

Invitation to the Annual General Meeting

2025

We hereby invite the shareholders of our Company
to the Annual General Meeting of the Company,
which will take place on:

**Thursday, May 15, 2025,
11:00 am (CEST),
Alte Oper,
Opernplatz 1,
Mozartsaal,
60313 Frankfurt am Main**

Overview containing the information pursuant to Section 125 of the German Stock Corporation Act (Aktiengesetz)

in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212 (EU IR)

A. Specification of the message	
1.	Unique identifier of the event: the 2025 annual general meeting of United Internet AG (Formal specification pursuant to the EU IR: e27dc6244e17ef11b53400505696f23c)
2.	Type of message: convocation of the general meeting (Formal specification pursuant to the EU IR: NEWM)
B. Specification of the meeting	
1.	ISIN: DE0005089031
2.	Name of issuer: United Internet AG
C. Specification of the meeting	
1.	Date of the General Meeting: May 15, 2025 (Formal specification pursuant to the EU IR: 20250515)
2.	Time of the General Meeting (commencement): 11:00 Uhr (CEST) (Formal specification pursuant to the EU IR: 9:00 UTC)
3.	Type of General Meeting: Annual General Meeting (Formal specification pursuant to the EU IR: GMET)
4.	Location of the General Meeting: Alte Oper, Opernplatz 1, 60313 Frankfurt am Main, Germany (Formal specification pursuant to the EU IR: Alte Oper, Opernplatz 1, 60313 Frankfurt am Main, Germany)
5.	Technical Record Date: May 8, 2025, 24:00 Uhr (CEST) To exercise the rights to participate and vote, in relation to the company, the shareholding recorded in the share register on the date of the general meeting is decisive. However, orders to change the share register received in the period from May 9 to 15, 2025, (both dates included in this period) will not be processed and considered with effect until after the general meeting on May 15, 2025 (a so-called registration stop). The technical record date for the purposes of exercising the rights to participate and vote in the general meeting is therefore May 8, 2025, 24:00 (CEST). (Formal specification pursuant to the EU IR: 20250508)
6.	Website to the General Meeting/URL: https://www.united-internet.de/investor-relations/hauptversammlung/2025.html

Overview Agenda Items

- Item 1.** Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for the Company and the Group (including the explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)) as of December 31, 2024, and the report of the Supervisory Board for fiscal year 2024, and the Management Board's proposal for the allocation of unappropriated profit for fiscal year 2024
- Item 2.** Resolution on the allocation of unappropriated profit for fiscal year 2024
- Item 3.** Resolution on the ratification of the Management Board members' actions
- Item 4.** Resolution on the ratification of the Supervisory Board members' actions
- Item 5.** Resolution on the appointment of the external auditors of the annual financial statements and the consolidated financial statements for fiscal year 2025 and, in the event of an audit review, the auditor for the interim financial reports of fiscal year 2025 and the first quarter of fiscal year 2026 and the auditor of the sustainability report
- Item 6.** Resolution on elections with regard to the Supervisory Board
- Item 7.** Resolution on the approval of the remuneration report for fiscal year 2024 prepared and audited in accordance with Section 162 AktG
- Item 8.** Resolution on the approval of the remuneration system for the members of the Management Board
- Item 9.** Resolution on a new authorization of the Management Board to provide that a General Meeting be held virtually and on the corresponding amendments to the Company's Articles of Association

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for the Company and the Group (including the explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)) as of December 31, 2024, and the report of the Supervisory Board for fiscal year 2024, and the Management Board's proposal for the allocation of unappropriated profit for fiscal year 2024

No resolution is planned for this agenda item as the Supervisory Board has already approved the annual financial statements, which the Management Board prepared, and the consolidated financial statements; the annual financial statements have therefore been adopted.

The above documents will be available on the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html> from the day on which the Annual General Meeting is convened and during the Annual General Meeting. They will also be available for inspection at the Annual General Meeting.

2. Resolution on the allocation of unappropriated profit for fiscal year 2024

The Management Board and the Supervisory Board propose to use the unappropriated profit for the fiscal year 2024, as disclosed in the Company's approved annual financial statements as of December 31, 2024, amounting to EUR 1,697,059,022.36 as follows:

Payment of a dividend of EUR 1.90 per share for the past fiscal year 2024 for each no-par share with dividend entitlement (total of 172,837,311 dividend-entitled no-par-value shares)	EUR 328,390,890.90
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of which:

- | | |
|--|--------------------|
| a) Payment of an ordinary dividend of EUR 0.40
per no-par share with dividend entitlement | EUR 69,134,924.40 |
| b) Payment of a subsequent dividend of EUR 1.50
per no-par with dividend entitlement for compensation
for the reduced dividend payments
for the fiscal years 2018 to 2023 | EUR 259,255,966.50 |

Amount carried forward	EUR 1,368,668,131.46
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The dividend proposal takes into account the 19,162,689 treasury shares held by the Company when the Management Board prepared these annual financial statements, which are not entitled to dividends pursuant to section 71b AktG. The number of dividend-entitled shares may change before the Annual Shareholders' Meeting. In this case, a correspondingly adjusted dividend proposal for the appropriation of profits will be submitted to the Annual General Meeting with an unchanged payment of an ordinary dividend of € 0.40 and a one-off subsequent dividend of € 1.50 per no-par entitled share.

