuant to § 141 (3) sent. 2 German Stock Corporation Act, this special resolution of the holders of preference shares requires a majority of at least three quarters of the votes cast.

If the necessary resolutions are adopted, the amendment to the Articles of Association will be filed with the commercial register. Upon registration of the amendment to the Articles of Association in the commercial register (§ 181 (3) German Stock Corporation Act), the amendment will become effective, the rights attaching to the shares held by the holders of preference shares will be adjusted to those attaching to the ordinary shares, and the special class of preference shares previously existing will be cancelled (§ 141 (4) German Stock Corporation Act).

4. Effects of the conversion of the preference shares into ordinary shares on the stock market listing

Currently, both the preference shares and the ordinary shares of CECONOMY AG are admitted to trading on the regulated market of the Düsseldorf Stock Exchange and the Frankfurt Stock Exchange, with a simultaneous admission to the sub-segment of the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (Prime Standard) and are traded under ISIN DE0007257503 (ordinary shares) and ISIN DE0007257537 (preference shares).

As a consequence of the conversion into ordinary shares, the previous stock exchange admissions of the preference shares will expire. However, it is intended to obtain instead the admission of the ordinary shares resulting from the conversion to trading on the regulated market of the Düsseldorf Stock Exchange and the

Frankfurt Stock Exchange with simultaneous admission to the sub-segment of the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (Prime Standard).

The conversion of the preference shares into ordinary shares is effected under company law upon registration of the resolution of the General Meeting on the conversion and the related amendments to the Articles of Association in the commercial register (§ 181 (3) German Stock Corporation Act). The custodian banks will convert their customers' holdings of preference shares to ordinary shares immediately after the amendments to the Articles of Association have been entered in the commercial register. The shareholders themselves do not have to take any action. There are no separate costs associated with the conversion for the shareholders. The new ordinary shares resulting from the conversion of the preference shares are to be admitted to trading on the stock exchange in the same way as the existing ordinary shares under the securities identification number (ISIN DE0007257503) applicable to the ordinary shares.

CECONOMY AG has no influence on the exact timing of the entry in the commercial register and the corresponding actions of the stock exchanges and the custodian banks. However, it is intended to facilitate as smooth a conversion process as possible in close coordination with the securities exchanges, on the one hand, and the competent commercial register, on the other. A temporary interruption of the stock exchange trading of the existing preference shares prior to the admission of the ordinary shares is to be avoided, if possible. The Company will announce the intended exact date of the conversion in the Company's publications and by public announcement.

5. Advantages of the conversion of the preference shares into ordinary shares

The conversion of the preference shares into ordinary shares is in the interest of the Company and its shareholders. It leads to a standardisation of the rights attaching to the shares of CECONOMY AG and thus to a simplification and higher transparency of the capital structure. As a result of the conversion, all shares of the Company will convey the same rights, in particular voting rights, and will therefore also participate to the same extent in the balance sheet profits of the Company.

The standardisation and simplification resulting from the conversion will create an increased level of transparency that can make an investment in the Company more attractive. At the same time, the reduction to only one class of shares is in line with the internationally recognised and widespread corporate governance principle according to which each share also entitles the holder to exercise one vote ("*one share – one vote*"). In addition, the amalgamation of the share classes will lead to a reduction in the Company's administrative expenses and to a simplification of the reporting system.

It should be noted in this context that the preference shares in CECONOMY AG represent only 0.75% of all shares issued by the Company. As a separate form of investment with higher dividend rights, they are therefore of little significance due to the lack of liquidity.

The aforementioned advantages of the conversion of the preference shares into ordinary shares are not offset by any significant disadvantages. While the conversion is initially associated with one-off costs for the Company, the Company expects that the conversion will have an overall cost-reducing effect in the future.

The shareholders benefit from the aforementioned advantages of the conversion. There will be no significant disadvantages for the shareholders. Although the holders of preference shares give up the preferential right to profits associated with the preference share, they receive the right to vote at the General Meeting as compensation. Although the existing ordinary shareholders will experience a reduction in their proportionate share of voting rights, they will benefit from the discontinuation of the preferential right to profits of the preference share, as all shareholders of the Company will participate equally and uniformly in the profits of the Company.

In considering the conversion of the preference shares into ordinary shares, the Management Board also took into account the development of the price difference between the preference share and the ordinary share, in particular up to the date of publication of the ad hoc announcement of 5 November 2021 regarding, among other things, the possible conversion of the preference shares. Also from this point of view, the Management Board is of the opinion that the proposed conversion is appropriate in view of the related benefits for the Company and its shareholders.

