



windeln.de SE

Munich

- WNDL11 and WNDL1J -

- ISIN DE000WNDL110 and DE000WNDL1J7 -

We hereby invite our shareholders to join us on

Monday, June 25, 2018, at 11.00 a.m.

for the

Ordinary Annual General Meeting

of windeln.de SE

to be held at

Münchner Künstlerhaus-Stiftung,

Lenbachplatz 8, 80333 Munich.

Agenda (Convenience Translation of Headlines Only)

- 1. Presentation of the approved annual financial statements and the approved consolidated financial statement of windeln.de SE for the 2017 financial year, the management reports for the company and the Group with the explanatory reports on the disclosures pursuant to sections 289a (1), 315a (1) HGB and the report of the Supervisory Board of the 2017 financial year.**
- 2. Resolution on the discharge of the Management Board for the 2017 financial year**
- 3. Resolution on the discharge of the Supervisory Board for the 2017 financial year**
- 4. Election of the auditor of the annual financial statements and consolidated financial statements (for the 2018 financial year)**
- 5. Election of Supervisory Board**
 - a. Mr. Willi Schwerdtle
 - b. Mr. Dr. Christoph Braun
 - c. Mr. Dr. Edgar Carlos Lange
 - d. Mr. Tomasz Czechowicz
 - e. Ms. Dr. Hanna Eisinger
 - f. Mr. Clemens Jakobitsch
- 6. Resolution on the remuneration of the members of the Supervisory Board of windeln.de SE**
- 7. Resolution on the cancellation of the authorization granted by the 2017 Annual General Meeting (Long Term Incentive Program 2017) and on the cancellation of Conditional Capital 2017 and the granting of a new authorization to grant subscription rights (Stock Option Program 2018) and the creation of new Conditional Capital 2018 and amend the Articles of Association**
- 8. Resolution on the cancellation of the existing Authorized Capital 2015 and the creation of a new Authorized Capital 2018 including the corresponding change of the Articles of Association**

Munich, May 2018

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The Management Board