



1&1 Drillisch Aktiengesellschaft

Maintal

ISIN DE 0005545503 / WKN 554 550
ISIN DE 000A2GSYD7 / WKN A2GSYD

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 2021 virtual annual general meeting of 1&1 Drillisch Aktiengesellschaft
(Formal specification pursuant to the EU IR: DRI052021oHV)
2. **Type of message:** Meeting Notice
(Formal specification pursuant to the EU IR: NEWM)

B. Specification of the issuer

1. **ISIN:** DE0005545503 / DE000A2GSYD7
2. **Name of issuer:** 1&1 Drillisch Aktiengesellschaft

C. Specification of the meeting

1. **Date of the General Meeting:** 26 May 2021
(Formal specification pursuant to the EU IR: 20210526)
2. **Time of the General Meeting (commencement):** 10:00 hrs (CEST)
(Formal specification pursuant to the EU IR: 8:00 hrs UTC)
3. **Type of General Meeting:** Annual General Meeting
(Formal specification pursuant to the EU IR: GMET)

4. **Location of the General Meeting:**

URL to the password-protected internet service of the Company for following along with the general meeting via video and audio stream and for exercising shareholder rights: <http://www.lund1-drillisch.de/investor-relations/hv2021>

(Formal specification pursuant to the EU IR: <http://www.lund1-drillisch.de/investor-relations/hv2021>)

Venue of the general meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz*): Alte Oper, Opernplatz 1, 60313 Frankfurt am Main, Germany

5. **Record Date:** 5 May 2021 (00:00 CEST)

To exercise the rights to participate and vote, proof of a shareholder's shareholding that must refer to the beginning of the 21st day before the general meeting must be submitted by the depositary bank. Hence, the record date is 5 May 2021 (00:00 hrs CEST). (Formal specification pursuant to the EU IR: 20210504)

6. **Website to the General Meeting/URL:** <http://www.lund1-drillisch.de/investor-relations/hv2021>

Additional information concerning the convening of the general meeting (blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212):

Additional information about the participation in the general meeting (block D), the agenda (block E) and the specification of the deadlines regarding the exercise of other shareholder rights (block F) can be found on the following website: <http://www.lund1-drillisch.de/investor-relations/hv2021>



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Announcement of the (virtual) general meeting

On the basis of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic, we hereby invite our shareholders, with the consent of the Supervisory Board, to the annual general meeting of the Company, which will be conducted without the shareholders or their authorised representatives being physically present

beginning at 10:00 a.m.

on Wednesday, 26 May 2021.

The location of the general meeting within the meaning of the German Stock Corporation Act [*Aktiengesetz*; AktG] is Alte Oper, Opernplatz 1, 60313 Frankfurt am Main, Germany.

Shareholders and their authorised representatives (with the exception of authorised voting representatives designated by the Company) have neither the right nor the possibility of being physically present at the location of the general meeting. The entire meeting will be broadcast in a video and audio stream on the Company's website at <http://www.1und1-drillisch.de/investor-relations/hv2021> as a password-protected internet service for duly registered shareholders and their authorised representatives; this stream does not permit participation in the general meeting within the meaning of Section 118 (1) second sentence AktG.

Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements per 31 December 2020, the management report (including the explanatory report on the information pursuant to Section 289a (1) of the German Commercial Code [*Handelsgesetzbuch*; HGB]) and the consolidated management report (including the explanatory report on the information pursuant to Section 315a (1) HGB), the report of the Supervisory Board for fiscal year 2020 and the Management Board proposal for the appropriation of the unappropriated retained earnings for fiscal year 2020**

The above documents can be retrieved from the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021> as of the day of the announcement of the general meeting. They will also be accessible there during the virtual general meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board pursuant to Sections 172, 173 AktG, thereby adopting the annual financial statements. In accordance with legal provisions, the adoption of a resolution regarding the first item on the agenda is therefore not scheduled.

- 2. Adoption of a resolution regarding the appropriation of the unappropriated retained earnings for fiscal year 2020**

The Management Board and the Supervisory Board propose appropriating the unappropriated retained earnings of fiscal year 2020 reported in the adopted annual financial statements of the Company per 31 December 2020 in the amount of € 870,039,060.21 as follows:

Disbursement of a dividend of € 0.05 for each no-par share entitled to dividends (a total of 176,264,649 no-par shares entitled to dividends) for the past fiscal year 2020	€	8,813,232.45
Balance carried forward to a new account	€	861,225,827.76

The proposal for the appropriation of profits takes into account the 500,000 treasury shares held by the Company at the time of the preparation of the annual financial statements by the Management Board, which in accordance with Section 71b AktG are not entitled to dividends. The number of shares entitled to dividends may change before the general meeting. In this case, an adjusted proposal for appropriation of profits will be submitted to the general meeting

without any change in the disbursement of € 0.05 for each no-par share entitled to dividends.

Pursuant to Section 58 (4) second sentence AktG, the claim to the dividends will become effective on the third business day following the adoption of the resolution by the general meeting, i.e. on 31 May 2021.

3. Adoption of a resolution regarding the ratification of the Management Board members' actions for fiscal year 2020

The Management Board and the Supervisory Board propose that the actions of the Management Board members in office in fiscal year 2020 be ratified for this period. It is intended to have the general meeting vote on the ratification of the actions of each and every member of the Management Board individually.

4. Adoption of a resolution regarding the ratification of the Supervisory Board members' actions for fiscal year 2020

The Management Board and the Supervisory Board propose that the actions of the Supervisory Board members in office in fiscal year 2020 be ratified for this period. It is intended to have the general meeting vote on the ratification of the actions of each and every member of the Supervisory Board individually.

5. Adoption of a resolution on the election of the auditor of the annual financial statements and auditor of the consolidated financial statements for fiscal year 2021 and, in the event of an audit review, of the auditor for financial reports prepared during the year for fiscal year 2021 and for the first quarter of fiscal year 2022

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, headquartered in Stuttgart, branch office Eschborn/Frankfurt am Main, be appointed as the auditor of the annual financial statements and the consolidated financial statements for fiscal year 2021 and – if such a review is performed – for the audit review of financial reports prepared during the year for fiscal year 2021 and for the first quarter of fiscal year 2022.

The Supervisory Board declares that its proposal has not been improperly influenced by a third party and that no clause restricting choices within the meaning of Art. 16(6) of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) has been imposed on it.

6. Adoption of a resolution on a special election with regard to the Supervisory Board

Pursuant to Section 95 AktG in conjunction with Section 10 (1) of the Company's Articles of Association, the Supervisory Board consists of six members, who are elected by the general meeting. The current members of the Supervisory Board have been elected for the period ending at the close of the general meeting that resolves to ratify their actions for fiscal year 2022.

Supervisory Board member Michael Scheeren has resigned from his office as Supervisory Board member pursuant to Section 10 (4) of the Company's Articles of Association with effect as of 23 February 2021, which necessitates a special election of a Supervisory Board member. The Supervisory Board has elected Kurt Dobitsch as the new Chairman of the Supervisory Board.