Since no material disadvantages are associated with the conversion, the Management Board is convinced, and the Supervisory Board shares this conviction, that there are no doubts as to the objective justification of the proposed measure. The Management Board therefore recommends – in agreement with the Supervisory Board – that the holders of ordinary shares and the holders of preference shares grant the necessary approvals to the proposed uniform standardisation of the classes of shares.

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 359,421,084 no-par value shares. Of these, 356,743,118 are ordinary shares, which do not carry voting rights at the separate meeting of holders of preference shares, and 2,677,966 are preference shares, which carry 2,677,966 votes at the separate meeting of holders of preference shares. Each preference share grants one vote in this separate meeting. Only holders of preference shares are entitled to attend and vote at the separate meeting of holders of preference shares.

MEETING WITHOUT PHYSICAL PRESENCE OF SHAREHOLDERS AND THEIR PROXIES

The Management Board of the Company has decided, in accordance with § 138 sent. 2 German Stock Corporation Act in conjunction with Article 2 § 1 (1), (2) COVID-19 Act, to hold the separate meeting of the holders of preference shares as a virtual meeting without the physical presence of the holders of preference shares or their proxies (with the exception of the proxies nominated by the Company). The Supervisory Board of the Company has approved this resolution of the Management Board in accordance with § 138 sent. 2 German Stock Corporation Act in conjunction with Article 2 § 1 (1), (2) and (6) COVID-19 Act. Physical attendance of the holders of preference shares or their proxies (with the exception of the proxies nominated by the Company) is therefore excluded.

We therefore ask the holders of preference shares and their proxies to take particular notice of the following information regarding registration for the separate meeting of the holders of preference shares, the exercise of voting rights and the other shareholder rights.

The holding of the separate meeting of the holders of preference shares as a virtual meeting in accordance with the COVID-19 Act will lead, in particular, to the following modifications regarding the procedures of the meeting and the rights of the holders of preference shares:

- The separate meeting of the holders of preference shares will be broadcast live in full (audio and video) for all holders of preference shares duly registered for the meeting or their proxies via the InvestorPortal on the Internet (see "AUDIO AND VIDEO BROADCAST OF THE VIRTUAL MEETING").
- All duly registered holders of preference shares or their proxies may exercise their voting rights by means of electronic absentee voting as well as by granting power of attorney to the proxies nominated by the Company (see "VOTING BY ELECTRONIC ABSENTEE VOTE" and "PROXY VOTING").
- Holders of preference shares duly registered for the separate meeting of the holders of preference shares or their proxies will be given the opportunity to ask questions by electronic communication (see "RIGHT OF THE HOLDERS OF PREFERENCE SHARES TO ASK QUESTIONS PURSUANT TO § 138 SENT. 2 GERMAN STOCK CORPORATION ACT IN CONJUNCTION WITH ARTICLE 2 § 1 (2) SENT. 1 NO. 3 AND SENT. 2 COVID-19 ACT").
- Holders of preference shares duly registered for the meeting or their proxies who have submitted questions in due time prior to the meeting will be given the possibility during the meeting to submit follow-up questions by electronic communication (see "VOLUNTARY POSSIBILITY FOR FOLLOW-UP QUESTIONS DURING THE VIRTUAL MEETING").
- Holders of preference shares duly registered for the meeting or their proxies will be given the opportunity to comment on the agenda by means of video messages (see "SUBMITTING VIDEO MESSAGES VIA THE INVESTORPORTAL").
- Holders of preference shares or their proxies who have exercised their voting rights may lodge an objection to resolutions of the meeting via the InvestorPortal while the separate meeting of the holders of preference shares is being held (see "OBJECTION TO RESOLUTIONS OF THE SEPARATE MEETING OF THE HOLDERS OF PREFERENCE

SHARES PURSUANT TO § 138 SENT. 2 GERMAN STOCK CORPORATION ACT IN CONJUNCTION WITH ARTICLE 2 § 1 (2) SENT. 1 NO. 4 COVID-19 ACT”).

For duly registered holders of preference shares or their proxies, the InvestorPortal is open from **Tuesday, 22 March 2022** at the Internet address

www.ceconomy.de/general-meeting

and it is also available to them on the day of the separate meeting of the holders of preference shares and for its full duration. There they can also exercise their voting rights by electronic absentee vote and issue powers of attorney and instructions to the proxies nominated by the Company on the day of the meeting until the end of the voting. In addition, they may lodge an objection to a resolution of the meeting there from the beginning to the end of the separate meeting of the holders of preference shares. The holders of preference shares or 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.

