



Announcement of general meeting 2024

Minimum information pursuant to section 125 para. 1 German Stock Corporation Act (AktG) in connection with section 125 para. 5 AktG, article 4 para. 1 and table 3 blocks A to C of the annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	1U1052024oHV
2. Type of message	Meeting notice of a general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE0005545503
2. Name of issuer	1&1 AG
C. Specification of the meeting	
1. Date of the general meeting	16.05.2024 [format pursuant to Implementing Regulation (EU) 2018/1212: 20240516]
2. Time of the general meeting	11:00 hours (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 09:00 UTC]
3. Type of the general meeting	Ordinary annual general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the general meeting	Alte Oper, Opernplatz 1, Mozartsaal, 60313 Frankfurt am Main, Germany
5. Record Date	The record date within the meaning of section 123 (4) of the AktG is 24.04.2024, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20240424]
6. Uniform Resource Locator (URL)	https://www.1und1.ag/investor-relations/hv2024

Further information on the convening of the general meeting (blocks D to F of Table 3 of the annex to Implementing Regulation (EU) 2018/1212): Further information on the participation in the general meeting (Block D), the agenda (Block E) as well as the indication of deadlines for the exercise of other shareholder rights (Block F) can be found on the following website: <https://www.1und1.ag/investor-relations/hv2024>

Convenience Translation

(The text decisive for the invitation to the annual general meeting of 1&1 AG is the one written in the German language.)

Announcement of the annual general meeting

We invite the shareholders of our company
to the annual general meeting on
Thursday, 16 May 2024, at 11:00 a.m. in the

**Alte Oper
Opernplatz 1, Mozartsaal,
60313 Frankfurt am Main.**

1&1 AG
Montabaur
ISIN DE0005545503 / WKN 554 550
Unique identifier of the event: 1U1052024oHV

Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated annual financial statements per 31 December 2023, the combined management report for the company and the Group (including the explanatory report on the information pursuant to Sections 289a, 315a Commercial Code [*Handelsgesetzbuch; HGB*]), the report of the Supervisory Board for fiscal year 2023 and the Management Board proposal for the appropriation of the unappropriated retained earnings for fiscal year 2023.**

The above documents can be retrieved from the Company's website at <https://www.1und1.ag/investor-relations/hv2024> from the day of the announcement of the general meeting. The documents will also be accessible there during the general meeting and will also be available for inspection during the general meeting.

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements prepared by the Management Board pursuant to Sections 172 and 173 AktG, thereby adopting the annual financial statements. In accordance with legal provisions, the adoption of a resolution regarding point 1 of the agenda is not scheduled.

- 2. Adoption of a resolution regarding the appropriation of the unappropriated retained earnings for fiscal year 2023**

Management Board and Supervisory Board propose utilising the unappropriated retained earnings disclosed in the adopted annual financial statements of the Company per 31 December 2023 in the amount of EUR 510,283,242.57 as follows:

Disbursement of a dividend of EUR 0.05 for each no-par share entitled to dividends (a total of 176,299,649 no-par shares entitled to dividends) for the past fiscal year 2023	EUR	8,814,982.45
Balance carried forward to a new account	EUR	501,468,260.12
		<hr/>
Unappropriated retained earnings	EUR	510,283,242.57

The proposal for the appropriation of profits takes into account the 465,000 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 dividend may change before the general meeting. In this case, an adjusted proposal for appropriation of profits will be submitted to the general meeting without change in the disbursement of EUR 0.05 per 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 22 May 2024.

3. Adoption of a resolution regarding the discharge of the members of the Management Board for fiscal year 2023

Management Board and Supervisory Board propose that the Management Board members in office in fiscal year 2023 be discharged for this period. It is intended to have the general meeting vote on the discharge of each and every member of the Management Board separately.

All members of the Management Board intend to attend the entire Annual General Meeting.

4. Adoption of a resolution regarding the discharge of the members of the Supervisory Board for fiscal year 2023

Management Board and Supervisory Board propose that the Supervisory Board members in office in fiscal year 2023 be discharged for this period. It is intended to have the general meeting vote on the discharge of each and every member of the Supervisory Board separately.

All members of the Supervisory Board intend to attend the entire Annual General Meeting.

5. Adoption of a resolution on the election of the auditor of the annual financial statements and auditor of the consolidated annual financial statements for fiscal year 2024 and, in the event of an audit review, of the auditor for financial reports prepared during the year for fiscal year 2024 and for the first quarter of fiscal year 2025

The Supervisory Board – in accordance with the recommendation of its Audit Committee – proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, domiciled in Frankfurt am Main, be appointed as the auditor of the annual financial statements and the consolidated financial statements for fiscal year 2024 and – if such a review is performed – for the audit review of financial reports prepared during the year for fiscal year 2024 and for the first quarter of fiscal year 2025.

The Audit Committee declared that its proposal was free from any undue influence by third parties and that no clause limiting the selection options within the sense of Art. 16 (6) of the EU Statutory Audit Regulation had been imposed on it.