Pursuant to section 58 (4) sentence 2 AktG, the dividend payment is due on the third business day following the resolution of the Annual Shareholders' Meeting.

3. Resolution on the ratification of the Management Board members' actions

The Management Board and the Supervisory Board propose that the actions of those members of the Company's Management Board who were in office in fiscal year 2024 be ratified for that period. It is intended to have the General Meeting vote to ratify the actions of each individual member of the Management Board.

4. Resolution of the ratification of the Supervisory Board members' actions

The Management Board and the Supervisory Board propose that the actions of those members of the Company's Supervisory Board who were in office in fiscal year 2024 be ratified for that period.

5. Resolution on the appointment of the external auditors of the annual financial statements and the consolidated financial statements for fiscal year 2025 and, in the event of an audit review, the auditor for the interim financial reports of fiscal year 2025 and the first quarter of fiscal year 2026 and the auditor of the sustainability report

The Supervisory Board – based on the recommendation expressed by its Audit Committee – proposes to the General Meeting that it resolve as follows:

- 5.1 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, with registered office in Frankfurt am Main, is appointed as external auditors of the annual financial statements and the consolidated financial statements for fiscal year 2025 as well as for the audit reviews – insofar as such reviews are conducted – of the interim financial reports for fiscal year 2025 and for the first quarter of fiscal year 2026.
- 5.2 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, with registered office in Frankfurt am Main, is appointed as the auditor of the sustainability report for fiscal year 2025.

The appointment of the auditor of the sustainability report by the General Meeting is a precautionary measure in light of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting, which is to be transposed into national law.

A separate vote is to be taken on items 5.1 and 5.2, respectively.

The Audit Committee declared that its recommendation is free from any undue influence by third parties and that no restriction as regards the appointment of a particular statutory auditor or audit firm within the meaning of Article 16(6) of the EU Audit Regulation has been imposed upon it.

6. Resolution on elections with regard to the Supervisory Board

Pursuant to Sections 95 Sentence 2, 96 (1), 101 (1) AktG and Section 8 (1) of United Internet AG's Articles of Association, United Internet AG's Supervisory Board consists of six members, who are elected by the General Meeting.

Upon the close of the Annual General Meeting on May 15, 2025, the term of office of the current Chairman of the Supervisory Board, Philipp von Bismarck, as well as of Supervisory Board members Dr. Manuel Cubero del Castillo-Olivares, Stefan Rasch, Prof. Dr. Franca Ruhwedel and Prof. Dr. Yasmin Mei-Yee Weiß will end. Supervisory Board member Prof. Dr. Andreas Söffing resigned from his office as Supervisory Board member with effect as of July 4, 2024.

Pursuant to Section 8 (1) Sentence 2 of the Company's Articles of Association, Ralph Dommermuth has the right to nominate two of the members of the Supervisory Board. Mr. Dommermuth has informed the Company that he does not wish to exercise his nomination right for the forthcoming elections with regard to the Supervisory Board.

Therefore, six Supervisory Board members are to be elected by the General Meeting.

In consideration of the objectives set by it regarding its composition and the skills profile established by it for itself as a whole, the Supervisory Board proposes that Philipp von Bismarck, Dr. Manuel Cubero del Castillo-Olivares, Stefan Rasch, Prof. Dr. Franca Ruhwedel, Prof. Dr. Yasmin Mei-Yee Weiß and Christian Unger be elected with

effect for the period beginning at the close of the 2025 Annual General Meeting and ending at the close of the General Meeting that resolves on the ratification of their actions for fiscal year 2028.

(1) **Philipp von Bismarck**, resident in Königstein im Taunus

Freelance lawyer and Managing Partner at Digital Transformation Capital Partners GmbH

Not a member in other German supervisory boards that are to be established pursuant to statutory law

Membership in comparable German and foreign supervisory bodies of commercial enterprises:

- maincubes Holding & Service GmbH, Frankfurt am Main (not listed on the stock exchange), member of the advisory board
- Asteria TopCo B.V., Amsterdam, Netherlands (not listed on the stock exchange), chairman of the advisory board
- Greenscale Data Centres Ltd., London, United Kingdom (not listed on the stock exchange), member of the advisory board

(2) **Dr. Manuel Cubero del Castillo-Olivares**, resident in Munich

Member of the controlling bodies of various companies

Membership in other German supervisory boards that are to be established pursuant to statutory law:

- Semper idem Underberg AG, Rheinberg (not listed on the stock exchange), chairman of the supervisory board

Membership in comparable German and foreign supervisory bodies of commercial enterprises:

- Nürnberg Institut für Marktentscheidung e. V., Nuremberg (not listed on the stock exchange), chairman of the shareholders' council

(3) **Stefan Rasch**, resident in Grünwald

Senior Advisor at The Boston Consulting Group GmbH

Not a member in other German supervisory boards that are to be established pursuant to statutory law

Membership in comparable German and foreign supervisory bodies of commercial enterprises:

- Fond of Group Holding GmbH, Cologne (not listed on the stock exchange), chairman of the advisory board

(4) **Prof. Dr. Franca Ruhwedel**, resident in Essen

Professor for Finance and Accounting, Rhine-Waal University of Applied Sciences

Membership in other German supervisory boards that are to be established pursuant to statutory law:

- Thyssenkrupp nucera AG & Co. KGaA, Dortmund (listed on the stock exchange), member of the supervisory board

Membership in comparable German and foreign supervisory bodies of commercial enterprises:

- Verve Group SE, Stockholm, Sweden (listed on the stock exchange), member of the board of directors, non-executive

(5) **Prof. Dr. Yasmin Mei-Yee Weiß**, resident in Gauting

Business administration professor, Faculty of Business Administration at the Nuremberg Institute of Technology

Membership in other German supervisory boards that are to be established pursuant to statutory law:

- Zeppelin GmbH, Friedrichshafen (not listed on the stock exchange), member of the supervisory board

Membership in comparable German and foreign supervisory bodies of commercial enterprises:

- Accenture GmbH, Kronberg im Taunus (not listed on the stock exchange), member of the advisory board

- (6) **Christian Unger**, resident in Wollerau, Switzerland
Partner and Global Head for Portfolio Board Build and Governance at Partners Group AG

Not a member in other German supervisory boards that are to be established pursuant to statutory law

Membership in comparable German and foreign supervisory bodies of commercial enterprises:

- USIC (limited partnership), Indianapolis, USA, member of the board of directors, non-executive
- Côte Restaurants (UK PLC), London, Great Britain, member of the board of directors, non-executive

It is intended to have the General Meeting decide on the election of the Supervisory Board members by way of individual elections.

The résumés of the nominated candidates are set out following agenda item 9 under “Information with regard to agenda item 6 on the Supervisory Board candidates proposed for election”. This information will also be available on the Company’s website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html> from the day on which the Annual General Meeting is convened and during the Annual General Meeting.

The Supervisory Board has assured itself that each of the nominated candidates will be able to devote the time expected to be necessary for exercising this mandate. In the assessment of the Supervisory Board, except for the matter describe below, there are no personal or business relationships between the individuals proposed for election and the Company or its Group companies, the corporate bodies of the Company or any major shareholder of the Company that would require disclosure pursuant to recommendation C.13 of the German Corporate Governance Code in its version of April 28, 2022. Between Ralph Dommermuth Beteiligungen GmbH, which is indirectly controlled by Ralph Dommermuth, as the lender, and Philipp von Bismarck as the borrower, there is a loan agreement for the amount of EUR 850,000, which was concluded on terms that comply with the arm’s length principle.

7. Resolution on the approval of the remuneration report for fiscal year 2024 prepared and audited in accordance with Section 162 AktG

The Management Board and Supervisory Board have prepared in accordance with Section 162 AktG a report on the remuneration granted and owed to the members of the Management Board and the Supervisory Board in fiscal year 2024, which will be presented to the General Meeting for approval pursuant to Section 120a (4) AktG.

The remuneration report was audited in accordance with Section 162 (3) AktG by the external auditors as to whether the information to be included under Section 162 (1) and (2) AktG has been included. The external auditors’ report on the audit of the remuneration report has been attached to the remuneration report.

The Supervisory Board and the Management Board propose to approve the remuneration report for fiscal year 2024 prepared and audited in accordance with Section 162 AktG.

The remuneration report, including the external auditors’ report, can be inspected from the day on which the Annual General Meeting is convened via the Company’s website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>. The remuneration report will also be available there for inspection during the Annual General Meeting.

8. Resolution on the approval of the remuneration system for the members of the Management Board

Pursuant to Section 120a (1) Sentence 1 AktG, the general meeting of a listed company must resolve upon every material change, but at least once every four years, whether or not to approve the remuneration system for the members of the company’s management board, as adopted by the supervisory board in accordance with the requirements of Section 87a AktG and presented to the general meeting.

On May 17, 2023, the General Meeting of United Internet AG approved the remuneration system presented by the Supervisory Board. United Internet AG’s Supervisory Board has revised and updated this remuneration system. On March 25, 2025, the Supervisory Board adopted this updated remuneration system for the members of United

Internet AG's Management Board to apply to the conclusion of service contracts with Management Board members (including those provisions included in service contracts with Management Board members that are to apply after approval by the General Meeting). This updated remuneration system can be inspected from the day on which the Annual General Meeting is convened via the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>. The remuneration system will also be available there for inspection during the Annual General Meeting.