With regard to the exercise of the right to ask questions, the Management Board of the Company has decided, with the consent of the Supervisory Board, that questions must be submitted by electronic communication no later than one day before the separate meeting of the holders of preference shares (see “RIGHT OF THE HOLDERS OF PREFERENCE SHARES TO ASK QUESTIONS PURSUANT TO § 138 SENT. 2 GERMAN STOCK CORPORATION ACT IN CONJUNCTION WITH ARTICLE 2 § 1 (2) SENT. 1 NO. 3 AND SENT. 2 COVID-19 ACT”).

PARTICIPATION IN THE SEPARATE VIRTUAL MEETING OF THE HOLDERS OF PREFERENCE SHARES AND EXERCISE OF VOTING RIGHTS

Pursuant to § 16 of the Articles of Association, only those holders of preference shares who have registered with the Company in time and have provided proof of their entitlement are entitled to participate in the separate virtual meeting of the holders of preference shares and to exercise the voting right. Holders of ordinary shares have neither the right to attend nor the right to vote at the separate meeting of the holders of preference shares.

Please note that the holders of preference shares and their proxies (with the exception of the proxies nominated by the Company) have no right or opportunity to be present at the venue of the separate meeting of the holders of preference shares. Voting can only be carried out by holders of preference shares 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 **Tuesday, 5 April 2022, 24:00 CEST**, 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 separate meeting of the holders of preference shares 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 separate meeting of the holders of preference shares ("**Record Date**") – in this case **Tuesday, 22 March 2022, 00:00 CET** – and be received by CECONOMY AG no later than **Tuesday, 5 April 2022, 24:00 CEST**, 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 holder of preference shares for the purposes of participation in the separate meeting of the holders of preference shares and the exercising of voting rights.

The right to participate in the separate virtual meeting of the holders of preference shares and the extent of the right to vote are determined based on the share ownership of the holder of preference shares on the Record Date. The Record Date does not constitute a restriction for dispositions in respect of preference shares; in particular, preference shares may be acquired and disposed of regardless of the Record Date. Even in the event of the complete or partial disposal of the preference shares after the Record Date, only the shareholding of the holder of preference shares as of the Record Date is relevant with regard to participation and the extent of the voting rights, which means that disposals of preference 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 separate virtual meeting of the holders of preference shares will be sent to the holders of preference shares 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 separate virtual meeting of the holders of preference shares 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 depository institutions (last intermediaries).

VIDEO AND AUDIO TRANSMISSION OF THE SEPARATE VIRTUAL MEETING OF THE HOLDERS OF PREFERENCE SHARES

For all duly registered shareholders of the Company or their proxies, the entire separate meeting of the holders of preference shares on **Tuesday, 12 April 2022** will be broadcast live (audio and video) following the Extraordinary General Meeting of CECONOMY AG, but no earlier than 4:00 p.m. CEST, on the InvestorPortal, accessible via the access-protected InvestorPortal on the Company's website at

www.ceconomy.de/general-meeting

The start of the broadcast may be delayed depending on the duration of the preceding Extraordinary General Meeting. The access data required for access to the InvestorPortal will be sent to the holders of preference shares duly registered for the separate virtual meeting of the holders of preference shares or their proxies together with the confirmation of registration.

VOTING BY ELECTRONIC ABSENTEE VOTE

Holders of preference shares or their proxies can exercise their voting rights by means of a so-called absentee vote via electronic communication, or electronic absentee vote, via the access-protected InvestorPortal.

In order to exercise the voting right by electronic absentee vote, a timely registration of the holder of preference shares for the separate meeting of the holders of preference shares and provision of proper proof of share ownership of the holder of preference shares in accordance with the provisions described above (cf. "PARTICIPATION IN THE SEPARATE VIRTUAL MEETING OF THE HOLDERS OF PREFERENCE SHARES AND EXERCISE OF VOTING RIGHTS") are required.

For the casting of electronic absentee votes or, respectively, for their revocation or changes thereto, from **Tuesday, 22 March 2022**, holders of preference shares duly registered for the separate virtual meeting of the holders of preference shares or their proxies can use the InvestorPortal on the Company's website at

www.ceconomy.de/general-meeting

Holders of preference shares 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 SEPARATE VIRTUAL MEETING OF THE HOLDERS OF PREFERENCE SHARES AND EXERCISE OF VOTING RIGHTS").