6. Resolution on the approval of the remuneration report for fiscal year 2023 prepared and audited in accordance with Section 162 AktG

Pursuant to Section 162 AktG, the Management Board and the Supervisory Board have prepared a report on the remuneration granted and owed to the members of the Management Board and Supervisory Board in fiscal year 2023. This report will be presented to the general meeting pursuant to Section 120a (4) AktG and its approval requested.

The remuneration report was subsequently audited by the auditor pursuant to Section 162 (3) AktG to determine whether the disclosures required by law pursuant to Section 162 (1) and (2) AktG have been made. The auditor's report on its audit of the remuneration report is attached to the audit report.

The Supervisory Board and the Management Board propose that the remuneration report for fiscal year 2023 prepared and audited according to Section 162 AktG be approved.

The remuneration report is printed following agenda item 7 in the section "Information on agenda item 6 (Approval of the remuneration report for fiscal year 2023 prepared and audited in accordance with Section 162 AktG)" including the auditor's report. Once the general meeting has been convened, it may be obtained from the Company's website at <https://www.1und1.ag/investor-relations/hv2024>. The remuneration report will also be available there during the general meeting.

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

Pursuant to Section 120a (1) AktG, the general meeting of a listed company resolves on the approval of the remuneration system for the members of the Management Board submitted by the Supervisory Board each time a significant change is made, but at least every four years.

The general meeting held on 26 May 2021 approved the remuneration system for the members of the Management Board. The Supervisory Board decided to adjust the remuneration system for the members of the Management Board in individual points, taking into account the requirements of Section 87a (1) AktG. It adopted this adjusted remuneration system for the members of the Management Board of 1&1 AG on 20 March 2024 and resolved to submit the amended remuneration system to the Annual General Meeting for approval.

The adjusted remuneration system is printed after agenda item 7 under „Information on agenda item 7 (Description of the adjusted remuneration system for the members of the Management Board)" and will be submitted to the Annual General Meeting for approval.

The Supervisory Board proposes that the Annual General Meeting approve the adjusted remuneration system for the members of the Executive Board resolved by the Supervisory Board on 20 March 2024.

Information on agenda item 6 (Approval of the remuneration report for fiscal year 2023 prepared and audited in accordance with Section 162 AktG)

A) Remuneration report pursuant to Section 162 AktG of 1&1 AG for fiscal year 2023

The following Remuneration Report explains the principles of the remuneration system for members of the Management Board and Supervisory Board of 1&1 AG and describes the amount and structure of remuneration for members of the Company's executive bodies for fiscal year 2023. The report is based on the requirements of Section 162 of the German Stock Corporation Act (AktG), which has been mandatory since fiscal year 2021.

The report comprises two parts:

- The first part presents the remuneration system for members of the Management Board and Supervisory Board, as approved and adopted by the Company's Annual Shareholders' Meeting of May 26, 2021 and is applicable for the financial year 2023.
- The second part contains the actual Remuneration Report for the Management Board and Supervisory Board and complies with the requirements of section 162 AktG.

For reasons of better readability, the additional use of the female form is omitted in this report. 1&1 would like to stress that the use of the masculine form is to be understood purely as the gender-neutral form.

Due to calculation processes, tables and references may produce rounding differences from the mathematically exact values (monetary units, percentage statements, etc.).

The Remuneration Report for the financial year 2022 was prepared in accordance with Section 162 AktG and audited by the auditor in accordance with Section 162 (3) sentences 1 and 2 AktG. The compensation report was approved by the Annual General Meeting on 16 May 2023 with a majority of 97.7%. The remuneration report for the 2023 financial year was also prepared in accordance with Section 162 AktG and audited by the auditor in accordance with Section 162 (3) sentences 1 and 2 AktG. The remuneration report for the 2023 financial year will be submitted to the Annual General Meeting on 16 May 2024 for approval.

In discussions with investors, we received very positive feedback on the structure and transparency of the compensation report. of the Remuneration Report and there were no comments or suggestions for improvement in this regard. Accordingly, no changes were made to the remuneration report.

1&1 AG Remuneration System

Management Board Remuneration

The 1&1 AG Supervisory Board presented the current remuneration system for Management Board members during the Annual General Meeting on 26 May 2021 and requested its approval. The remuneration system was adopted by 92.82 percent of the votes cast.

Management Board Remuneration System

Introduction

The 1&1 AG remuneration system described below sets forth the basic principles for the conclusion of new Management Board service contracts as of the Annual General Meeting 2021. It does not have any impact on service contracts concluded prior to that time, however, these contracts essentially comply with the requirements of the remuneration system.

The remuneration for members of the Company's Management Board is oriented toward sustainable and long-term corporate development. Management Board members should be remunerated reasonably and as appropriate for their responsibilities and duties. The economic situation, the Company's success, the personal performance of each Management Board member, the interests of persons associated with the Company and social issues must be taken into account for the assessment of the remuneration. The remuneration should create an incentive to be successful with respect to all these perspectives. Success should be targeted as a long-term achievement, which is why the remuneration must not encourage the taking of short-term risks.