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 the individual listed below be elected with effect from the close of the 2021 Annual General Meeting for the period ending at the close of the General Meeting that resolves to ratify their actions for fiscal year 2022:

Matthias Baldermann, Chief Technical Officer and member of the management board of Hutchinson Drei Austria GmbH, resident in Dresden, Germany

No memberships on other legally required German supervisory boards and no memberships in comparable German and foreign controlling bodies of commercial enterprises.

The general meeting is not bound by the nomination.

In the assessment of the Supervisory Board, there are no personal or business relationships between the individual proposed for election to the Supervisory Board 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.

A résumé of the Supervisory Board candidate proposed for election is set out following item 10 of the agenda under "Information with regard to item 6 of the agenda on the Supervisory Board candidate proposed for election".

7. Adoption of a resolution on the approval of the remuneration system for the Management Board members

Pursuant to Section 120a (1) AktG, the general meeting of a listed company resolves whether or not to approve the remuneration system for the members of the company's management board, as presented by the company's supervisory board, upon every material change, but at least once every four years.

Taking into account the requirements of Section 87a (1) AktG, the Supervisory Board resolved on changes to the remuneration system for the Management Board members with effect from the 2021 Annual General Meeting. This amended remuneration system is set out following item 10 of the agenda under "Description of the remuneration system for the Management Board members (item 7 of the agenda)" and will be submitted to the general meeting for approval.

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

8. Adoption of a resolution on the amendment of the remuneration of the Supervisory Board members and the related amendment of the Articles of Association and adoption of a resolution on the remuneration system for the Supervisory Board members

Pursuant to Section 113 (3) AktG, the general meeting must vote on a resolution regarding the remuneration of the Supervisory Board members at least once every four years. The currently applicable remuneration scheme for the Supervisory Board set out in § 14 of the Articles of Association of the Company dates back to a resolution of the annual general meeting of 17 May 2018.

After thorough review, the Management Board and the Supervisory Board have come to the conclusion that the remuneration scheme is to be retained going forward and only certain aspects thereof should be altered. This applies in particular against the background that the Supervisory Board intends to establish an audit and risk committee in the future. The proposed remuneration would be greater in line with the recommendation set out in the German Corporate Governance Code pursuant to which the remuneration shall take appropriate account of the larger time commitment associated with particular functions on a supervisory board (G.17 GCGC).

The Management Board and the Supervisory Board therefore propose to resolve:
§ 14 of the Articles of Association is deleted and reworded as follows:

"§ 14

Remuneration

- (1) Every Supervisory Board member will receive fixed remuneration of EUR 45,000.00 per fiscal year. The Supervisory Board chair will receive EUR 55,000.00; the deputy chair will receive EUR 50,000.00. Supervisory Board members holding office on the Supervisory Board or acting as its chairperson or deputy chairperson only for part of a fiscal year will receive a *pro-rata* share of the fixed remuneration, rounded up to whole months.
- (2) In addition, every Supervisory Board member will receive an attendance fee of EUR 1,000.00 for each time they attend Supervisory Board meetings that are held with the members being physically present. Where meetings of the Supervisory Board are not held in person but virtually (in particular if a meeting is conducted only by telephone or only via video conference), the members of the Supervisory Board will not receive an attendance fee if the meeting lasted no more than one hour; half the amount of the attendance fee if the meeting lasted for more than one hour but no more than two hours and the full attendance fee if the meeting lasted for two hours or more. Members who do not personally attend in-person Supervisory Board meetings (e.g. by participating via telephone or video conference) will in any event only receive 25% of the attendance fee; participating solely by submitting a voting rights message (*Stimmrechtsbotschaft*) does not result in a claim to receive an attendance fee.
- (3) For serving on the Supervisory Board's audit and risk committee, the chairperson of the audit and risk committee will additionally receive EUR 20,000.00 annually; each other member of the audit and risk committee will additionally receive EUR 15,000.00 annually. A Supervisory Board member holding office on the audit and risk committee or acting as its chairperson only for part of a fiscal year will receive a *pro-rata* share of the additional remuneration, rounded up to whole months. The Company must support the members of the audit and risk committee in participating in necessary further and advanced training and must also bear – to a reasonable extent – the costs incurred in this regard.

- (4) The total remuneration pursuant to paragraphs 1 to 3 is due and payable after the fiscal year end.
- (5) The members of the Supervisory Board will further be reimbursed for any out-of-pocket expenses incurred by them and for any VAT to be paid on their remuneration and out-of-pocket expenses. Reimbursement of out-of-pocket expenses will be paid immediately.
- (6) The provisions of this § 14 will apply for the first time to the fiscal year 2021."

The remuneration of the Supervisory Board members, including the system on which this remuneration is based, is resolved.

The information pursuant to Sections 113 (3) third sentence, 87a (1) second sentence AktG are set out following item 10 of the agenda under "Description of the remuneration and the remuneration system for the Supervisory Board members (item 8 of the agenda)".

9. Adoption of a resolution on the amendment of § 16 (2) of the Articles of Association regarding the requirements for participation in the general meeting and the exercise of voting rights

The requirements for participation in a general meeting and the exercise of voting rights have been changed by the German Act Implementing the Second Shareholders' Rights Directive [*Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie*]. As regards bearer shares of listed companies, in accordance with the amended Section 123 (4) first sentence AktG, the proof provided by the last intermediary pursuant to the newly added Section 67c (3) AktG is to suffice for participation in a general meeting or the exercise of voting rights.

In accordance with the requirements set forth in the former version of Section 123 (4) first sentence AktG, the current provision set forth in § 16 (2) second and third sentence of the Company's Articles of Association requires that a proof of shareholding be provided by the relevant depository bank in text form and in the German or English language for participation in the general meeting and the exercise of voting rights.

To avoid any discrepancy between the provisions set forth in the Articles of Association and those provided for by law on the proof required for participation in the general meeting or the exercise of voting rights, an amendment of the Articles of Association is to be resolved.

The Management Board and the Supervisory Board therefore propose to resolve:

§ 16 (2) of the Articles of Association is deleted and reworded as follows:

"In addition, shareholders are required to prove their entitlement to participate in the general meeting and to exercise voting rights. A proof of shareholding provided by the last intermediary in text form pursuant to Section 67c (3) AktG is sufficient to fulfil that requirement. The proof may be in German or English."

10. Adoption of a resolution on the amendment of § 1 (1) of the Articles of Association (Corporate Name)

The Company's corporate name is to be changed to "1&1 AG".

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

§ 1 (1) of the Articles of Association is deleted and reworded as follows:

"(1) The Company's corporate name is

"1&1 AG"."

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

The Supervisory Board has selected the candidate proposed for election in item 6 of the agenda on the basis of previously established, objective criteria and, in so doing, has taken into consideration the objectives set regarding its composition and the established skills profile. The objectives and the skills profile are explained in detail in the Corporate Governance Declaration, which is included in the management report.

Moreover, in making its proposal, the Supervisory Board ensured that the candidate has sufficient time to exercise his duties with due care throughout the entire period of office. In this respect, the Supervisory Board took into account the candidate's main functions and his memberships in other legally required supervisory boards or similar German and foreign controlling bodies of commercial enterprises and observed the requirements under the German Corporate Governance Code regarding the permissible number of supervisory board mandates.