The Supervisory Board proposes to the General Meeting that this remuneration system for the Management Board members be approved.

9. Resolution on a new authorization of the Management Board to provide that a General Meeting be held virtually and on the corresponding amendments to the Company's Articles of Association

On May 17, 2023, the General Meeting authorized the Management Board to hold General Meetings taking place on or before August 31, 2025, as virtual meetings pursuant to Section 118a AktG. The corresponding authorization in Section 15a (1) of United Internet AG's Articles of Association thus expires on August 31, 2025.

Even though all General Meetings of United Internet AG have been held as in-person meetings, with the exception of the General Meetings during the COVID-19 pandemic, and this is also planned going forward, the Management Board and the Supervisory Board consider it sensible to continue to have flexibility regarding the format of the General Meeting. To enable a decision in the individual case that is appropriate and satisfactory for all interested parties, the intent is to authorize the Management Board again through provision in the Articles of Association to decide upon convocation of any General Meeting whether it is to take place as a virtual or in-person meeting. The Management Board is to be able to make use of the authorization in exceptional situations in which conducting an in-person event could not be done with legal certainty or would be feasible only with disproportionate difficulty (for example, in future pandemics or other emergency situations) in order to bring about necessary resolutions of the General Meeting, such as on the allocation of profit and distribution of a dividend, as well as other sensible resolutions in the interests of the Company and its shareholders. The Management Board and the Supervisory Board will ensure that the shareholders will be able to exercise their rights fully even when a General Meeting is held virtually. These rights include, in particular, the possibility to ask questions, to cast votes electronically and to actively participate in the meeting within an adequate interactive scope.

The new authorization is not intended to exhaust the maximum possible term of five years provided for in the law for holding virtual general meetings, but will only apply for a period of two years, i.e., until August 31, 2027. During the term of the authorization, the Management Board will decide anew for each individual General Meeting whether and in what concrete format it is to be convened as a virtual meeting. The relevant specific circumstances of the individual case will be considered, and the Management Board will make its decision using its due discretion in the best interests of the Company and the shareholders. In reaching its decision, the Management Board will consider the safeguarding of shareholders' rights, in particular the right of the shareholders to ask questions, costs, effort, sustainability and, as applicable, aspects of health and safety. The Management Board will make any decision on holding a General Meeting virtually only with the Supervisory Board's consent.

The Management Board and the Supervisory Board propose to resolve as follows:

Section 15a (1) of the Articles of Association is re-stated as follows:

"(1) The Management Board is authorized to provide, with the Supervisory Board's consent, that General Meetings taking place on or before August 31, 2027, be held as a virtual meeting pursuant to Section 118a AktG. The provisions of these Articles of Association that relate to the convocation and conduct of the Company's General Meeting apply mutatis mutandis to any General Meeting held virtually, unless otherwise provided by mandatory law or expressly provided otherwise in these Articles of Association."

Information with regard to agenda item 6 on the Supervisory Board candidates proposed for election (agenda item 6)

Supplementary to agenda item 6, the résumés and further information on the candidates proposed for election to the Supervisory Board are set out below. Additionally, the résumés can be found at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

Philipp von Bismarck

Born in: 1975

Place of residence: Königstein im Taunus, Germany

Professional career:

- since 2023 Managing Partner, Digital Transformation Capital Partners GmbH, Hamburg
- 2011 – 2022 Lawyer and partner, Wendelstein LLP, Frankfurt am Main
- 2008 – 2009 Lawyer, Wachtell, Lipton, Rosen & Katz, New York, USA
- 2005 – 2008 Lawyer, Hengeler Mueller, Frankfurt am Main & 2009 - 2011

Education:

- 2002 – 2004 Legal traineeship in Hamburg and Schleswig-Holstein
- 1996 – 2001 Studied law at the University of Munich

Dr. Manuel Cubero del Castillo-Olivares

Born in: 1963

Place of residence: Munich, Germany

Professional career:

- since 2020 Member of the controlling bodies of various companies
- 2014 – 2019 Managing Director: Chief Commercial Officer (previously: Managing Director: Consumer Fixed and Cable) Vodafone GmbH, Dusseldorf
- 2003 – 2019 Chief Executive Officer (previously: various other positions) Kabel Deutschland Holding AG and Kabel Deutschland GmbH, Munich
- 2002 – 2003 Management Consultant, Egon Zehnder International, Hamburg
- 2000 – 2001 Member of the Management Board, Allo Interwetten AG, Austria
- 1994 – 1999 Managing Director: Beta Technik Beteiligungs GmbH (previously: various other positions) Kirch Gruppe, Munich
- 1991 – 1992 Post-Doc, Institute for Theoretical Physics Gesellschaft für Schwerionen-Forschung mbH, Darmstadt

Education:

- 1993 Master of Business Administration (MBA) INSEAD Business School, Fontainebleau, France
- 1981 – 1990 Doctorate in physics (Dr. rer. nat.) and studied physics (Dipl. Phys. degree), Technical University of Darmstadt