Voting by electronic absentee vote, including revocation or change of a vote cast via the InvestorPortal, is possible until the end of the voting period, but at least until 4:30 p.m. CEST. The end of the voting period will be set by the chairman of the meeting at a time after the end of the answering of questions, but not before 4:30 p.m. CEST, 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 separate virtual meeting of the holders of preference shares. The relevant information can also be reviewed on the Company's website at

www.ceconomy.de/general-meeting

ELECTRONIC CONFIRMATION OF THE CASTING OF VOTES

Holders of preference shares or their proxies who exercise voting rights by electronic absentee vote will receive an electronic confirmation from the Company that their voting rights have been exercised electronically in accordance with the requirements of § 138 sent. 2 German Stock Corporation Act in conjunction with § 118 (1) sent. 3 to 5 German Stock Corporation Act in conjunction with Article 7 (1), Article 9 (5) subpara. 1 of Implementing Regulation (EU) 2018/1212. This confirmation will be made available to the holder of preference shares or, in the case of proxy voting, to the proxy in the Company's InvestorPortal directly after the electronic absentee vote has been cast.

If the vote is not cast by the holder of preference shares himself/herself, but by an intermediary within the meaning of § 67a (4) German Stock Corporation Act by means of electronic absentee voting, the intermediary must promptly transmit the electronic confirmation of the electronic exercise of the voting right to the shareholder in accordance with § 138 sent. 2 in conjunction with § 118 (1) sent. 4 German Stock Corporation Act.

The Company reserves the right to use a third party to transmit the electronic confirmation of the casting of votes.

PROOF OF VOTE COUNTING

Pursuant to § 138 sent. 2 German Stock Corporation Act in conjunction with § 129 (5) sent. 1 German Stock Corporation Act, holders of preference shares or their proxies may request confirmation from the Company within one month of the separate meeting of the holders of preference shares, i.e. until **Thursday, 12 May 2022, 24:00 CEST**, as to whether and how the votes cast have been counted. The request can be made in the InvestorPortal timely after the close of the separate meeting of the holders of preference shares until **Thursday, 12 May 2022, 24:00 CET**. Alternatively, a form for the request is available on the Company's website at

www.ceconomy.de/general-meeting

and may also be requested at the following address:

CECONOMY AG
Corporate Office & Corporate Law
Kaistraße 3
40221 Düsseldorf

or by fax at: +49 (0)211 5408-7005

or by e-mail at: hv2022@ceconomy.de

The completed form for requesting confirmation of the counting of votes can be sent until **Thursday, 12 May 2022, 24:00 CEST**, to the above address, fax number or e-mail address. In each case, receipt by the Company will be relevant.

In this case, the Company or a third party commissioned by the Company to transmit the confirmation will provide the holder of preference shares or his or her proxy with a confirmation in accordance with the requirements of § 138 sent. 2 German Stock Corporation Act in conjunction with § 129 (5) sent. 2 German Stock Corporation Act in conjunction with Article 7 (2) of Implementing Regulation (EU) 2018/1212 within the fifteen-day period pursuant to Article 9 (5) subpara. 2 of Implementing Regulation (EU) 2018/1212.

If the votes are not cast by the holder of preference shares himself/herself, but by an intermediary within the meaning of § 67a (4) German Stock Corporation Act and if such intermediary requests transmission of the aforementioned confirmation, the intermediary must promptly transmit this confirmation regarding the counting of the votes cast to the shareholder in accordance with § 138 sent. 2 German Stock Corporation Act in conjunction with § 129 (5) sent. 3 German Stock Corporation Act.

PROXY VOTING

Authorisation of a third party

Holders of preference shares 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 holder of preference shares for the separate meeting of the holders of preference shares and provision of proper proof of share ownership of the holder of preference shares in accordance with the provisions described above (cf. "PARTICIPATION IN THE SEPARATE VIRTUAL MEETING OF THE HOLDERS OF PREFERENCE SHARES AND EXERCISE OF VOTING RIGHTS") are required. Proxies, too, can only exercise the voting right in the separate meeting of the holders of preference shares 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 separate virtual meeting of the holders of preference shares via the InvestorPortal and to conduct an electronic absentee vote or grant (sub-)powers of attorney electronically via the InvestorPortal, such proxy requires the access data of the holder of preference shares for the InvestorPortal. If the proxy is granted at the same time as the registration for the separate virtual meeting of the holders of preference shares, the access data will be sent directly to the proxy. Otherwise, the holder of preference shares 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, unless a power of attorney is granted in accordance with § 138 sent. 2 German Stock Corporation

Act in conjunction with § 135 German Stock Corporation Act, or may alternatively be made via the InvestorPortal on the Company's website.