Furthermore, in the selection process, great importance was placed on the candidate's independence because the members of the Supervisory Board represent the interests of all shareholders. The Supervisory Board believes that the candidate proposed for election is independent within the meaning of recommendation C.7 of the German Corporate Governance Code.

When selecting the candidate, particular care was taken to ensure diversity so that the Supervisory Board as a whole has sufficient diversity of opinion and knowledge.

The following is further information on the candidate:

Matthias Baldermann

Born in: 1965
Place of residence: Dresden

Professional Career

1991-2002 Managing Director, Ingenieurbüro für Netzplanung (TCS GmbH), Dresden
1996-1998 Transmission Planning, Viag Interkom, Munich (now Telefónica Deutschland / o2)
1998-1999 Manager Special Projects, Ericsson, Spain
1999-2001 Head of Mobile Access Network, tel.ring Telekom Service GmbH, Austria
Since 2001 Hutchinson Drei Austria GmbH, Director Programme Management, since 2010 CTO and Member of the Management Board

Education

1985-1991 Studies in electrical engineering/telecommunications at Dresden University for Transport and Telecommunications

Description of the remuneration system for the Management Board members (item 7 of the agenda)

Remuneration system for the Management Board members of 1&1 Drillisch Aktiengesellschaft ("Company")

Introduction

As from the 2021 Annual General Meeting, this remuneration system will form the basis for concluding new service contracts with the Management Board members. Any service contracts already existing at this point in time will not be affected hereby; however, these contracts for the most part comply with the requirements of the remuneration system.

The remuneration for the members of the Company's Management Board is aligned with the Company's sustainable and long-term development. The Management Board members are to receive appropriate remuneration commensurate with their responsibilities. In determining the remuneration, the economic climate, the Company's success, the personal performance of an individual Management Board member, the interests of the Company's stakeholders and societal issues must be taken into account. The remuneration is to create an incentive for being successful from all of these aspects. That success is to be achieved in the long term, which is why the remuneration must not encourage the taking of short-term risks.

Remuneration system, procedure, peer groups & remuneration structure

The remuneration system for the Management Board members is set down, and regularly reviewed, by the Supervisory Board in accordance with the legal requirements. The provisions of the German Stock Corporation Act and of the German Corporate Governance Code (GCGC) that apply to the treatment of conflicts of interest are complied with. The remuneration of each Management Board member is determined based on the remuneration system.

The total remuneration of each Management Board member ("target total remuneration") is set by the Supervisory Board at an appropriate amount based on a performance assessment and on performance expectations. Criteria for determining the appropriateness of each Management Board member's remuneration are based on the responsibilities of the individual Management Board member, the performance of the entire Management Board, that member's personal performance and experience, the financial position of the Company, the performance and outlook of the Company, and a review of the comparability of the remuneration with data from external and internal peer groups. For the purposes of the internal (vertical) comparison, the Supervisory Board considers Management Board remuneration in relation to remuneration for senior management and the workforce of the Company, including for that of affiliated companies of the 1&1 Drillisch Group, and its development over time. When it comes to the external (horizontal) comparison, companies are looked at that belong to comparable sectors and/or that are also listed in the TecDAX/SDAX and that are comparable to the Company as regards market position, revenues and employee headcount. In this regard, the Supervisory Board uses, among other things, findings of independent providers of remuneration studies, as well as the published annual reports and remuneration reports of peer companies, and also seeks the advice of experienced and independent remuneration consultants. The Supervisory Board also performs these comparisons when setting down the remuneration system as a whole.

The total remuneration of the Company's Management Board members consists of (i) a fixed, non-performance-based base salary, (ii) fringe benefits and (iii) a variable, performance-based element. The variable element itself consists of a short-term and a long-term component. To determine the specific amount of each remuneration component, the remuneration system provides for ranges and limits, within which the Supervisory Board operates in order to set the total remuneration in due consideration of the variable element.

Overview of the remuneration structure	
Non-performance-based remuneration components	
Base remuneration	Fixed salary, paid on a monthly basis
Fringe benefits/other benefits	Insurance coverage (D&O, etc.); company car; accommodation, relocation, estate agent, journey home and tax adviser costs up to a certain amount; where applicable, special allowances and signing bonus
Performance-based remuneration components	
Short-term variable remuneration	STI: based on the achievement of certain targets (revenues and earnings figures; operating/strategic aspects; personal performance; non-financial performance criteria (ESG))
Long-term variable remuneration	Participation in the SAR Plan; participation in the increase in value of the Company's share; 5-year term to maturity

The total remuneration generally also constitutes compensation for services performed for, and positions held in corporate bodies of, the Company's affiliated and associated companies and companies in which the Company is involved.

Where such functions and offices have been assumed, any remuneration paid for these activities (e.g. attendance fees) is in principle credited against the total remuneration and – in due consideration of tax requirements – generally deducted from the short-term variable remuneration to be paid. As regards the remuneration for functions and offices

in associated companies and companies in which the Company is involved, the Supervisory Board may agree to something different with the relevant Management Board member.

Remuneration and corporate strategy/long-term development of the Company

The remuneration of the members of the Company's Management Board promotes its corporate strategy in a number of different ways:

Within the framework of the short-term variable remuneration (see below for more information in this regard), targets are agreed with the Management Board members that, firstly, ensure economic success through the achievement of certain figures. Secondly, individual targets are agreed that may also entail specific strategic objectives. The inclusion of target criteria relating to environmental and social aspects is to also credit societal successes.

The long-term variable remuneration (see below for more information in this regard) ensures by means of its focus on the share price and with its multi-year term to maturity that an incentive is created for sustainable economic success. In addition, the interests of the Company and of its shareholders are linked to those of the Management Board in the long term. Each Management Board member thereby participates in the sustainable success of the Company, but must also shoulder together with the Company economically negative developments. This bonus/penalty system allows the Management Board members to engage in entrepreneurial activities having a long-term perspective in the best interests of the Company.

Non-performance-based remuneration components

Fixed remuneration

The fixed remuneration has the function of a guaranteed base remuneration and is paid monthly as a salary. The fixed remuneration is reviewed at regular intervals and adjusted as necessary. In each review, a comparison with internal and external peer groups is also made (see above).

Fringe benefits/other benefits

As a standard rule,

- D&O and occupational accident insurance coverage (see below for more detail in this regard) and
- a company car with the option to use it for private purposes (alternatively, a car allowance or a BahnCard)

are offered as fringe benefits.

In addition, as part of the onboarding of new Management Board members, the following fringe benefits may also be granted:

- assumption of reasonable relocation and/or estate agent costs;
- assumption of accommodation costs customary to the location (e.g. as an allowance for the maintenance of two households) for a reasonable period of time;
- payment of a market-based monthly allowance for family journeys home (outbound and return) for a reasonable period of time;
- assumption of tax adviser costs customary on the market due to the establishment of the service relationship;
- assumption of tax adviser costs customary on the market in special tax-related circumstances (e.g. matters with a foreign element) during the term of the service contract.