Remuneration system, procedures, comparative groups and remuneration structure

The Supervisory Board establishes and regularly reviews the Management Board remuneration system in compliance with legal requirements. The system is in compliance with the regulations of the Stock Corporation Act (AktG) and the German Corporate Governance Code (DCGK) applicable to the handling of conflicts of interest. The remuneration of the individual Management Board members is calculated on the basis of the remuneration system.

The individual total remuneration ("target total remuneration") of a Management Board member is determined by the Supervisory Board at a level appropriate to performance assessment and expectation. Criteria for the appropriateness of an individual's remuneration are the tasks of the specific Management Board member, the performance of the Management Board as a whole, the personal performance of the Management Board member and his or her experience, the economic position of the Company, the success and future prospects of the Company and the customary level of remuneration in view of

comparative data from other companies and from within the Company. The internal (vertical) comparison is realised by the Supervisory Board's consideration of the relationship of the Management Board remuneration to the remuneration of the Company's senior management and workforce, including its affiliated companies, and the development of this relationship over time. The external (horizontal) comparison is based on data from companies regarded as operating in comparable industries and / or that are listed on the TecDAX and comparable with the Company in terms of market position, revenue and number of employees. When comparing the data from various sources, the Supervisory Board consults inter alia the findings of independent providers of remuneration studies and the published business and remuneration reports of comparable companies; furthermore, it obtains support from experienced and independent remuneration consultants. The Supervisory Board also makes these comparisons when determining the structure of the remuneration system as a whole.

The total remuneration of the Company's Management Board members consists of (i) a fixed, non-performance-related basic salary, (ii) fringe benefits and (iii) a variable, performance-related component. The variable component in turn consists of short-term and long-term components. The remuneration system provides bandwidths and limits within which the Supervisory Board moves in making the concrete assessments of each of the remuneration components and in determining the final total remuneration that includes the variable component.

Overview of the remuneration structure

Non-performance-related remuneration components	
Basic remuneration	Fixed salary, paid monthly
Fringe benefits / other remuneration	Insurance cover (D&O etc.); company car; housing, relocation, brokerage, home travel and tax accountant expenses to a certain extent; special allowances and signing bonus, if applicable
Performance-related remuneration components	
Short-term variable remuneration (STI)	Based on the achievement of certain targets (revenue and earnings ratios; operational / strategic aspects; personal performance; non-financial performance criteria (ESG))
Long-term variable remuneration (LTI)	Participation in the SAR programme; participation in the increase in value of the Company's stock; 5-year term

The total remuneration includes compensation for activities for and board positions in companies affiliated with the Company, associated companies and holding companies.

Insofar as any such positions have been assumed, any remuneration paid for these activities (e.g. attendance fees) is generally offset against the total remuneration and – taking into account tax requirements – is usually deducted from the short-term variable remuneration that must be paid. The Supervisory Board may conclude deviating agreements concerning the remuneration for official positions in associated companies and holding companies with the pertinent Management Board member.

Remuneration and business strategy / Long-term development of the Company

The remuneration of the members of the Company's Management Board promotes its business strategy in multiple ways.

- The structure of the short-term variable remuneration provides for the setting of targets in agreement with the members of the Management Board that, for one, secure economic success through the achievement of certain key figures. For another, individual targets, which may also include concrete strategic targets, are agreed. The inclusion of target criteria with environmental and social aspects is also intended to reward social successes.
- The long-term variable remuneration with its orientation to the stock price and its term of several years ensures that there is an incentive for sustainable economic success. Moreover, the interests of the Company and its shareholders are linked to those of the Management Board in the long term. Every member of the Management Board participates in the sustainable success of the Company, but must also shoulder economically negative developments together with the Company. This bonus / malus system prompts Board members to act as entrepreneurs and to pursue the interest of the company from a long-term perspective.

Non-performance-related remuneration components

Fixed remuneration

The fixed remuneration serves as a guaranteed basic remuneration and is paid monthly as a salary. The fixed remuneration is reviewed at regular intervals and adjusted as expedient. Every review includes a comparison with in-company structures and figures from other companies.

Fringe benefits / Other remuneration

The following fringe benefits are offered as standard:

- D&O and accident insurance cover
- Company car with private use option (alternatively, a car allowance or a BahnCard)

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

- Assumption of reasonable relocation and / or estate agent expenses
- Assumption of local housing costs (e.g. as an allowance for costs of two households) for a reasonable period of time
- Payment of a monthly allowance in line with the market for travel to home / family (return journey) for a reasonable period of time
- Assumption of standard market tax accountant expenses relevant for the establishment of the employment relationship
- Assumption of standard market tax accountant expenses for special matters (e.g. matters involving foreign countries) in the current employment relationship

In addition, the Supervisory Board may grant a signing bonus to new Management Board members when they transfer from another employment relationship; the bonus serves to compensate lost remuneration from the previous employment relationship. The amount of the signing bonus must in any case be offset against any payment claims from the long-term variable remuneration. Should the Management Board member leave the Company at his / her request before the signing bonus has been fully credited, the Management Board member must repay the outstanding amount of the signing bonus to the Company. In these cases, the Supervisory Board is permitted to conclude an agreement with the Management Board member according to which the amount to be repaid is reduced pro rata temporis over a longer period of time, whereby the period of time should be less than 24 months after commencing work for the Company solely in justified exceptional cases.