Proxy forms will be sent to the holders of preference shares together with the confirmation of registration for the separate virtual meeting of the holders of preference shares and are available on the Company's website at

www.ceconomy.de/general-meeting

In addition, proxy forms may also be requested at the following address:

CECONOMY AG
Corporate Office & Corporate Law
Kaistraße 3
40221 Düsseldorf

or by fax at: +49 (0)211 5408-7005
or by e-mail at: hv2022@ceconomy.de

If powers of attorney to exercise voting rights are issued in accordance with § 138 sent. 2 German Stock Corporation Act in conjunction with § 135 of the German Stock Corporation Act (granting of powers of attorney to intermediaries, shareholders' associations, proxy advisors or professional agents), the special statutory provisions of § 138 sent. 2 German Stock Corporation Act in conjunction with § 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 holders of preference shares in these cases to coordinate on the form of the power of attorney with the proxy.

Authorisation of the proxies nominated by the Company

Holders of preference shares may also authorise proxies nominated by the Company to exercise their voting rights. In this case, too, a timely registration of the holder of preference shares for the separate meeting of the holders of preference shares and provision of proper proof of share ownership of the holder of preference shares in accordance with the provisions described above (cf. "PARTICIPATION IN THE SEPARATE VIRTUAL MEETING OF THE HOLDERS OF PREFERENCE SHARES 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 holders of preference shares 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. In the event that individual ballots are conducted in respect of an item on the Agenda, an instruction must be issued in respect of each individual sub-item. 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 meeting, to record objections to resolutions adopted by the meeting or to ask questions or table motions.

The relevant forms will be sent to the holders of preference shares together with the confirmation of registration for the separate virtual meeting of the holders of preference shares and can also be requested at

CECONOMY AG
Corporate Office & Corporate Law
Kaistraße 3
40221 Düsseldorf

or by fax at: +49 (0)211 5408-7005
or by e-mail at: hv2022@ceconomy.de

or downloaded on the Internet at

www.ceconomy.de/general-meeting

Alternatively, the authorisation and its revocation can be made via the InvestorPortal on the Company's website.

Access to the InvestorPortal requires the access data sent together with the confirmation of registration (see "PARTICIPATION IN THE SEPARATE VIRTUAL MEETING OF THE HOLDERS OF PREFERENCE SHARES 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

- until the **end of the voting period**, at least until 4:30 p.m. CEST,

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 **Thursday, 7 April 2022, 12:00 p.m. CEST**, at

CECONOMY AG
c/o Computershare Operations Center
80249 Munich

or

- until **Monday, 11 April 2022, 12:00 p.m. CEST**,

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.

RIGHTS OF SHAREHOLDERS
PURSUANT TO § 138 SENT. 2, 3 GERMAN STOCK CORPORATION ACT
IN CONJUNCTION WITH §§ 122 (2), 126 (1) GERMAN STOCK CORPORATION ACT
AND ART. 2 § 1 (2) COVID-19 ACT

Motions to supplement the Agenda pursuant to § 138 sent. 2, 3 German Stock Corporation Act in conjunction with § 122 (2) German Stock Corporation Act

Shareholders, i.e. holders of ordinary and of preference shares, whose shares, in the aggregate, represent five per cent of the share capital 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. Pursuant to § 138 sent. 3 German Stock Corporation Act, the same right is also available to a minority of shareholders who are entitled to participate in the vote on the special resolution if their shares together represent one tenth of the shares from which the voting right may be exercised in the vote on the special resolution (in the present case, this corresponds to 267,797 preference shares). 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 **Saturday, 12 March 2022, 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 pursuant to § 126a German Civil Code by e-mail to: hv2022@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.

Motions by holders of preference shares pursuant to § 138 sent. 2 German Stock Corporation Act in conjunction with § 126 (1) German Stock Corporation Act

Pursuant to § 138 sent. 2 German Stock Corporation Act in conjunction with § 126 (1) German Stock Corporation Act, holders of preference shares are given the opportunity to submit counter-motions to proposals of the Management Board and/or Supervisory Board on certain Agenda items prior to the separate meeting of the holders of preference shares in accordance with the following explanations:

Motions pursuant to § 138 sent. 2 German Stock Corporation Act in conjunction with § 126 German Stock Corporation Act may be addressed solely 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: hv2022@ceconomy.de

Counter-motions that are addressed differently will not be considered.

Motions from holders of preference shares received no later than **Monday, 28 March 2022, 24:00 CEST**, at the above contact details and in due form, in particular accompanied by a stating of reasons, will be made accessible on the following website without undue delay

www.ceconomy.de/general-meeting

including the name of the holder of preference shares submitting the motion and the reasons therefor. Any responses from the management will also be made accessible on the above website.

The Company may refrain from publishing counter-motions and the reasons stated therefor if one of the exclusion requirements pursuant to § 126 (2) German Stock Corporation Act is met, e.g. if the counter-motion would result in a resolution of the meeting violating the law or the Articles of Association. The reasons stated for a counter-motion need not be made accessible if they exceed a total of 5,000 characters.