In addition, on the occasion of their move from another employment relationship, the Supervisory Board may grant a signing bonus to new Management Board members that serves to compensate lost remuneration from the previous employment. In any instance, the amount of the signing bonus is to be offset against any payment claims under the long-term variable remuneration scheme. If the Management Board member at his or her request leaves the Company before the signing bonus is entirely offset, the remaining amount of the signing bonus must be repaid to the Company by the Management Board member. In such cases, the Supervisory Board is allowed to agree on a provision with the Management Board member that gradually reduces the amount to be repaid over an extended period of time, in which case the period of time is to be less than 24 months after the assumption of the role for the Company only in justified exceptional cases.

Furthermore, in justified exceptional cases – e.g. if a Management Board member assumes departmental responsibilities in addition to his or her actual department responsibilities (e.g. due to the illness or absence of another Management Board member or the reallocation of departmental responsibilities) – reasonably increasing the fixed remuneration accordingly is also permitted.

Pension benefits are not granted.

Performance-based remuneration components

Short-term variable remuneration (short-term incentive ("STI"))

In addition to base remuneration, each Management Board member receives an STI, the reference period of which is a fiscal year of the Company. For an STI, a target award is offered that will be earned if the average target achievement is 100%. The targets are set in each case by the Supervisory Board at the beginning of a fiscal year. The following is an overview of possible targets:

STI Targets	Share of STI (min/max)
<ul style="list-style-type: none"> Growth in revenues and earnings figures (such as EBITDA) as well as capital efficiency metrics (such as ROI) of the 1&1 Drillisch Group 	50-70%
<ul style="list-style-type: none"> Operating/strategic targets (e.g. business development, increase in efficiency, market share) 	5-20%
<ul style="list-style-type: none"> Personal performance targets (e.g. being responsible for certain projects; achieving individual/department-related key performance indicators) 	5-20%
<ul style="list-style-type: none"> Non-financial performance criteria such as the interests of stakeholders, environmental and social issues ("ESG Elements") 	5-20%

To achieve an appropriate target structure, the Supervisory Board may deviate from the recommended percentages indicated above when weighting the individual targets.

The different categories allow the Company to align short-term variable remuneration optimally with its interests:

The 1&1 Drillisch Group's revenues (growth) and earnings (primarily EBITDA) are the decisive criteria for measuring its economic success in a past fiscal year. For that reason, this category is to make up the greatest share among the targets for the STI. The dedication and contribution of each Management Board member to the benefit of the Company and the 1&1 Drillisch Group are thereby acknowledged. A lack of economic success has a direct adverse impact on the remuneration of each Management Board member.

By contrast, operating and strategic targets create a specific incentive to achieve certain short-term metrics or to take certain measures and, thereby, they can reflect more fittingly certain operating and strategic decisions than the 1&1 Drillisch Group's revenues and earnings. These targets are to be set for the Management Board as a whole.

Personal performance targets can be set for each individual Management Board member and thereby create an incentive to successfully complete certain projects for which the Management Board member is responsible; to solve unique challenges relating to that member's department and to achieve certain department-specific metrics (e.g. customer satisfaction).

ESG Elements must be included and, unlike the previous categories, take into account the interests of stakeholders and environmental goals. By means of this STI component, the Supervisory Board is to direct Management Board members' attention to social issues and create an incentive for addressing these issues. In view of the variety of conceivable interests, there is a broad spectrum to choose from in this regard, which is why the Supervisory Board is to react dynamically to societal and environmental challenges when setting these targets. In this respect, the ESG Elements are not limited to issues outside of the 1&1 Drillisch Group, but are to also aid in solving similar challenges within the Company and affiliated companies (e.g. diversity).

The target achievement range is generally between 90% and 120%. If the average target achievement is less than 90%, the claim to payment of the STI lapses entirely. If the average target achievement is more than 120%, the excess achievement is taken into account only up to 120% of the STI target award. In a year in which a member joins the Management Board, particularly in a short fiscal year, a minimum STI award may be guaranteed to that Management Board member by the Supervisory Board for the first

six to twelve months of his or her period of office. A portion of that minimum award may also be paid out to the Management Board member on a monthly basis.

The Supervisory Board discusses and determines the degree of achievement as relates to the STI in a meeting in each case after the adoption of the annual financial statements for the 1&1 Drillisch Group. The Supervisory Board prepares for this meeting together with the Management Board members and the competent departments so that it has all of the information and, where applicable, additional expertise necessary for an estimation.

In this context, the figures calculated in the Corporate Financial Affairs & Investor Relations division are used as a basis with respect to the revenues and earnings category. Revenues and earnings targets are a part of forecasting; target figures are compared with the actual figures based on audited annual financial statements.

The Supervisory Board determines the degree of achievement of operating and strategic targets by assessing the concepts submitted by the Management Board and, where applicable, any further documentation required. The achievement of personal performance targets is also determined based on documents submitted by the Management Board member and assessed by the Supervisory Board (where applicable, with the aid of external expertise). For determining target achievement with regard to ESG Elements, the Supervisory Board looks at the metrics and success criteria laid down in each case.

After that meeting of the Supervisory Board ends, provided that no further facts or circumstances are to be ascertained, the STI will be paid out with the next salary payment.

Long-term variable remuneration (long-term incentive ("LTI"))

As an LTI, there is a program based on virtual stock options (the stock appreciation rights ("SARs") plan (the "**SAR Plan**")). An SAR corresponds to a virtual subscription right for one share of the Company, i.e. it is not a (genuine) option to acquire shares of the Company. However, the Company reserves the right to fulfil its commitment to pay out SARs in cash by instead, at its own discretion, also transferring one share per SAR from its stock of treasury shares to the beneficiary at the exercise price.

Description of the SAR Plan of 1&1 Drillisch AG	
Purpose	Participation in the increase in value of the 1&1 Drillisch AG share
Systematics	<p>Issuance of a number of SARs, which can be exercised at certain times to a certain extent. Vesting occurs in four stages:</p> <ol style="list-style-type: none"> 1. 25% of the SARs are exercisable for the first time after two years, 2. another 25% of the SARs are exercisable for the first time after three years, 3. another 25% of the SARs are exercisable for the first time after four years, 4. and the remaining 25% of the SARs are allocated and exercisable for the first time after five years.
Maturity/Fulfilment	Term to maturity: 5 years. All SARs have vested fully after 5 years. The vested stock options must be exercised no later than 6 years after the plan begins; payment claim may be satisfied in cash or shares at the option of the Company.
Calculation parameters	Difference between the initial share price (closing price of the share at issuance) and the closing price of the share on exercising the SARs (in each case, the arithmetic mean of the last ten trading days).
Limitations	<ul style="list-style-type: none"> • Retention period of two years; • Two exercise windows each year; • Only SARs already allocated can be exercised. • Exercise hurdle: A vested SAR may be exercised only if there has been a share price increase of at least 20% compared to the initial share price at the time of exercise.
Cap	<ul style="list-style-type: none"> • 100% of the initial share price

The number of SARs offered to a Management Board member in each case (on average each year of the term to maturity of the plan) is determined based on the total remuneration intended for the Management Board member and assuming that internally prepared forecasts for the development of the share price are met. In due consideration of the stipulations of the remuneration system, in particular, those relating to maximum remuneration, during the term of an SAR agreement, the conclusion of a further SAR agreement is also possible.

