

*Non-binding convenience translation*



**SPARK NETWORKS SE**

**Munich**

ISIN DE000A2E4RU2

ISIN US8465171002 (ADR)

**INVITATION  
TO THE EXTRAORDINARY GENERAL MEETING**

On

**December 18, 2023, at 2:00 p.m. (CET),**

the Extraordinary General Meeting of Spark Networks SE, Munich, will be held at the offices of Morgan, Lewis & Bockius LLP, Königinstraße 9, 80539 Munich.

We cordially invite our shareholders to attend.

## **AGENDA**

### **1. Notification of the loss of half of the share capital pursuant to Section 22 para. 5 sentence 1 SE Implementation Act (SEAG)**

The company's Administrative Board notifies the General Meeting that the company has incurred a loss amounting to more than half of the share capital.

A resolution by the General Meeting on this agenda item is not required in accordance with the statutory provisions.

The Administrative Board will report on the company's situation at the General Meeting.

## **ADDITIONAL INFORMATION AND NOTES**

### **Total number of shares and voting rights**

At the time this General Meeting is convened, the company's share capital amounts to EUR 2,661,385.00. The share capital is divided into 2,661,385 no-par value registered shares. Each no-par value share grants one vote. The total number of voting rights therefore amounts to 2,661,385. At the time of convening this General Meeting, the company indirectly holds 35,910 treasury shares, which do not entitle the company to any voting rights.

### **Requirements for attending the General Meeting and exercising voting rights**

Shareholders who are entered in the share register and register with the company in good time are entitled to attend the General Meeting and exercise their voting rights. Registration must be in text form and must be received by the company at the following address or e-mail address by **December 11, 2023, 24:00 hours (CET)** at the latest:

Spark Networks SE  
c/o LINK Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
  
E-mail: [namensaktien@linkmarketservices.de](mailto:namensaktien@linkmarketservices.de)

After receipt of the registration, the registration office will send admission tickets for the General Meeting to the shareholders or their designated proxies. Unlike registration for the General Meeting, admission tickets are merely organizational aids and not a prerequisite for attending the General Meeting or exercising voting rights.

Pursuant to Section 67 para. 2 sentence 1 AktG, only those persons who are entered as such in the share register are deemed to be shareholders in relation to the company. Accordingly, the registration status of the share register on the day of the General Meeting is decisive for the right to participate and the number of voting rights to which a person entitled to participate in the General Meeting is entitled. For technical reasons, no transfers will be made in the share register in the period from December 12, 2023 up to and including December 18, 2023 (so-called "transfer stop"). Therefore, the entry status of the share register on the day of the General Meeting corresponds to the status after the last transfer on December 11, 2023. The transfer stop does not mean a block on the disposal of the shares. However, purchasers of shares whose applications for registration are received by the company after December 11, 2023 cannot exercise participation rights and voting rights from these shares unless they are authorized to do so by the seller entered in the share register or authorized to exercise such rights. In such cases, participation and voting rights remain with the shareholder entered in the share register until the change of registration. All purchasers of shares in the company who are not yet entered in the share register are therefore requested to submit applications for registration in good time. ermächtigt

The agenda does not provide for the adoption of resolutions. However, resolutions may be passed during the General Meeting, e.g. due to any additions to the agenda or motions in the General Meeting.

### **Exercise of voting rights by representatives**

Shareholders who are entered in the share register can also have their voting rights exercised at the General Meeting by a representative - for example by an intermediary (e.g. a bank or other financial services institution, including foreign ones), by a shareholders' association or a proxy advisor. In this case, too, the shareholder must register in good time by December 11, 2023, 24:00 hours (CET) (see above under "Requirements for attending the General Meeting and exercising voting rights"). Please note that if several persons or institutions are authorized, the company is entitled to reject one or more of them.

If neither an intermediary (e.g. a bank or other, including foreign, financial services institution) nor a shareholders' association or a voting rights advisor nor a person equivalent to these in Section 135 para. 8 AktG is authorized to exercise voting rights, the granting of the power of attorney, its revocation and proof of authorization to the company must be in text form. The authorization and its revocation can either be submitted to the company at

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80637 Munich  
Germany

E-mail: [namensaktien@linkmarketservices.de](mailto:namensaktien@linkmarketservices.de)

or to the authorized representative. If the power of attorney is granted to the authorized representative, proof of authorization must be provided to the company. This can be sent to the company at the above address. Alternatively, the proof can also be presented at the entrance and exit control on the day of the General Meeting.

If an intermediary, a shareholders' association, a voting rights advisor or a person with equivalent status pursuant to Section 135 para. 8 AktG is to be authorized, we request that the required form of authorization be agreed with the person or institution to be authorized in good time, as they may require a special form of authorization. Separate proof of authorization to the company is not required in this respect. The personal attendance of the shareholder at the General Meeting automatically constitutes a revocation of the authorization previously granted to a third party.

Details on the authorization can be found in the documents sent to the shareholders.

### **Request for additions to the agenda**

In accordance with Article 56 sentences 2 and 3 of the SE Regulation (SE-VO), Section 50 para. 2 SEAG and Section 122 para. 2 AktG, shareholders whose shares together account for 5% of the share capital may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. Such a request must be addressed to the Administrative Board of the company and must be received by the company in writing (Section 126 BGB), including the legally required information and evidence, by no later than November 23, 2023, 24:00 hours (CET). Please send such requests to the following address:

Spark Networks SE  
- Administrative Board -  
c/o LINK Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

## **Counter motions and election proposals**

Counter motions and election proposals from shareholders pursuant to Sections 126 para. 1 and 127 AktG regarding one or more items on the agenda must be submitted by December 3, 2023, 24:00 hours (CET) at the latest, exclusively to

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Landshuter Allee 10  
80637 Munich  
Germany  
  
E-mail: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

Counter motions and election proposals to be made available as well as any statements by the Administrative Board will be made available to shareholders in accordance with Sections 126 and 127 AktG on the company's website at

<https://www.spark.net/investor-relations/annual-meeting>

without undue delay.

## **Right to information pursuant to Section 131 para. 1 AktG**

In accordance with Section 131 para. 1 AktG, every shareholder may request information from the Administrative Board at the General Meeting regarding the company's affairs, the company's legal and business relationships with an affiliated company and the situation of the group and the companies included in the consolidated financial statements, insofar as the information is necessary for the proper assessment of one or more items on the agenda. We would like to point out that the Administrative Board may refuse to provide information under the conditions specified in Section 131 para. 3 AktG.

## **Information for holders of American Depositary Shares**

Holders of American Depositary Shares will receive information on the General Meeting via The Bank of New York Mellon, New York, USA (Depositary).

## **Documents for the General Meeting**

This invitation and all other documents and information relating to the General Meeting are available on the company's website at

<https://www.spark.net/investor-relations/annual-meeting>.

**Notes on data protection**

Information on the processing of personal data in connection with our General Meeting can be found on the company's website at:

<https://www.spark.net/investor-relations/annual-meeting>.

**Munich, November 2023**

**Spark Networks SE**

***The Administrative Board***