In addition, in justified exceptional cases – e.g. if a member of the Management Board assumes further division responsibilities in addition to his / her actual division responsibilities (e.g. due to illness or absence of a fellow Management Board member or a reassignment of divisions) – a reasonable increase in the fixed remuneration appropriate to the change is also permissible.

Performance-related remuneration components

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

In addition to the basic remuneration, every Management Board member receives an STI; the payment period corresponds to the fiscal year of the specific company. A target figure for the STI is set that is earned if the agreed targets are met in full on average (= 100 percent). The targets are set by the Supervisory Board at the beginning of every fiscal year. Possible targets:

STI Targets	Proportion of STI (Minimum / Maximum)
Growth in sales and earnings ratios (such as EBITDA) and capital efficiency ratios (such as ROI) of the 1&1 Group	50 % - 70 %
Operational / strategic goals (e.g. business development, efficiency increase, market exploitation)	5 % - 20 %
Personal performance targets (e.g. responsibility for specific projects; achievement of individual / divisional performance indicators)	5 % - 20 %
Non-financial performance criteria such as concerns of groups connected with the Company (so-called stakeholders), environmental and social issues ("ESG elements")	5 % - 20 %

The Supervisory Board may deviate from the above-mentioned recommended proportions for the weighting of the separate targets.

The various categories enable the Company to create optimal alignment of the short-term variable remuneration with its interests.

- Revenue (growth) and earnings (especially EBITDA) of the 1&1 Group are the key criteria for assessing its economic success in the past fiscal year. For this reason, this category should comprise the largest proportion among the STI targets. This is in recognition of the commitment and contribution of the individual Board member to the benefit of the Company and the corporate group. Lack of economic success has a direct negative impact on the remuneration of the Board member.
- Operational and strategic goals, on the other hand, set specific incentives for the achievement of certain short-term parameters or the implementation of measures, and can more accurately reflect certain operational and strategic decisions than the revenue and profit of the corporate group. These targets should be set for the Management Board as a whole.

- Personal performance targets can be set for each individual Management Board member, thereby creating an incentive for the successful completion of certain projects for which the specific Management Board member is responsible, the solving of individual division-related challenges and the achievement of certain division-specific key figures (e.g. customer satisfaction).
- ESG elements are mandatory and, in contrast to the previous categories, primarily serve the interests of groups associated with the Company and environmental objectives. This target component gives the Supervisory Board the opportunity to focus the attention of the Board members on social issues and to create an incentive to address such issues. The scope of possible topics for these targets is broad because of the diversity of interests that might come into question. In setting targets, the Supervisory Board should consequently respond dynamically to social and environmental challenges. The ESG elements are not limited to issues outside the corporate group; they should also serve to master parallel challenges within the Company and its associated companies (e.g. diversity).

As a rule, a range of 90 percent to 120 percent applies to target achievement. If the average achievement of the targets is less than 90 percent, the entitlement to payment of the STI lapses completely. If average achievement of the targets overall is greater than 120 percent, the overachievement is capped at 120 percent of the STI target. In the year of a member's hiring, especially in stub periods, the Supervisory Board can guarantee a minimum amount of STI for the first six to twelve months of the term of office to the Management Board member. A part of this minimum amount may also be paid to the Management Board member on a monthly basis.

The Supervisory Board discusses and determines the assessment of the degree of achievement of the STI in a meeting after the adoption of the annual financial statements for the 1&1 Group. The Supervisory Board prepares this meeting together with the Management Board members and the competent departments so that the governing body has access to the complete information necessary for an assessment and, if necessary, to additional expertise.

The revenue and earnings category is based on the key figures determined by Corporate Finance. Revenue and profit targets are part of the forecast and the target / actual comparison is based on the audited annual financial statements.

The Supervisory Board determines the degree of achievement of the operational and strategic targets by evaluating the concepts submitted by the Management Board and any other materials that may be required. The achievement of personal performance targets is also determined by the Supervisory Board on the basis of documents submitted by the Management Board (and any additional external expertise that may be required). The Supervisory Board takes into account the defined key figures and success criteria in determining the target achievement of ESG elements.

After the conclusion of this Supervisory Board meeting, the STI will be paid out with the following salary payment round unless further circumstances must still be examined.

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

A programme based on virtual stock options (Stock Appreciation Rights ("SAR") programme) serves as an LTI. An SAR corresponds to a virtual subscription right to a share in the Company, i.e. it does not represent a (real) option to acquire shares in the Company. However, the Company reserves the right at its own discretion to fulfil its obligation to pay out the SARs in cash by instead transferring one share per SAR from its treasury stock to the participant at the exercise price.

