



Declaration of Conformity in accordance with Section 161 German Stock Corporation Act (AktG) with regard to the recommendations of the German Corporate Governance Code

IONOS Group SE

Declaration of the Management Board and Supervisory Board of the IONOS Group SE with regard to the recommendations of the “Government Commission on the German Corporate Governance Code” in accordance with Section 161 AktG

The Management Board and Supervisory Board of the IONOS Group SE declare that the IONOS Group SE has complied with the recommendations of the German Corporate Governance Code ("Code") in the version dated April 28, 2022, which became effective upon publication in the Federal Gazette on June 27, 2022, and on which its last Declaration of Conformity dated December 19, 2023 was based, with the exceptions stated detailed therein, and will continue to comply in the future with the recommendations of the Code with the following exceptions:

Clause D.4

Formation of a nomination committee

The Supervisory Board does not form any other committees in addition to the Audit and Risk Committee but performs all other tasks as a whole. The Supervisory Board considers this to be appropriate, as efficient plenary discussions and an intensive exchange of opinions are possible even with a six-member Supervisory Board. Accordingly, the Supervisory Board sees no need to establish a Nomination Committee.

Clauses G.1 up to and including G.5

Management Board Remuneration – Remuneration system

With the recommendation to the Annual General Meeting in May 2023, the remuneration system became the basis for service contracts with Management Board members. The remuneration system takes into account the recommendations in G.1 up to and including G.5 of the Code in general without any restrictions. Existing service contracts with members of the Management Board have already complied with the requirements of the remuneration system since the company's shares were first listed on the stock exchange. According to Section G.1 of the Code, the remuneration system should specify, among other things, the maximum amount which the total remuneration may not exceed (maximum remuneration). The current remuneration system contains such a maximum remuneration. The maximum remuneration is also displayed separately for the

Management Board member Achim Weiß, CEO of the IONOS group. However, the maximum remuneration of Mr. Weiß may still shift as a result of exercising a change of control special termination right (see also below) or use of an "early vesting rule" described in the remuneration system and may therefore be significantly higher than the general maximum remuneration specified for him in the remuneration system. In this respect, a deviation from Section G.1 of the Code is declared as a purely precautionary measure.

Clause G.10

Management Board remuneration – long-term variable remuneration

According to G.10 of the Code, the variable remuneration components granted to members of the Management Board should be awarded primarily in the form of Company stock or on the basis thereof. Moreover, any such grants to members of the Management Board should be subject to a blackout period of four years. Share-based remuneration is awarded in the form of the Stock Appreciation Rights (SARs) plan as a long-term remuneration program for the Management Board. The term of this plan totals six years. Within this period of six years, a Management Board member can exercise a portion (1/3) of the SARs awarded at certain points in time – at the earliest, however, after 3 years. This means that a Management Board member can already obtain a part of the long-term variable remuneration after a period of 3 years. The total amount of SARs can only be fully exercised for the first time after a period of 5 years.

The Supervisory Board is of the opinion that this system of long-term remuneration for Management Board members has proven its value within the United Internet Group and sees no reason to postpone any further the possibility of obtaining remuneration earned under the plan. The Supervisory Board believes that by linking the plan to the share price of the IONOS Group SE and the possibility to redeem their shares to satisfy the claims from the plan secure reasonable participation of Management Board member in the risks and opportunities of the company IONOS Group SE. Since the plan has been designed with a term of 6 years and the SARs awarded can only be exercised proportionately over this term and at the earliest after 3 years, the Supervisory Board is of the opinion that the plan is ideally suited to achieving the desired retention and incentive effect in the interest of IONOS Group SE which makes it unnecessary to further postpone the first possibility of obtaining remuneration.

Clause G.14

Remuneration of the Management Board - Change of Control Regulations

In accordance with G.14 of the Code, commitments for benefits in the event of the premature termination of the service contract by the Management Board member due to a change of control should not be agreed. The service contracts of ordinary members of the Management Board and the remuneration system for them do not provide for such benefits. Only for the member of the Management Board Achim Weiß, who is also CEO of IONOS, the remuneration system and contractual agreements deviate from this and do provide for the provisions described in the remuneration system in the event of a change of control. In particular, this leads to a special right of termination for the service contract

of Mr. Weiß and, if exercised, to the early vesting of SARs allocated to him. In this respect, the company deviates from G.14 of the Code. The Supervisory Board is of the opinion that this regulation is justified against the background of Mr. Weiß's trusting relationship with the indirect anchor shareholder of the IONOS Group SE and was also necessary against this background to ensure Mr. Weiß's continued work for the IONOS Group.

Montabaur, December 17, 2024

For the Supervisory Board

The Management Board

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This document is a convenience translation of the German original. In case of discrepancies between the German and the English version, the German version shall prevail.