Since the development in the value of the SARs is directly tied to the development of the price of the Company's share and vesting occurs over a total period of 5 years, the SAR Plan creates an incentive for a Management Board member to influence the Company's development positively in the long term in the interests of shareholders. At the same time, a Management Board member participates not only in the Company's positive development, he or she is also impacted by a negative development in the price of the share through the exercise hurdle and the calculation of the payout amount. Because the SAR Plan as a remuneration component has proven to strengthen the commitment of the Management Board members to the successful, sustainable development of the price of the Company's share, it is to be kept without any changes.

Maximum remuneration

The maximum remuneration that an ordinary Management Board member may receive when all remuneration elements, i.e., base salary, STI, LTI (remuneration under the SAR Plan/term to maturity in years) and fringe benefits, are added together must not amount to more than EUR 3.00 million gross p.a. (maximum remuneration).

The maximum remuneration for the CEO may be up to twice the maximum remuneration for an ordinary Management Board member.

The maximum remuneration is not the Management Board members' target total remuneration deemed appropriate by the Supervisory Board, but merely an absolute upper limit that must not be exceeded under any circumstances. If the maximum remuneration is exceeded as a result of the payout of the LTI, the claim derived from the LTI for the relevant year to the amount exceeding the amount of the maximum remuneration lapses. However, where payments are made based on the LTI, the LTI's term to maturity must be taken into account when the maximum remuneration is calculated. Therefore, when assessing whether or not the annual maximum remuneration is abided by, payments under the plan are to be distributed uniformly over the years during the term to maturity.

Proportion of fixed remuneration, STI and LTI to determined individual total remuneration

The following framework applies to the proportion of the individual remuneration elements to an individual's target total remuneration:

Relative share of individual remuneration elements in an individual's total remuneration (calculated p.a.)		Absolute share of individual remuneration elements in an individual's total remuneration (calculated p.a.)
Fixed remuneration:	20% to 40%	EUR 300,000 to EUR 500,000
STI (target amount):	10% to 40%	EUR 50,000 to EUR 200,000
LTI (target amount p.a.)	40% to 70%	EUR 200,000 to EUR 2,000,000

An individual's target total remuneration is determined by the Supervisory Board in view of

- the Management Board member's tasks,
- his or her responsibility in the Company,
- his or her experience,
- whether or not he or she has been appointed CEO and
- the internal/vertical and external/horizontal comparison

and, in so doing, it must also be ensured that the share of variable, performance-based remuneration (STI and LTI) in aggregate must amount to at least 60% of the target total remuneration.

Retirement benefits/insurance

The Company maintains D&O insurance, as well as group accident and travel insurance. As regards the performance of their services, the Management Board members are also included in these framework agreements. If any further insurance is taken out applicable to the entire Group, it will also apply to all members of the Company's Management Board.

A company pension plan is offered solely on the basis of deferred compensation (*Entgeltumwandlung*). A pension plan financed by the Company is not offered unless the Company is obligated to do so under legal requirements.

As a contribution to their health and long-term care insurance, the Company pays to each Management Board member no more than the amount of the employer contributions that would be due in the case of compulsorily insured employees. If a Management Board member decides to voluntarily join the statutory pension insurance scheme or is insured in the statutory pension insurance scheme upon joining the Company, the Company will also make the contributions for this up to no more than the amount of the employer contributions that would be due in the case of compulsorily insured employees.

In addition, in the event that a Management Board member is prevented from performing his or her work for reasons due to illness, the Company will continue to pay the remuneration for a period of six months, setting off all benefits that the Management Board member is paid by any statutory or private health insurance for lost earnings.

Remuneration-related legal transactions and severance pay/post-contractual prohibition of competition/clawback clause/extraordinary developments/change-of-control provisions

Remuneration-related legal transactions and severance pay

The term of the service contracts of the Management Board members is tied to their period of office. If a Management Board member's appointment is revoked, the service contract also terminates. If the revocation is not based on cause within the meaning of Section 626 of the German Civil Code [*Bürgerliches Gesetzbuch*], the service contract does not terminate until a 12-month period elapses (or, if this happens sooner, until the original period of office elapses). Claims to severance payments in the event of departure are not granted to the Management Board members. Otherwise, the Company follows the guidelines of the GCGC regarding payments in the event of early termination of a member's service on the Management Board. According to the GCGC, any payments made to a management board member due to early termination of their management board activity must not exceed twice the annual remuneration and must not constitute remuneration for more than the remaining term of the employment contract. If post-contractual non-compete clauses apply, any severance payments are

taken into account in the calculation of any compensation payments.

Post-contractual prohibition of competition

The Management Board members' service contracts include a post-contractual prohibition of competition with a term of up to one year. Unless the prohibition of competition is waived by the Supervisory Board, the Management Board member is entitled to a compensation payment in the amount of 75% to 100% of the fixed remuneration last granted. The Management Board member must have any other income from any new activity credited against the compensation payment.

Clawback clause

Service contracts also contain a so-called "clawback" clause, by which short-term variable remuneration granted to the Management Board member can be reclaimed entirely or in part if it turns out that conditions for receiving that remuneration were in fact not met (e.g. manipulated or incorrectly calculated figures). A similar provision is integrated into the contracts on the long-term variable remuneration. Claims for damages and claims that arise on account of unjust enrichment remain unaffected by these provisions.

Extraordinary developments

The Supervisory Board takes extraordinary developments into account when determining the STI target achievement. Particularly with regard to financial figures, need for adjustment may arise as a result of exceptional effects. The Supervisory Board may also respond to extraordinarily adverse developments in accordance with Section 87 (2) AktG, which allows it to reduce the remuneration of the Management Board members to an appropriate amount if, after the setting of the remuneration, the situation of the Company deteriorates such that continuing to grant the remuneration without any changes would be inequitable to the Company.

Change of control provisions

Change of control clauses that commit to benefits in the case of early termination of a Management Board member's service contract due to a change of control have not been agreed upon.

Description of the remuneration and the remuneration system for the Supervisory Board members (item 8 of the agenda)

Description of the remuneration system for the Supervisory Board including the information pursuant to Sections 113 (3) third sentence, 87a (1) second sentence AktG

The remuneration system for the Supervisory Board members on which the amendment of § 14 of the Company's Articles of Association proposed in item 8 of the agenda is based can be described in detail as follows:

The remuneration system for the Supervisory Board members is governed by the legal requirements and takes into account the provisions of the German Corporate Governance Code.

The system for remunerating the Supervisory Board members continues to provide for fixed remuneration, plus attendance fees, without any variable or share-based remuneration. The payment of fixed remuneration is consistent with established and widespread practice at other listed companies and has proven successful. The Management Board and the Supervisory Board believe that fixed remuneration for the Supervisory Board members is best suited to bolster the independence of the Supervisory Board and for it to observe its advisory and supervisory function, which is to be fulfilled irrespective of the Company's success. Fixed remuneration for supervisory board members is also advised in suggestion G.18 first sentence GCGC.