Stefan Rasch

Born in: 1962

Place of residence: Grünwald, Germany

Professional career:

- since 2021 Senior Advisor at The Boston Consulting Group GmbH, Munich
- 1993 – 2020 Various Positions at The Boston Consulting Group GmbH, most recently Managing Director and Senior Partner
- 1990 – 1992 Financial manager, Procter & Gamble Deutschland GmbH, Schwalbach am Taunus

Education:

- 1989 – 1990 Master of Business Administration (MBA), University of Pittsburgh, USA
- 1984 – 1989 Business administration (Dipl.-Kaufmann degree), University of Augsburg

Prof. Dr. Franca Ruhwedel

Born in: 1973

Place of residence: Essen, Germany

Professional career:

- since 2013 Professor for Finance and Accounting, Rhine-Waal University of Applied Sciences, Kamp-Lintfort
- since 2013 Member of various supervisory boards (thyssenkrupp nucera AG & Co. KGaA, Verve Group SE, NATIONAL-BANK AG, VTG AG, Biofrontera AG)
- 2007 – 2013 Professor for Accounting and Controlling, FOM University of Applied Sciences, Essen
- 2004 – 2007 Various positions in the thyssenkrupp group, including Corporate M&A

Education:

- 1999 – 2003 Doctorate in business and economics (Dr. rer. oec.) at the Ruhr University Bochum
- 1994 – 1999 Studied business administration (Dipl.-Kaufmann degree) at the Westphalian Wilhelm University of Münster
- 1992 – 1994 Bank clerk apprenticeship at Commerzbank AG, Münster branch

Prof. Dr. Yasmin Mei-Yee Weiß

Born in: 1978

Place of residence: Gauting, Germany

Professional career:

- 2018 – 2023 Founder and CEO, Yoloa GmbH, Gauting
- since 2013 Member of various supervisory and advisory boards (Semikron, Bayerische Versicherung, BLG Logistics, Börsenverein des deutschen Buchhandels)
- since 2011 Business administration professor for human resources and organization, Faculty of Business Administration at the Nuremberg Institute of Technology, Nuremberg; research focus: AI in the world of work
- 2006 – 2014 Positions in operational and strategical personnel management, BMW Group
- 2006 Personnel officer for upper management positions, E.ON AG, Dusseldorf
- 2005 – 2006 Business Analyst Strategy Consulting Practice, Accenture AG, Munich

Education:

- 2002 – 2004 Doctorate (Dr. rer. pol.), Catholic University of Eichstätt-Ingolstadt
- 1997 – 2001 Studied business administration, Catholic University of Eichstätt-Ingolstadt and Ecole Supérieure de Commerce, Nice, France

Christian Unger

Born in: 1967

Place of residence: Wollerau, Switzerland

Professional career:

- since 2013 Various positions at Partners Group AG, Partner and Global Head for Portfolio Board Build and Governance
- 2012 – 2013 Interim Chief Executive Officer, Bigpoint GmbH, Hamburg
- 2009 – 2012 Chief Executive Officer, Ringier AG, Zurich, Switzerland
- 2007 – 2009 Chief Executive Officer, Tradus Plc, London, Great Britain
- 2005 – 2007 Head of Foreign Activities, Quelle GmbH, Nuremberg
- 1995 – 2005 Various positions at Bertelsmann AG, most recently Chief Executive Officer Bertelsmann China

Education:

- 1989 – 1994 Studied business administration (Diplomkaufmann degree), European Business School, Oestrich-Winkel
- 1987 – 1989 Intermediate exams (Vordiplom) in philosophy and art history, University of Munich

I. Participation in the Annual General Meeting

1. Total number of shares and voting rights

At the time at which the Annual General Meeting is convened, the Company's capital stock amounts to EUR 192,000,000.00. It is divided into 192,000,000 registered no-par value shares with a notional share in the capital stock of EUR 1.00 per share. Each share entitles the owner to one vote. The total number of voting rights at the time at which the Annual General Meeting is convened therefore amounts to 192,000,000. The total number of voting rights includes the 19,162,689 treasury shares held at the time at which the Annual General Meeting is convened, from which the Company does not derive any rights.

Under agenda item 1, no resolution proposal is presented and, therefore, no vote is proposed to be taken (for an explanation, see agenda item 1). The votes to be taken on agenda items 2 to 6 as well as on agenda item 9 are binding decisions; the votes to be taken on agenda items 7 and 8 are recommendatory. In all votes to be taken, the shareholders may vote "yes" (vote in favor) or "no" (vote against) or may abstain from voting.

2. Requirements for the participation in the Annual General Meeting and the technical record date

Shareholders who have registered with the Company by no later than **24:00 (CEST) of May 8, 2025**, and are registered in the share register as shareholders of the Company on the day of the Annual General Meeting are entitled to participate in the Annual General Meeting and to exercise their shareholder rights, in particular their voting rights. Decisive for the timeliness of the registration is its date of receipt.