Holders of preference shares are requested to provide proof of their status as shareholders already at the time of sending their counter-motions.

Pursuant to Article 2 § 1 (2) sent. 3 COVID-19 Act, counter-motions to be made accessible in accordance with § 138 sent. 2 German Stock Corporation Act in conjunction with § 126 German Stock Corporation Act are deemed to have been put for a vote at the separate meeting of the holders of preference shares, provided that the holder of preference shares submitting the motion has provided due proof of his/her eligibility and has duly registered for the meeting.

Right of the holders of preference shares to ask questions pursuant to § 138 sent. 2 German Stock Corporation Act in conjunction with Article 2 § 1 (2) sent. 1 no. 3 and sent. 2 COVID-19 Act

Holders of preference shares duly registered for the separate meeting of the holders of preference shares or their proxies are granted a right to ask questions via electronic communication in accordance with § 138 sent. 2 German Stock Corporation Act in conjunction with Article 2 § 1 (2) sent. 1 no. 3 and sent. 2 COVID-19 Act. The Management Board has determined, with the consent of the Supervisory Board, that questions must be submitted no later than one day before the separate meeting of the holders of preference shares, i.e. by **Sunday, 10 April 2022, 24:00 CEST**, by electronic means of communication. In accordance with § 138 sent. 2 German Stock Corporation Act in conjunction with Article 2 § 1 (2) sent. 2 sub-clause 1 COVID-19 Act, the Management Board decides in its due and free discretion in which manner it answers the questions. Furthermore, the Management Board reserves the right to publish answers to questions in advance on the Company's website at www.ceconomy.de/general-meeting and in this case to refrain from answering them again during the separate meeting of the holders of preference shares.

In the context of answering questions, the Management Board reserves the right to state the names of the questioners, provided that the questioner has given his/her consent to being named.

Holders of preference shares duly registered for the separate meeting of the holders of preference shares or their proxies can submit their questions electronically via the InvestorPortal, accessible via the Company's website at

www.ceconomy.de/general-meeting

Questions may be submitted via the InvestorPortal from **Tuesday, 22 March 2022**, to **Sunday, 10 April 2022, 24:00 CEST**. The holders of preference shares 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.

Voluntary possibility for follow-up questions during the virtual meeting

In addition to the above-described submission of questions to fulfill the statutory shareholders' right to ask questions pursuant to Article 2 § 1 (2) sent. 1 no. 3 and sent. 2 COVID-19 Act, the Company is providing on a voluntary basis an additional possibility to submit follow-up questions under the following prerequisites during the virtual separate meeting of the holders of preference shares: Holders of preference shares respectively their proxies who satisfy the prerequisites for participation in the virtual separate meeting of the holders of preference shares and have submitted questions in due time prior to the virtual separate meeting of the holders of preference shares have the possibility to submit during the virtual separate meeting of the holders of preference shares a maximum of one follow-up question

on each of the answers given by the administration to each of their questions submitted in due time. The subject matter of corresponding follow-up questions must relate to the originally submitted questions and can be transmitted to the Company during the virtual separate meeting of the holders of preference shares exclusively via the InvestorPortal, accessible via the Company's website at:

www.ceconomy.de/general-meeting

Follow-up questions submitted in any other manner will not be considered. The beginning and end of the time period in which this possibility for follow-up questions during the separate meeting of the holders of preference shares is activated in the InvestorPortal is determined by the chairman of the separate meeting of the holders of preference shares. There is no legal claim to an answer for such follow-up questions submitted during the separate meeting of the holders of preference shares. The Management Board will decide in its dutiful, free discretion whether and how it answers such follow-up questions transmitted during the separate meeting of the holders of preference shares. In particular, it may appropriately limit the number of follow-up questions to be answered in the interest of a reasonable time frame for the separate meeting of the holders of preference shares, combine follow-up questions and their answers and make an appropriate selection from among the transmitted follow-up questions for the response in the interest of other shareholders. The chairman of the separate meeting of the holders of preference shares may reasonably limit the time allowed for answering the follow-up questions as a whole or for individual follow-up questions.

This voluntarily established additional possibility for follow-up questions during the separate meeting of the holders of preference shares does not establish any right to submit questions or request information. This possibility especially does not involve any right to information under § 131 (1) German Stock Corporation Act. This possibility is expressly also not part of the right to submit questions established under Article 2 § 1 (2) sent. 1 no. 3 and sent. 2 COVID-19 Act which only exists for questions which are received by the Company within the above-mentioned time period prior to the separate meeting of the holders of preference shares.