SAR programme of 1&1 AG

Subject	Participation in the increase in value of the 1&1 AG stock
Systematics	Issue of a number of SARs that can be exercised in a specified scope at specified points in time. Vesting takes place in four steps: 1. 25% of the SARs exercisable for the first time after two years 2. Another 25% of the SARs exercisable for the first time after three years 3. Another 25% of the SARs exercisable for the first time after four years 4. The remaining 25% of the SARs exercisable for the first time after five years.
Term / Fulfilment	Term: 5 years. Full vesting of all SARs after five years. The vested shares must be exercised no later than six years after the start of the programme; payment entitlement in cash or shares at the Company's discretion.
Calculation parameters	Difference between the initial price (closing price of the share when issued) and the closing price of the share when the SARs are exercised (arithmetic mean of the last ten trading days in each case).
Restrictions	<ul style="list-style-type: none"> - Waiting period of two years - Two exercise windows per year - Exercise of previously awarded SARs only - Exercise hurdle: exercisability of a vested SAR solely if at the time of exercise there has been a price increase of at least 20% on the initial price
Cap	100% of the initial price

The number of SARs issued to a member of the Management Board (on average per year of the programme) is based on the intended total remuneration for that Management Board member, assuming that the internal forecasts for the development of the stock are achieved. Taking into account the requirements of the remuneration system, in particular the maximum remuneration, it is also possible to conclude another SAR agreement during the term of an SAR agreement.

Since the value development of the SARs is linked directly to the performance of the Company's stock price and vesting takes place over a total period of five years, the SAR programme creates an incentive to influence positively the Company's long-term performance in the interest of the shareholders. At the same time, the Management Board member not only participates in a positive development of the Company, but is also affected by a negative development of the stock price because of the exercise hurdle and the calculation of the amount that is paid out. As the SAR programme has proven its value as a remuneration component to tie the Management Board members to the successful sustainable development of the Company's stock price, it should be retained unchanged.

Maximum remuneration

The maximum remuneration that an ordinary member of the Management Board can receive arithmetically from the sum of all remuneration components, i.e. basic salary, STI, LTI (remuneration from SAR programme / term in years) and fringe benefits, may not amount to a total gross sum higher than €3.0 million p.a. (maximum remuneration).

The maximum remuneration for the Management Board chairperson may be a maximum of twice the maximum remuneration for an ordinary member of the Management Board.

The maximum remuneration is not a target total remuneration for the Management Board members deemed appropriate by the Supervisory Board, but solely an absolute upper limit that may not be exceeded under any circumstances. Should the payment of the LTI result in the maximum remuneration being exceeded, the entitlement from the LTI for the year in question in excess of the amount of the maximum remuneration will be forfeited. When payments are made on the basis of the LTI, however, the term of the LTI must be taken into account in each case when calculating the maximum remuneration. Payments from the programme must be distributed evenly over the years of the programme's term when assessing compliance with the annual maximum remuneration.

Ratio of fixed remuneration, STI and LTI and measurement of individual total remuneration

The following framework applies to the ratio of the separate remuneration components to the individual total target remuneration:

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

The individual total target remuneration is determined by the Supervisory Board with regard to

- the duties of the Management Board member,
- his / her responsibility in the Company,
- his / her experience,
- the question of whether the Management Board member has been appointed chairperson of the Management Board, and
- the internal / vertical and external / horizontal comparison

and, at the same time, it must be ensured that the proportion of variable, performance-based remuneration (STI and LTI) together must amount to at least 60 percent of the target total remuneration.

Pension commitments / insurance

The Company maintains a D&O insurance policy as well as group accident and travel insurance policies. During the performance of their activities, the members of the Management Board are also included in these framework agreements. Should additional insurance policies valid throughout the Group be taken out, these will also cover all members of the Company's Management Board.

A company pension scheme is offered exclusively on the basis of deferred compensation. A pension scheme financed by the Company is not provided unless the Company is obligated to do so by law.

The Company pays to each member of the Management Board contributions to health and long-term care insurance that as a maximum correspond to the employer's contributions that would be incurred for mandatorily insured employees. Should a member of the Management Board decide to join voluntarily the statutory pension scheme or to be insured under the statutory pension scheme upon joining the Company, the Company will also pay the related contributions up to a maximum of the employer's contributions that would be incurred by mandatorily insured employees.

In addition, in the event that the Management Board member is prevented from working because of illness, the Company will continue to pay the remuneration for a period of six months, offsetting any and all benefits paid to the Management Board member by a statutory or private health insurance for the loss of earnings.