The registration can be done via the shareholders' portal, which can be accessed via the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>, according to the procedure specified by the Company. Shareholders wishing to register via the shareholders' portal need their shareholder number and the related access password.

Shareholders who have signed up for invitations to be sent to them electronically can use the access password they selected.

All other shareholders listed in the share register will receive their shareholder number and a related access password by mail, together with the invitation to the Annual General Meeting.

Registrations may also be received via any of the following channels (mailing address and email address).

United Internet AG,
c/o Computershare Operations Center,
80249 Munich,
anmeldestelle@computershare.de

A form that can be used to register for the Annual General Meeting is available on the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

Pursuant to Section 67c AktG, registrations may be submitted to the Company via intermediaries using any of the addresses indicated above or via the SWIFT address indicated below by no later than 24:00 (CET) of May 8, 2025 (date of receipt decisive). Shareholders wishing to use this option are requested to contact their respective last intermediaries, e.g., their custodian bank.

SWIFT: CMDHDEMMXXX; instructions in accordance with ISO 20022 authorization
via SWIFT Relationship Management Application (RMA) required

For further details on the registration process, please see the instructions in the invitation email or letter. Alternatively, this information is also provided on the internet at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

Together with the registration, shareholders can request an admission ticket for the Annual General Meeting. Shareholders who register via the shareholders' portal, which can be accessed via the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>, have the possibility to

print out their admission ticket directly or to have it sent to them by email. Please bring your ticket with you to the Annual General Meeting. The receipt and presentation of the admission ticket, however, is not a prerequisite for participating in the Annual General Meeting and exercising voting rights; they merely serve to aid in the organization of the event. Ballots will be distributed before the Annual General Meeting at the venue.

Decisive for voting rights is the amount of shares registered in the share register on the day of the Annual General Meeting. For reasons of technical processing, no changes will be performed in the share register in the period from **00:00 (CEST) of May 9, 2025**, to the day of the Annual General Meeting (inclusive). The technical record date is thus 24:00 (CEST) of May 8, 2025.

3. Free availability of shares

Shareholders can freely dispose of their shares even after successful registration. With regard to participation and voting rights, however, it is decisive that shareholders are registered as shareholders in the Company's share register on the day of the Annual General Meeting. The number of shares evidenced by entry in the share register on the day of the Annual General Meeting is decisive for the number of voting rights of a shareholder.

4. Exercising voting rights by proxy

Shareholders who do not wish to participate themselves in the Annual General Meeting may have their voting rights exercised by an authorized representative, e.g., by an intermediary, a shareholder association, a proxy voting advisory firm or the proxy nominated by the Company (who is bound by instruction).

In the event of such proxy authorization as well, the shareholder or authorized representative must register in a proper manner and the shareholder must be registered in the share register (see section 1.2. above in this regard).

If a shareholder authorizes more than one person, the Company may reject one or several of these persons.

The granting and revoking of proxies, as well as providing proof of such authorization to the Company, must be done in text form (Section 126b of the German Civil Code), or are to be done via the shareholders' portal, which can be accessed via the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html> if proxy is not granted pursuant to Section 135 AktG. They can be submitted to the Company via the shareholders' portal, which can be accessed via the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>, according to the procedure specified by the Company. To do this, shareholders must use their access details.

Proof of proxy authorization can also be sent to the following addresses (mailing address and email address):

United Internet AG,
c/o Computershare Operations Center,
80249 Munich,
anmeldestelle@computershare.de

Pursuant to Section 67c AktG, the granting and revoking of proxies can be transmitted to the Company via intermediaries using any of the addresses indicated above or via the SWIFT address indicated below. Shareholders wishing to use this option are requested to contact their respective last intermediaries, e.g., their custodian bank.

SWIFT: CMDHDEMMXXX; instructions in accordance with ISO 20022 authorization
via SWIFT Relationship Management Application (RMA) required

Together with their admission ticket, the shareholders will receive a proxy form that can be used for granting proxies. This proxy form can also be sent to shareholders on request and is also available on the internet at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>. Shareholders are requested to grant proxies preferably using the proxy form provided by the Company. The use of the form is not mandatory.

Granting proxies to intermediaries, shareholder associations, proxy voting advisory firms or other persons who professionally offer the service of exercising voting rights at annual general meetings in accordance with Section

135 (8) AktG, revoking such proxies and providing proof of such proxies to the Company are subject to the statutory provisions, in particular Section 135 AktG, and may be subject to additional requirements established by the authorized parties. Shareholders are therefore requested to make the corresponding arrangements with their respective representatives.

Proof of proxy authorization sent by mail and via the shareholders' portal, accessible at the website indicated above, will be accepted provided that it is received by 18:00 (CEST) of May 14, 2025. Receipt at the above address is decisive if the proof is sent by mail. Proof of proxy authorization may be sent to the above-mentioned email address until the beginning of the Annual General Meeting.