The members of the Supervisory Board receive fixed annual remuneration in the amount of EUR 45,000.00. In accordance with recommendation G.17 GCGC, the remuneration of the chairperson and deputy chairperson of the Supervisory Board is greater on account of the larger time commitment. The remuneration for the chairperson of the Supervisory Board is EUR 55,000.00 and for the deputy chairperson, it is EUR 50,000.00. Supervisory Board members who held office on the Supervisory Board or acted as its chairperson or deputy chairperson only for part of a fiscal year will receive a *pro-rata* share of the fixed remuneration, rounded up to whole months.

In addition, members will receive an attendance fee of EUR 1,000.00 for each time they attend Supervisory Board meetings that are held with the members being physically present. Where meetings of the Supervisory Board are not held in person but virtually (in particular if a meeting is conducted only by telephone or only via video conference), the members of the Supervisory Board will not receive an attendance fee if the meeting lasted no more than one hour; half the amount of the attendance fee if the meeting lasted for more than one hour but no more than two hours and the full attendance fee if the meeting lasted for two hours or more. Members who do not personally attend in-person

Supervisory Board meetings (e.g. by participating via telephone or video conference) will in any event only receive 25% of the attendance fee; participating solely by submitting a voting rights message does not result in a claim to receive an attendance fee.

Furthermore, in accordance with recommendation G.17 GCGC, the chairperson of the audit and risk committee will additionally receive EUR 20,000.00 annually; each other member of the audit and risk committee will additionally receive EUR 15,000.00 annually. A Supervisory Board member holding office on the audit and risk committee or acting as its chairperson only for part of a fiscal year will receive a *pro-rata* share of the additional remuneration, rounded up to whole months. The Company must support the members of the audit and risk committee in participating in necessary further and advanced training and must also bear – to a reasonable extent – the costs incurred in this regard.

An attendance fee is not paid for participating in meetings of the audit and risk committee. The additional annual remuneration constitutes compensation for participating in meetings of the audit and risk committee.

The total remuneration is due and payable after the fiscal year end. Reimbursement of out-of-pocket expenses will be paid immediately. Furthermore, the members of the Supervisory Board will be reimbursed for any VAT to be paid on their remuneration or out-of-pocket expenses.

I. Further information and remarks

1. Conduct of the general meeting without the shareholders or their authorised representatives being physically present (virtual general meeting)

On the basis of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic, the Company's Management Board has decided, with the consent of the Supervisory Board, to conduct a general meeting without the shareholders or their authorised representatives being physically present (virtual general meeting).

The virtual general meeting will be broadcast in a live video and audio stream on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021> as a password-protected internet service for duly registered shareholders and their authorised representatives starting at 10:00 a.m. on 26 May 2021. The password-protected internet service has been set up for the shareholders for the purpose of conducting the virtual general meeting. Access to the password-protected internet service is described in more detail under I.3.

Using the password-protected internet service, duly registered shareholders (or their authorised representatives) may, among other things, exercise their voting rights, grant powers of representation, submit questions or have their objections recorded in the minutes in accordance with the procedure established for this purpose.

The votes to be taken under items 2 to 6 and 8 to 10 of the agenda are binding decisions and the vote to be taken under item 7 of the agenda is recommendatory; in each case, it is possible to vote Yes, No or Abstain or not to cast a vote.

2. Total number of shares and voting rights at the time of the announcement of the general meeting

At the time of announcement of the virtual general meeting, 1&1 Drillisch Aktiengesellschaft had issued a total of 176,764,649 no-par value bearer shares. Each and every no-par share entitles the holder to one vote. The total number of voting rights at the time of the announcement of the virtual general meeting therefore amounts to 176,764,649. At the time of the announcement of the general meeting, the Company holds 500,000 treasury shares, which do not entitle the Company to any rights.

3. Requirements for participation in the virtual general meeting and the exercise of voting rights

Only those shareholders who have duly registered are entitled to participate in the virtual general meeting and to exercise their voting rights in accordance with the provisions under I.4. The Company must have received the registration at the following address at the latest by the end of **19 May 2021 (24:00 hrs)**:

1&1 Drillisch Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 633
Email: anmeldung@better-orange.de

The registration requires the text form and must be prepared in German or English.

The shareholders must also provide the Company with proof of their entitlement to participate in the virtual general meeting and to exercise their voting rights. For this purpose, a proof of their shareholding issued by the depositary bank is required, which must refer to the beginning of **5 May 2021 (00:00 hrs)** (record date) and must be received by the Company at the address specified for registration no later than by the end of **19 May 2021 (24:00 hrs)**. The proof requires the text form and must be prepared in German or English. The requirements of the proof are also met by a proof pursuant to Section 67c (3) AktG.

In relation to the Company, only those shareholders who have submitted proof of their shareholding are considered shareholders for the purpose of participating in the virtual meeting and exercising voting rights. The entitlement to participate and the scope of the voting rights are determined exclusively based on the shareholding as of the record date. The record date does not involve any lockup period for the shares. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is relevant for participation in the meeting and the scope of the voting rights; this means that sales of shares after the record date have no effect on the entitlement to participate in the meeting and the scope of the voting rights. This also applies *mutatis mutandis* to purchases and additional purchases of shares after the record date. Persons who do not yet own any shares on the record date and become shareholders only after that date are not entitled to participate in the meeting or to exercise voting rights. This provision is without prejudice to the possibility to authorise the purchaser as a representative. The record date is of no relevance for the entitlement to receive a dividend.

After receipt of the registration and proof of their shareholding, the login data for use of the password-protected internet service on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021> will be sent to the shareholders ("GM Ticket"). We kindly ask all shareholders to ensure that they register and send proof of their shareholding to the Company in good time. Both the right to ask questions (see II.4. below) and the right to object (see II.5. below) can only be exercised via the password-protected internet service.

4. Voting by postal vote (also by means of electronic communication) by the shareholders themselves or by their authorised representatives

Shareholders or their authorised representatives may cast their votes by postal vote (also by means of electronic communication). This also requires timely registration and proof of entitlement to participate in accordance with the provisions set out in I.3 above.

Postal votes may be submitted, amended or revoked by post sent to the following address by no later than 24:00 hrs on Tuesday, 25 May 2021:

1&1 Drillisch Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or, until the voting begins at the virtual general meeting, via the password-protected internet service, which is accessible on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>, in accordance with the procedure provided for this purpose.

Those who wish to exercise their voting rights by postal vote are kindly asked to use the password-protected internet service at <http://www.lund1-drillisch.de/investor-relations/hv2021> or the postal voting form sent to them together with the login data for the password-protected internet service. The postal voting form will also be sent to the shareholders or their authorised representatives at any time upon request and is also available on the internet at <http://www.lund1-drillisch.de/investor-relations/hv2021>.

Postal votes on item 2 of the agenda of this announcement are also deemed to be valid in the event of an adjustment of the proposal for the appropriation of profits as a result of a change in the number of shares entitled to dividends.