Further rules and agreements

Remuneration-related legal transactions and severance arrangements

The term of the service contracts of the Management Board members is linked to their term of office. If the appointment of a member of the Management Board is revoked, the service contract also terminates. If the revocation is not based on good cause within the sense of Section 626 BGB, the employment contract does not end until a period of 12 months or the original term of office has expired, whichever happens first. Entitlements to payment of severance compensation in the event of resignation are not granted to the Management Board members. In all other respects, the Company observes the requirements of the DCGK for payments in the event of premature termination of the activity. According to the Code, payments to a Management Board member in the event of premature termination of Management Board activities should not exceed the value of two years' remuneration and should not remunerate the member for a period longer than the remaining term of the service contract. If and when there is a post-contractual prohibition of competition, any severance payments will also be offset against the waiting period compensation.

Post-contractual non-competition clause

The Management Board contracts contain a post-contractual non-competition clause with a term of up to one year. Unless the non-competition clause is waived by the Supervisory Board, the Management Board member is entitled to waiting period compensation in the amount of 75 percent to 100 percent of the last fixed remuneration he / she received. The Management Board member must accept the offset in full of any other income from a new activity against the waiting period compensation.

Claw-back clause

Employment contracts also contain a so-called "claw-back" clause that can be invoked to request reimbursement, in whole or in part, of any short-term variable remuneration granted to the Management Board member if and when it is determined that the necessary prerequisites for the payment were in actual fact not fulfilled (e.g. manipulated or incorrectly calculated key figures). Similar provisions for long-term variable remuneration have been included in the contracts. These provisions are without prejudice to claims for damages and claims for unjustified enrichment.

Extraordinary developments

The Supervisory Board will take extraordinary developments into account when measuring the achievement of the STI target. There may be a need for corrections, especially in the economic key figures, due to special influences. In addition, the Supervisory Board can counteract extraordinarily bad developments on the basis of Section 87(2) AktG. In such cases, it may reduce the remuneration of the Management Board members to an appropriate amount if the Company's position after the determination of the remuneration deteriorates to such a degree that the further granting of the remuneration without any changes would be inequitable for the Company.

Change of control regulations

Commitments for benefits in the event of premature termination of the employment contract by the Management Board member consequent to a change of control have not been agreed.

Supervisory Board Remuneration

The 1&1 AG Supervisory Board presented the current remuneration system for Supervisory Board members during the Annual General Meeting on 26 May 2021 and requested a resolution for its adoption. The remuneration system was approved by 99.95 percent of the votes cast and applies from fiscal year 2021.

Remuneration system of the Supervisory Board

The system for the remuneration of Supervisory Board members is based on legal statutes and takes into account the requirements of the German Corporate Governance Code.

The Supervisory Board members receive a fixed remuneration plus an attendance fee without any variable or stock-based remuneration. The granting of fixed remuneration corresponds to the common predominant practice in other listed companies and has proved its value. The Management Board and the Supervisory Board are of the opinion that a fixed remuneration of the Supervisory Board members

is best suited to strengthen the independence of the Supervisory Board and to take into account the advisory and supervisory function of the Supervisory Board that must be fulfilled independently of the Company's success. The suggestion G.18 first sentence of the DCGK also provides for fixed remuneration of the Supervisory Board members.

- The Supervisory Board members receive a fixed annual remuneration of €45k. In accordance with recommendation G.17 DCGK, the remuneration for the Supervisory Board chairman and the deputy Supervisory Board chairman is higher to compensate for the greater time requirements associated with these positions. The fixed annual remuneration for the Supervisory Board chairman is €55k; the remuneration for the deputy chairman is €50k. Also in accordance with recommendation G.17 DCGK, the chairman of the Audit and Risk Committee receives an additional €20k per year; every other member of the Audit and Risk Committee receives an additional €15k per year. The Company must support the members of the Audit and Risk Committee in obtaining any necessary advanced training and education and must also assume any costs incurred for these measures in a reasonable scope.
- In addition to the aforementioned remuneration, the chairman of the Audit and Risk Committee receives further remuneration of as much as €15k per fiscal year that may be used for the engagement of accountants and / or tax accountants whose support the chairman requires in the performance of his duties as chairman of the Audit and Risk Committee and that cannot be provided on a priority basis through the resources and consulting opportunities available to the Company.
- Remuneration for Supervisory Board members who have been members of the Supervisory Board or the Audit and Risk Committee for only part of a fiscal year receive remuneration calculated pro rata temporis for each month or part thereof of their membership.
- Every member of the Supervisory Board also receives an attendance fee of €1,000 for each participation in in-person meetings of the Supervisory Board. Insofar as meetings of the Supervisory Board do not take place in-person, but only virtually (if a meeting takes place only by telephone or only by video conference), the members of the Supervisory Board do not receive any attendance fee if the meeting did not last longer than one hour; half of the attendance fee if the meeting lasted longer than one hour, but less than two hours; and the full attendance fee if the meeting lasted two hours or more. Members who do not personally attend in-person meetings of the Supervisory Board (such as participation by telephone or video conference) always receive only 25 percent of the attendance fee; participation solely in the form of submission of a voting message does not give rise to any entitlement to an attendance fee. No attendance fee is paid for participation in meetings of the Audit and Risk Committee. Participation in meetings of the Audit and Risk Committee is compensated by the additional annual remuneration.