On the day of the Annual General Meeting, the entry and exit points to and from the Annual General Meeting at the "Alte Oper", Opernplatz 1, 60313 Frankfurt am Main, will also be available for the granting, proving and revoking of proxy authorizations. The Company will have prepared revocation forms available for the shareholders.

In addition, we offer our shareholders the option of authorizing proxies who are nominated by the Company and bound by instructions to exercise shareholders' voting rights. If proxies nominated by the Company are so authorized, they must receive instructions on how the voting rights are to be exercised. The proxies nominated by the Company do not accept instructions on procedural issues. Nor do they accept instructions to file objections to resolutions of the Annual General Meeting or to ask questions or submit motions. Company proxies are obligated to vote as instructed; they may not exercise voting rights at their own discretion. In any instance of an authorization of a proxy nominated by the Company as well, the shareholder or authorized representative must register in a proper manner and the shareholder must be registered in the share register (see section I.2. above in this regard).

Granting, revoking and amending the authorization or instructions of the proxies nominated by the Company is only possible in the following ways:

- (i) via the shareholders' portal, which can be accessed via the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>, until 18:00 (CEST) of May 14, 2025
- (ii) at the mailing address for registering for the meeting provided above in section I.2 until 18:00 (CEST) of May 14, 2025, or at the email address for registering for the meeting provided above in section I.2 until the beginning of the Annual General Meeting. In doing so, please use the form for granting authorizations and issuing instructions to the proxies nominated by the Company. This form will be sent together with the admission ticket to the shareholders who have not signed up for invitations to be sent to them electronically and will also be sent to the shareholders at any time on request; it can furthermore be accessed on the internet at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>
- (iii) via intermediaries using any of the addresses indicated above or via the SWIFT address indicated below. Shareholders wishing to use this option are requested to contact their respective last intermediaries, e.g., their custodian bank

SWIFT: CMDHDEMXXX; instructions in accordance with ISO 20022 authorization
via SWIFT Relationship Management Application (RMA) required

In addition, on the day of the Annual General Meeting, the entry and exit points to and from the Annual General Meeting at the "Alte Oper", Opernplatz 1, 60313 Frankfurt am Main, will also be available for these purposes until shortly before voting begins.

If the shareholder or the shareholder's authorized representative appears at the Annual General Meeting in person, the proxy nominated by the Company will not exercise an authorization granted to them.

More details on granting authorizations and issuing instructions to the proxies nominated by the Company can be found on the form intended for these purposes and on the internet at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

In the event that sub-items under an agenda item are put to the vote individually without this having been communicated in advance of the Annual General Meeting, a proxy authorization already granted/an instruction already

given on that entire agenda item will be deemed the proxy authorization granted/instruction given on each of the individual sub-items.

Instructions to proxies nominated by the Company on agenda item 2 of this invitation are deemed valid even if the proposal for the allocation of unappropriated profit is amended as a result of a change in the number of shares qualifying for payment of a dividend.

5. Absentee voting (including by means of electronic communication)

Shareholders entitled to participate in the Annual General Meeting or their authorized representatives may cast their votes by absentee ballot (also by means of electronic communication).

Votes cast by absentee ballot can be transmitted to the Company via any of the following channels.

Absentee voting by mail can be done using the form that the shareholders will receive together with their admission ticket. This absentee voting form will also be sent to shareholders at any time on request and is also available on the internet at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>. Please return the completed form to the address provided below. Votes cast by absentee ballot that cannot be unequivocally matched to a proper registration will not be counted.

United Internet AG,
c/o Computershare Operations Center,
80249 Munich

Votes are cast via the shareholders' portal, which can be accessed via the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>, according to the procedure specified by the Company.

Pursuant to Section 67c AktG, votes cast by absentee ballot and any changes thereto or withdrawals thereof can be transmitted to the Company via intermediaries using any of the addresses indicated above or via the SWIFT address indicated below. Shareholders wishing to use this option are requested to contact their respective last intermediaries, e.g., their custodian bank.

SWIFT: CMDHDEMMXXX; instructions in accordance with ISO 20022 authorization
via SWIFT Relationship Management Application (RMA) required

Votes cast by absentee ballot transmitted via mail will be counted provided that they are received by 18:00 (CEST) of May 14, 2025, at the address indicated above. Votes may be cast by absentee ballot via the shareholders' portal, accessible at the website indicated above, until 18:00 (CEST) of May 14, 2025. Pursuant to Section 67c AktG, votes cast by absentee ballot and any changes thereto or withdrawals thereof can be transmitted via intermediaries until 18:00 (CEST) of May 14, 2025.

Authorized intermediaries, shareholder associations, proxy voting advisory firms or other persons who professionally offer the service of exercising voting rights at general meetings as referred to in Section 135 (8) AktG may also avail themselves of absentee voting.

In the event that sub-items under an agenda item are put to the vote individually without this having been communicated in advance of the Annual General Meeting, a vote already cast on that entire agenda item will be deemed the vote cast on each of the individual sub-items.