Submitting video messages via the InvestorPortal

Where a separate meeting of the holders of preference shares is held as a virtual meeting without the physical presence of shareholders or their proxies, they do not have the opportunity to comment on the agenda at the separate meeting of the holders of preference shares. The Management Board has therefore decided, with the approval of the Supervisory Board, to give shareholders or their proxies the opportunity – going beyond the requirements of the COVID 19 Act – to comment on the agenda by means of video messages.

Holders of preference shares duly registered for the separate meeting of the holders of preference shares or their proxies can submit their video messages electronically, stating their name, via the InvestorPortal, accessible via the Company's website at:

www.ceconomy.de/general-meeting

Video messages may be submitted via the InvestorPortal from **Tuesday, 22 March 2022 to Tuesday, 5 April 2022, 24:00 CEST**. The duration of such video message should not exceed three minutes. Furthermore, only such video messages are permitted in which the shareholder or his/her proxy appears in person.

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.

It is generally intended to publish the submitted video messages, disclosing the name of the submitting holder of preference shares or proxy, on the InvestorPortal, accessible via the Company's website, prior to the separate meeting of the holders of preference shares. The Company also reserves the right to show submitted video messages during the separate meeting of the holders of preference shares. Further, it is pointed out that there is no legal claim to the publication of a video message. The Company reserves the right, in particular, not to publish video messages with insulting, discriminatory, criminally relevant or obviously false or misleading content, as well as those without any reference to the agenda or in a language other than German. This also applies to video messages longer than three minutes or those that do not meet the technical requirements, as well as those video messages that have not been submitted by the aforementioned deadline. Only one video message will be published per holder of preference shares or proxy.

The video messages are intended to give holders of preference shares or their proxies an opportunity to comment. In contrast, with regard to questions as well as counter-motions and election proposals, the procedure described above applies. It should be noted that questions, counter-motions or election proposals contained in a video message but not submitted as described above will be disregarded.

Objection to resolutions of the separate meeting of the holders of preference shares pursuant to § 138 sent. 2 German Stock Corporation Act in conjunction with Article 2 § 1 (2) sent. 1 no. 4 COVID-19 Act

Holders of preference shares who have exercised their voting rights (in person or by proxy) can declare only by means of electronic communication via the InvestorPortal, accessible via the Company's website at

www.ceconomy.de/general-meeting

an objection to resolutions of the separate meeting of the holders of preference shares pursuant to § 138 sent. 2 German Stock Corporation Act in conjunction with § 245 no. 1 German Stock Corporation Act in conjunction with Article 2 § 1 (2) sent. 1 no. 4 COVID-19 Act. Objections may be raised on **Tuesday, 12 April 2022** from the beginning of the separate meeting of the holders of preference shares until its close by the chairman of the Meeting.

Further Explanations

Additional explanations with respect to shareholder rights pursuant to § 138 sent. 2, 3 German Stock Corporation Act in conjunction with §§ 122 (2), 126 (1) German Stock Corporation Act and Article 2 § 1 (2) COVID-19 Act can be found on the Company's website at:

www.ceconomy.de/general-meeting

REFERENCE TO THE COMPANY'S WEBSITE

The information pursuant to § 138 sent. 2 German Stock Corporation Act in conjunction with § 124a German Stock Corporation Act with respect to the separate meeting of the holders of preference shares 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 separate meeting of the holders of preference shares will be published within the period required by law on the Company's website at

www.ceconomy.de/general-meeting

Düsseldorf, in February 2022

CECONOMY AG

THE MANAGEMENT BOARD

INFORMATION REGARDING DATA PROTECTION

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 holders of preference shares and their proxies as well as their rights in this respect under the GDPR, the German Federal Data Protection Act (*Bundesdatenschutzgesetz*), the German Stock Corporation Act (*Aktiengesetz*) and the COVID-19 Act in connection with the preparation, holding and follow-up of the separate meeting of the holders of preference shares of CECONOMY AG as a virtual meeting without the physical presence of the holders of preference shares and proxies. CECONOMY AG processes personal data of the holders of preference shares (e.g. last name and first name, address, e-mail address, telephone number, number of shares, type of shares, type of share possession and number of confirmation of registration) as well as personal data of the proxies, if applicable. The separate meeting of the holders of preference shares of CECONOMY AG is broadcast on the Internet via the InvestorPortal for all duly registered holders of preference shares of the Company or their proxies. Holders of preference shares are able to exercise their shareholder rights via the InvestorPortal. For this, further personal data such as IP addresses are processed.