Authorised intermediaries, associations of shareholders, proxy voting consultants 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 make use of postal voting.

If different declarations are received by different means of communication, they will be prioritised in the following order: (1) declarations sent via the password-protected internet service, (2) declarations sent by post.

5. Voting by authorised representatives

Shareholders who do not wish to exercise their voting rights themselves by postal vote may also have their voting rights exercised by an authorised representative, e.g. an intermediary, an association of shareholders or any other third party, after granting a power of representation for this purpose. Proper registration of the shareholder and, in addition, timely submission of a proof of shareholding as described in I.3 are required also in the event that the shareholder will be represented by an authorised representative.

The granting of the power of representation, its revocation and the proof of authorisation to the Company must be submitted in text form if the authorised representatives are neither intermediaries nor associations of shareholders, proxy voting consultants or other persons who professionally offer the service of exercising voting rights at general meetings as defined in Section 135 (8) AktG.

If powers of representation for exercising voting rights are granted to intermediaries, associations of shareholders, proxy voting consultants or other persons who professionally offer the service of exercising voting rights at general meetings as defined in Section 135 (8) AktG, there is no text form requirement, but the power of representation must be kept by the authorised representative in a verifiable form. It must also be complete and may contain solely declarations relating to the exercise of voting rights. We therefore kindly ask shareholders who wish to authorise an intermediary, an association of shareholders, a proxy voting consultant or any other person who professionally offers the service of exercising voting rights at general meetings as defined in Section 135 (8) AktG to coordinate the form of the authorisation with the person who will be authorised.

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

A power of representation form and further information regarding the power of representation will be sent to duly registered persons together with the login data for the password-protected internet service. The power of representation form will also be sent to shareholders or their authorised representatives at any time upon request and is also available at <http://www.lund1-drillisch.de/investor-relations/hv2021>. Shareholders are requested to grant powers of representation preferably via the password-protected

internet service at <http://www.lund1-drillisch.de/investor-relations/hv2021> or by using the power of representation form provided by the Company.

Proof of a power of representation granted, its amendment or revocation may be submitted to the Company at the following address by no later than 24:00 hrs on Tuesday, 25 May 2021:

1&1 Drillisch Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 655
Email: lund1-drillisch@better-orange.de

or via the password-protected internet service, which is accessible on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>, in accordance with the procedure provided for this purpose by no later than the beginning of the voting at the virtual general meeting.

The aforementioned channels of communication are also available until the aforementioned date if the power of representation is to be granted by declaration to the Company; in this case, separate proof of the granting of the power of representation is not required in that case. The revocation or amendment of a power of representation previously granted may also be declared directly to the Company in each case until the aforementioned date using the aforementioned communication channels.

Please note that the authorised representatives, too, do not have the right to be physically present at the virtual general meeting and may also exercise voting rights solely and exclusively by postal vote or by granting a (sub-)power of representation to the authorised voting representatives designated by the Company. To be able to use the password-protected internet service, the authorised representative must receive the corresponding login data.

6. Procedure for the casting of votes by authorised voting representatives designated by the Company

In addition, the Company offers to its shareholders the opportunity to authorise employees designated by the Company as authorised voting representatives who are bound by the instructions given to them (*weisungsggebundene Stimmrechtsvertreter*). The authorised voting representatives are obligated to vote as instructed; they may not exercise the voting rights at their own discretion. Please note in this context that the

authorised voting representatives may exercise the voting rights only regarding those items on the agenda for which the shareholders have given clear instructions and that the authorised voting representatives may not accept instructions on procedural motions either before or during the virtual general meeting. The authorised voting representatives are also not permitted to accept instructions to lodge objections against resolutions of the general meeting or to ask questions or submit motions. Even if an authorised voting representative designated by the Company has been authorised, proper registration in accordance with the above provisions under I.3. is required.

Powers of representation and instructions to the authorised voting representatives designated by the Company may be issued, amended or revoked by notice to the following address by no later than 24:00 hrs on Monday, 25 May 2021:

1&1 Drillisch Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 655
Email: lund1-drillisch@better-orange.de

or, until the voting begins at the virtual general meeting, via the password-protected internet service, which is accessible on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>, in accordance with the procedure provided for this purpose.

Instructions to authorised voting representatives on item 2 of the agenda of this announcement are also deemed to be valid in the event of an adjustment of the proposal for the appropriation of profits as a result of a change in the number of shares entitled to dividends.

Those who wish to grant a power of representation and issue instructions to the authorised voting representatives designated by the Company are kindly asked to use the password-protected internet service at <http://www.lund1-drillisch.de/investor-relations/hv2021> or the power of representation form sent to them together with the login data for the password-protected internet service. The power of representation form will also be sent to shareholders or their authorised representatives at any time upon request and is also available on the internet at <http://www.lund1-drillisch.de/investor-relations/hv2021>.

If postal votes and powers of authorisation/instructions to authorised voting representatives designated by the Company are received, postal votes always have

priority. If, moreover, different declarations are received by different means of communication, they will be prioritised in the following order: declarations sent (1) via the password-protected internet service, (2) by email, (3) by telefax and (4) by post.

II. Rights of shareholders (information pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG)

1. Motions to add items to the agenda pursuant to Section 122 (2) AktG

Motions to add items to the agenda in accordance with Section 122 (2) AktG must be received by the Company in writing at the following address by the end of **25 April 2021 (24:00 hrs)**:

1&1 Drillisch Aktiengesellschaft
Management Board
Wilhelm-Röntgen-Straße 1-5
63477 Maintal
Germany

More detailed explanations regarding motions to add items to the agenda in accordance with Section 122 (2) AktG and their requirements are available on the Company's website at <http://www.1und1-drillisch.de/investor-relations/hv2021>.

2. Countermotions by shareholders in accordance with Section 126 (1) AktG

Every shareholder has the right to submit countermotions to the proposals of the Management Board and/or Supervisory Board regarding specific items on the agenda.

Countermotions to a specific item on the agenda within the meaning of Section 126 (1) AktG received by the Company at the address given below by the end of **11 May 2021 (24:00 hrs)** will be made available to shareholders without undue delay on the Company's website at <http://www.1und1-drillisch.de/investor-relations/hv2021>.

Countermotions, where applicable including the grounds therefor, must be sent exclusively to the following address:

1&1 Drillisch Aktiengesellschaft
Investor Relations
Wilhelm-Röntgen-Straße 1-5
63477 Maintal
Germany

Telefax: +49 (0) 6181 412-183

Email: ir@lund1-drillisch.de

Further explanations about countermotions in accordance with Section 126 (1) AktG and their requirements as well as the reasons why a countermotion and its grounds need not be made accessible on the website pursuant to Section 126 (2) AktG are available on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>.

Duly submitted motions will be deemed submitted in the virtual general meeting provided that the shareholder submitting the motion is duly entitled to do so and has duly registered for the general meeting as described under I.3. (Section 1 (2) third sentence of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic).

3. Nominations of candidates by shareholders in accordance with Section 127 AktG

Every shareholder has the right to nominate candidates for the election of members to the Supervisory Board (if an election is on the agenda) and/or auditors.