Votes cast by absentee voting on agenda item 2 of this invitation are deemed valid even if the proposal for the allocation of unappropriated profit is amended as a result of a change in the number of shares entitled to receive a dividend.

If different declarations are received by different means of communication, they will be prioritized in the following order: declarations sent (1) via the shareholders' portal, (2) by mail, (3) via intermediaries pursuant to Section 67c AktG.

If a shareholder or the shareholder's authorized representative appears at the Annual General Meeting in person, a previously cast absentee ballot will not be counted.

Further details on absentee voting can be found on the form provided for that purpose and on the internet at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

II. Rights of the shareholders

(Disclosures pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG)

1. Amendments to the agenda (Section 122 (2) AktG)

Motions to add items to the agenda pursuant to Section 122 (2) AktG must be received by the Company in writing or in electronic form in accordance with Section 126a of the German Civil Code (i.e., including the name and a qualified electronic signature) at the address given below by **24:00 (CEST) of April 14, 2025**:

United Internet AG
Investor Relations
Elgendorfer Straße 57
56410 Montabaur
investor-relations@united-internet.de (including the name and a qualified electronic signature)

Amendments to the agenda that are to be published will be published – including the name of the shareholder – in the German Federal Gazette (Bundesanzeiger) without undue delay after receipt of the motion unless they have already been published together with the invitation. They will also be published at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html> and communicated to the shareholders.

Further details on motions to add items to the agenda pursuant to Section 122 (2) AktG and the relevant preconditions are provided on the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

2. Motions of shareholders (Section 126 (1) AktG)

Every shareholder has the right to submit at the Annual General Meeting counter-motions against the proposals of the Management Board and/or Supervisory Board regarding a specific agenda item.

Shareholder counter-motions regarding a specific agenda item within the meaning of Section 126 (1) AktG that are received by the Company at the address stated below by **24:00 (CEST) of April 30, 2025**, will be made available to shareholders without undue delay on the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>:

United Internet AG
Investor Relations
Elgendorfer Straße 57
56410 Montabaur
investor-relations@united-internet.de

Further details on counter-motions pursuant to Section 126 (1) AktG, their preconditions and the reasons for not having to make a counter-motion and its reasoning available via the website pursuant to Section 126 (2) AktG are provided on the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

3. Nominations by shareholders (Section 127 AktG)

Every shareholder has the right to make at the Annual General Meeting nominations regarding the election of Supervisory Board members or the appointment of external auditors, provided the election is an agenda item.

Shareholder nominations pursuant to Section 127 AktG that are received by the Company at the address stated in section II.2. by **24:00 (CEST) of April 30, 2025**, will be made available to shareholders without undue delay on the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

Further details on nominations pursuant to Section 127 AktG, their preconditions and the reasons for not having to make a nomination and its reasoning available via the website pursuant to Section 127 Sentence 1 in conjunction with Section 126 (2) and Section 127 Sentence 3 AktG are provided on the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

4. Right of shareholders to information (Section 131 (1) AktG)

Pursuant to Section 131 (1) AktG, every shareholder upon request at the Annual General Meeting on May 15, 2025, is to be provided with information by the Management Board on matters relating to the Company to the extent that it is necessary for the proper assessment of an agenda item. The obligation to provide information also comprises the legal and business relations of the Company with its affiliates, the position of the United Internet Group and of the companies included in the consolidated financial statements of United Internet. The Management Board may refuse to provide information under certain conditions set out in detail in Section 131 (3) AktG.

In accordance with Section 18 (2) Sentence 3 of the Articles of Association, the chair of the meeting is authorized to set an appropriate time limit with respect to the right of shareholders to speak and ask questions.

Further details on the rights of shareholders to information pursuant to Section 131 (1) AktG are provided on the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

III. Information and documents on the Annual General Meeting

The content of the invitation, the documents to be made available to the Annual General Meeting and further information and forms in connection with the Annual General Meeting to be made available pursuant to Section 124a AktG can be accessed via the Company's website at <https://www.united-internet.de/en/investor-relations/annual-general-meeting/2025.html>.

The information and documents to be made available will, to the extent necessary, also be available for inspection during the Annual General Meeting.

Following the Annual General Meeting, the voting results will be published at the same internet address.

IV. Information on data protection

United Internet AG processes the personal data of shareholders and shareholder representatives for the purposes provided by law, in particular for maintaining the share register and for conducting Shareholders' Meetings and, in certain individual cases, for safeguarding its legitimate interests.

You can find information on the processing of your personal data on the internet at <https://www.united-internet.de/en/investor-relations/data-privacy-information-for-shareholders.html>.

Montabaur, April 2025

United Internet AG

The Management Board



United Internet AG

Elgendorfer Straße 57

56410 Montabaur

Tel. 02602 96-1100

investor-relations@united-internet.de

Management Board: Ralph Dommermuth, Carsten Theurer, Markus Huhn

Chairman of the Supervisory Board: Philipp von Bismarck

HRB Montabaur 5762