The total remuneration is due after the end of the fiscal year. Out-of-pocket expenses are reimbursed immediately. In addition, the members of the Supervisory Board are reimbursed for value-added tax.

Remuneration of the executive bodies of 1&1 AG

Remuneration of 1&1 board members in fiscal year 2023

There were three members of the 1&1 AG Management Board in fiscal year 2023:

Members of the Management Board per 31 December 2023

- Ralph Dommermuth, Company founder and Chief Executive Officer (CEO)
(with the Company since 1988)
- Markus Huhn (CFO)
- Alessandro Nava (COO)

The 1&1 AG remuneration system approved by the Annual General Meeting of 26 May 2021 sets forth the basic principles for the conclusion of new Management Board service contracts as of the Annual General Meeting 2021. The service contracts with the Management Board members Ralph Dommermuth, Markus Huhn and Alessandro Nava that were already in place at that time ("legacy contracts") are not governed by these requirements, but they are nevertheless compliant with the requirements of the remuneration system in their essential. These old contracts still exist between the members of the Management Board and the wholly owned subsidiary of 1&1 AG, 1&1 Telecommunication SE. Any deviations are explained in the pertinent sections.

As stipulated in the 1&1 AG remuneration system, the members of the Company's Management Board receive total remuneration consisting of a fixed, non-performance-related basic or fixed salary, fringe benefits and a variable, performance-related component. The variable component in turn consists of a short-term (STI) and a long-term (LTI) component.

One exception is the Management Board chairman, Mr Ralph Dommermuth, who, in consultation with the Supervisory Board, has waived his right to Management Board remuneration.

When payments are made on the basis of an LTI programme, the term of each LTI must be taken into account when calculating the relative proportion of separate remuneration components. Accordingly, payments from such programmes must be distributed evenly over the years of the term when assessing the relative. The term of the relevant SAR agreements is six years.

Individual remuneration of the Management Board members

The table below shows the remuneration granted and owed individually to the Management Board members. The various remuneration components are disclosed according to the following principles:

- Basic remuneration and fringe benefits are disclosed as "granted" in the fiscal year in which the activity / service on which the remuneration is based was fully performed, regardless of the time of inflow or payment.
- The same procedure applies to the short-term variable remuneration (STI). The STIs are also disclosed as "granted" in the fiscal year in which the activity / service on which the remuneration is based was fully performed, regardless of the time of inflow or payment.
- The long-term variable remuneration (LTI) is disclosed as "granted" in the fiscal year in which the conversion rights for stock appreciation rights (SARs) are exercised, within the framework of the defined exercise dates and exercise scope and subject to the achievement of the defined exercise hurdles / targets.

In accordance with the aforementioned principles, 1&1 does not disclose any owed remuneration.

Remuneration granted in the respective fiscal year

in €k	Year	Basic remuneration (Fix)		Variable remuneration (Var)		Total	Proportion Fix / Var
		Fixed salary	Fringe benefits	STI	LTI		
Ralph Dommermuth (CEO)	2023	0	0	0	0	0	-
	2022	0	0	0	0	0	-
Markus Huhn (CFO)	2023	550	6	200	0	756	74 % / 26 %
	2022	500	6	98	0	604	84 % / 16 %
Alessandro Nava (COO)	2023	600	12	250	0	862	71 % / 29 %
	2022	500	14	197	0	711	72 % / 28 %
Total	2023	1,150	18	450	0	1,618	70 % / 30 %
	2022	1,000	20	295	0	1,315	78 % / 22 %

Remuneration components in detail

Non-performance-related remuneration components

Fixed salary

The members of the Management Board receive a fixed salary that is paid monthly in twelve equal instalments.

Fringe benefits

The fringe benefits consist in particular of a company car appropriate to the position, the non-cash benefit of which is taxable.

Performance-related remuneration components

The performance-related variable remuneration components serve to promote the short- and long-term development of the Company.

STI

The structure of the short-term variable remuneration (STI) provides for the setting of targets in agreement with the members of the Management Board that, for one, secure economic success through the achievement of certain key figures. For another, individual targets, which may also include concrete strategic targets, are agreed. The inclusion of target criteria with environmental and social aspects is also intended to reward social successes.

The amount of the short-term variable remuneration depends on the achievement of specific targets established at the beginning of the fiscal year. A target figure (target amount) for the short-term variable remuneration is set that is achieved if the agreed targets are met in full on average (= 100 percent). The targets are set by the Supervisory Board at the beginning of every fiscal year. As a rule, a range of 90 percent to 120 percent applies to target achievement. If the average achievement of the targets is less than 90 percent, the entitlement to payment of the STI lapses completely. If average achievement of the targets overall is greater than 120 percent, the overachievement is capped at 120 percent of the STI target. In the year of a member's hiring, especially in stub periods, the Supervisory Board can guarantee a minimum amount of STI for the first six to twelve months of the term of office to the Management Board member. A part of this minimum amount may also be paid to the Management Board member on a monthly basis.