The processing of personal data is legally mandatory for the holding of the separate meeting of the holders of preference shares and the participation in the separate meeting of the holders of preference shares of CECONOMY AG, the exercise of the rights of the holders of preference shares before and during the separate meeting of the holders of preference shares and the fulfilment of the legal requirements associated with the separate (virtual) meeting of the holders of preference shares. The legal basis for the processing is Article 6 (1) sent. 1 point c) GDPR in conjunction with § 138 sent. 2 German Stock Corporation Act in conjunction with §§ 118 et seqq. German Stock Corporation Act and the COVID-19 Act, in particular Article 2 § 1 (2) COVID-19 Act. In addition, CECONOMY AG processes personal data to protect its legitimate interests, such as the holding and orderly conduct of the separate meeting of the holders of preference shares, the processing of questions submitted and/or objections to resolutions of the meeting lodged in the separate meeting of the holders of preference shares. Within the scope of the right to ask questions, CECONOMY AG will disclose the name of the holder of preference shares and/or his/her proxy, provided that they have consented to the disclosure 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 opportunity to comment on the agenda by means of a video message and consent has been granted in accordance with Article 6 (1) point a) GDPR.

CECONOMY AG uses external service providers within the EU (such as AGM service providers, IT service providers, banks, notaries public or lawyers etc.) for parts of the preparation and conduct of the separate meeting of the holders of preference shares. As far as the service providers commissioned by CECONOMY AG for the purpose of conducting the separate meeting of the holders of preference shares act as processors, they process the personal data of the holders of preference shares exclusively according to the instructions of CECONOMY AG and only to the extent this is necessary for the performance of the commissioned service. All employees of CECONOMY AG who require 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 personal data of holders of preference shares are obliged to treat such data confidentially. In addition, personal data of holders of preference shares or proxies participating the separate meeting of the holders of preference shares can be viewed by other holders of preference shares and their proxies within the framework of the applicable statutory provisions.

CECONOMY AG processes the personal data for the duration of the separate meeting of the holders of preference shares and related (subsequent) activities, and deletes the personal data of holders of preference shares 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 administrative or court proceedings and there are no statutory retention and documentation obligations.

Subject to the applicable statutory requirements, holders of preference shares have the right to obtain information about their processed personal data (Article 15 GDPR) and to request the rectification (Article 16 GDPR) or erasure (Article 17 GDPR) of their personal data or the restriction of their processing (Article 18 GDPR). Holders of preference shares have the right to receive the personal data they have provided to CECONOMY AG in a structured, commonly used and machine-readable format (Article 20 GDPR). In addition, holders of preference shares have the right to revoke the consent they have granted in accordance with Article 7 (3) GDPR with effect for the future.

Holders of preference shares may object to the processing of their personal data pursuant to Article 21 GDPR if it is processed on the basis of legitimate interests. CECONOMY AG shall no longer process the personal data concerned in the event of the objection, unless compelling legitimate grounds for the processing can be demonstrated which override the interests, rights and freedoms, or if the processing serves the purpose of asserting, exercising or defending legal claims.

Holders of preference shares and their proxies may reach the data protection officer of CECONOMY AG at

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

Holders of preference shares also have a right to lodge a complaint with the supervisory authorities (Article 77 GDPR).

The competent supervisory authority for CECONOMY AG is:

Landesbeauftragter für Datenschutz und Informationsfreiheit Nordrhein-Westfalen (State Commissioner for Data Protection and Freedom of Information North Rhine-Westphalia)
Postfach 20 04 44,
40102 Düsseldorf,
Phone: 0211/38424-0,
Fax: 0211/38424-10,
E-mail: poststelle@ldi.nrw.de

TECHNICAL INSTRUCTIONS REGARDING THE SEPARATE VIRTUAL MEETING OF THE HOLDERS OF PREFERENCE SHARES

Technical instructions for using the InvestorPortal can be found on the Company's website at:

www.ceconomy.de/general-meeting

HOTLINE FOR THE SEPARATE MEETING OF THE HOLDERS OF PREFERENCE SHARES OF CECONOMY AG

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

Phone: +49 (0)89 30903-6330

The hotline for technical questions will be available from Tuesday, 22 March 2022, on workdays from Monday to Friday, in each case from 9:00 a.m. to 5:00 p.m. CE(S)T, and on the day of the separate meeting of the holders of preference shares, Tuesday, 12 April 2022, from 9:00 a.m. CEST.

If you have technical questions before the start of the separate virtual meeting of the holders of preference shares, you can also contact our AGM service provider by e-mail at

investorportal@computershare.de

For general questions regarding the separate virtual meeting of the holders of preference shares, the hotline for the separate meeting of the holders of preference shares of CECONOMY AG will be available from Tuesday, 15 March 2022, at

Phone: +49 (0)800 -0008471

on workdays from Monday to Friday between 10:00 a.m. and 4:00 p.m. CE(S)T.



PUBLISHER

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