Where such nominations of candidates by shareholders within the meaning of Section 127 AktG are received by the Company at the address given below by the end of **11 May 2021 (24:00 hrs)**, they will be made accessible without undue delay on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>.

Nominations of candidates must be sent exclusively to the following address:

1&1 Drillisch Aktiengesellschaft

Investor Relations

Wilhelm-Röntgen-Straße 1-5

63477 Maintal

Germany

Telefax: +49 (0) 6181 412-183

Email: ir@lund1-drillisch.de

Further explanations about nominations of candidates in accordance with Section 127 AktG and their requirements as well as about why a nomination of a candidate needs not be made accessible on the website in accordance with Section 127 first sentence in conjunction with Section 126 (2) and Section 127 third sentence AktG are available on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>.

Duly made permissible nominations of candidates will be deemed made at the virtual general meeting provided that the shareholder nominating the candidate is duly entitled to do so and has duly registered for the general meeting as described in I.3. (Section 1 (2) third sentence of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic).

4. Shareholders' and their authorised representatives' right to ask questions

Although the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic does not require shareholders to be granted the right to request information within the meaning of Section 131 AktG at the virtual general meeting, they are to be given the right to ask questions.

Duly registered shareholders or their authorised representatives are granted the right to ask questions exclusively by electronic communication via the password-protected internet service, which is accessible on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>, in accordance with the procedure provided for this purpose.

Every duly registered shareholder or his or her authorised representative may submit questions regarding the items on the agenda to the Company by 24 May 2021 (24:00 hrs) using the password-protected internet service, which is accessible on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>, in accordance with the procedure provided for this purpose. No questions may be asked during the virtual general meeting.

Pursuant to Section 1 (2) second sentence of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic, the Management Board decides at its own due, absolute discretion how it will answer questions. It may summarise questions and the answers to them if this appears reasonable to it.

5. Opportunity for shareholders or their authorised representatives to lodge objections

Shareholders who have exercised their voting rights themselves or via an authorised representative may lodge an objection to a resolution of the general meeting solely and exclusively by means of electronic communication.

The shareholder or his or her authorised representative may use the password-protected internet service, which is accessible on the Company's website at <http://www.lund1-drillisch.de/investor-relations/hv2021>, in accordance with the procedure provided for this purpose to lodge an objection to a resolution of the general meeting for recording by the officiating civil-law notary in accordance with Section 245 no 1 AktG in conjunction with Section 1 (2) first sentence no 4 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic until the virtual general meeting has been closed by the chair of the meeting. Lodging an objection is possible from the opening of the virtual general meeting until its close.

The Company points out once again that the authorised voting representatives designated by the Company do not accept instructions to lodge objections.

III. Information and documents; reference to the Company's website

As from the announcement of the virtual general meeting, the documents that must be made accessible as well as any further information can be retrieved together with the present announcement from the Company's website at

<http://www.lund1-drillisch.de/investor-relations/hv2021>.

They will also be accessible there during the virtual general meeting.

Any countermotions, nominations of candidates and requests to add items to the agenda submitted by shareholders and received by the Company in due time, i.e. within the aforesaid deadlines, that must be made public will also be made accessible on the above-mentioned website.

The voting results will be published on the same website after the virtual general meeting.

IV. Information about data protection for shareholders

In the context of the virtual general meeting, 1&1 Drillisch Aktiengesellschaft as the controller processes personal data relating to the shareholders (surname and first name, address, email address, number of shares, class of shares, type of ownership of the shares and the number of the registration confirmation ("GM Ticket")) and, if applicable, personal data relating to the shareholder representatives in compliance with the applicable data protection laws.

Purposes and legal bases

The processing of personal data is legally mandatory for the proper preparation and conduct of the virtual general meeting, for the exercise of shareholders' voting rights and for tuning into and following the virtual general meeting electronically. The legal basis for the processing is point (c) of Art. 6 (1) first sentence of the General Data Protection Regulation (GDPR) in conjunction with Sections 118 et seqq. AktG and in conjunction with Section 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic. In addition, to the extent it is conducive to the organisation of the virtual general meeting, data may be processed on the basis of overriding legitimate interests (point (f) of Art. 6 (1) first sentence GDPR). Insofar as the shareholders do not themselves provide their personal data, 1&1 Drillisch Aktiengesellschaft will generally obtain these data from the shareholders' depositary banks.

Disclosure of data

For the purpose of organising our general meeting, we also commission external service providers and affiliated Group companies. The Company and the depositary banks will provide such external services providers and affiliated Group companies only with the personal data that is required to perform the relevant order. To the extent that they process personal data of the shareholders or, where applicable, shareholder representatives, they carry out the processing activities on our behalf in accordance with the provisions in Art. 28 GDPR.

The service providers commissioned by the Company for the purpose of organising the virtual general meeting process the personal data of the shareholders and shareholder representatives solely and exclusively in accordance with the instructions of 1&1 Drillisch Aktiengesellschaft and solely to the extent that this is required for the performance of the service commissioned. All employees of the Company and the employees of the commissioned service providers who have access to and/or process personal data of the shareholders or, where applicable, shareholder representatives are obligated to treat such data confidentially. In addition, personal data of shareholders or,

where applicable, shareholder representatives who exercise their voting rights and tune into and follow the virtual general meeting electronically can be viewed by other shareholders and shareholder representatives subject to the statutory requirements (in particular, the list of participants, Section 129 AktG, provided that the shareholders or, where applicable, the shareholder representatives are listed therein). This also applies to questions that shareholders or, where applicable, shareholder representatives may have asked in advance (Section 1 (2) no 3 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic).

Storage period

1&1 Drillisch Aktiengesellschaft erases the personal data of the shareholders or shareholder representatives in accordance with the statutory provisions, in particular if and when the personal data are no longer necessary for the original purposes of collection or processing, the data are no longer required in connection with administrative or court proceedings, if any, and if no statutory record retention obligations apply.

Rights of data subjects

Subject to the statutory requirements, shareholders or, where applicable, shareholder representatives have the right to obtain information about their processed personal data and to request the rectification or erasure of their personal data or the restriction of the processing thereof. In addition, the shareholders or, where applicable, shareholder representatives have the right to lodge a complaint with the supervisory authorities.

If personal data are processed on the basis of point (f) of Art. 6 (1) sentence 1 GDPR, shareholders or, where applicable, shareholder representatives also have the right to object subject to the statutory requirements.

Contact

For comments and questions regarding the processing of personal data, shareholders or, where applicable, shareholder representatives may contact the data protection officer of 1&1 Drillisch Aktiengesellschaft at

1&1 Drillisch Aktiengesellschaft
Corporate Data Protection Officer
Wilhelm-Röntgen-Str. 1-5
63477 Maintal
Germany
Email: ir@1und1-drillisch.de

Additional information regarding data protection for shareholders can be found on the website of 1&1 Drillisch Aktiengesellschaft at <https://www.1und1-drillisch.de/datenschutz>.

Maintal, April 2021

1&1 Drillisch Aktiengesellschaft
- The Management Board -