Mr Huhn's target amount for short-term variable remuneration was €200k p.a. in fiscal year 2023.

Mr Nava's target amount for short-term variable remuneration was €250k p.a. in fiscal year 2023. The following STI targets have been set for Mr Huhn and Mr Nava for fiscal year 2023:

STI Targets		Proportion of STI for Markus Huhn	Proportion of STI for Alessandro Nava
Financial target I	Increase of Group's service revenues to € 3,230m	25 %	25 %
Financial target II	Group EBITDA of € 655m	25 %	25 %
Operative / strategic target I	Net contract growth of 500 thousand contracts	10 %	10 %
Operative / strategic target II	Customer value	20 %	20 %
Personal targets: focus topic ESG	Development of an 1&1 sustainability strategy	10 %	10 %
Personal target: Focus topic Markus Huhn	Development of a HR strategy	10 %	0 %
Personal target: focus topic Alessandro Nava	Optimisation of value in marketing as well as in existing customer management	0 %	10 %
Total		100 %	100 %

Target achievement was 100.4 percent for financial target I (service revenue 2023 = €3,243 million), 99.8 percent for financial target II (operating EBITDA = €653.8 million), 96.0 percent for operating / strategic target I (operating customer growth = 480 thousand) and 102.0 percent for the customer value target. Target achievement for the ESG target is 100.0 per cent. The target achievement for the personal targets was 100.0 percent for Mr Markus Huhn and 101.8 percent for Mr Alessandro Nava. Overall target achievement therefore averaged 100.1 percent for Mr Markus Huhn and 100.2 percent for Mr Alessandro Nava, meaning that a total of €200.2k is to be paid out to Mr Markus Huhn and €250.6k to Mr Alessandro Nava.

LTI

There is a participation programme based on virtual stock options (Stock Appreciation Rights ("SAR") programme) that acts as a remuneration component with a long-term incentive effect (LTI). An SAR corresponds to a virtual subscription right to a share in the Company, i.e. it does not represent a (real) option to acquire shares. The SAR entitlements can be fulfilled at the discretion of the participant in cash or by transferring one 1&1 AG share per SAR to the participant. The exercise threshold of the programme is 120 percent of the exercise price. The payment of the value increase is limited to 100 percent of the stock exchange price determined at the time the virtual options were awarded.

The option right can be exercised for a partial amount of up to 25 percent at the earliest upon expiration of 24 months from the point in time of the awarding of the option; for a partial amount totalling up to 50 percent at the earliest 36 months from the point in time of the awarding of the option; for a partial amount totalling up to 75 percent at the earliest 48 months from the point in time of the awarding of the option; and for the full amount at the earliest upon the expiration of 60 months after the point in time of the awarding of the option.

The number of SARs issued to a member of the Management Board (on average per year of the programme) is based on the intended total remuneration for that Management Board member, assuming that the internal forecasts for the development of the stock are achieved. Taking into account the requirements of the remuneration system, in particular the maximum remuneration, it is also possible to conclude another SAR agreement during the term of an SAR agreement.

Since the value development of the SARs is linked directly to the performance of the Company's stock price and vesting takes place over a total period of five years, the SAR programme creates an incentive to influence positively the Company's long-term performance in the interest of the shareholders. At the same time, the Management Board member not only participates in a positive development of the Company, but is also affected by a negative development of the stock price because of the exercise hurdle and the calculation of the amount that is paid out.

Mr Markus Huhn received a total of 360,000 SARs from the 2020 SAR tranche in fiscal year 2020. The issue price was €19.07 per option. The average market value per option in accordance with IFRS 2 was €3.64. The total value of the stockbased remuneration awarded in 2020 amounted to €1,310k. In the 2023 financial year, Mr Huhn received a further 1,037,000 SARs (SAR tranche 2023). The issue price was €10.14 per option. The average market value per option in accordance with IFRS 2 was €2.18. Claims from the 2023 SAR tranche are reduced by the gross amount, or the (gross) equivalent (in the case of the fulfilment of claims through the issue of shares), of benefits that Mr Huhn receives on the basis of the 2020 SAR tranche.

Mr Alessandro Nava received a total of 600,000 SARs from the 2020 SAR tranche in fiscal year 2020. The issue price was €19.07 per option. The average market value per option was €3.64. The total value of the stock-based remuneration awarded in 2020 amounted to €2,184k. In the 2023 financial year, Mr Nava received a further 1,728,000 SARs (SAR tranche 2023). The issue price was €10.14 per option. The average market value per option in accordance with IFRS 2 was €2.18. Claims from the 2023 SAR tranche are reduced by the gross amount, or the (gross) equivalent (in the case of the fulfilment of claims through the issue of shares), of benefits that Mr Nava receives on the basis of the 2020 SAR tranche.

A target remuneration of 60 percent of the maximum permissible payout from the programme was agreed for the SAR programme. The maximum permissible payout per option is 100 percent of the exercise price.

No options were exercised in the 2023 financial year and no SARs expired.

SAR tranche 2020/2023	Number of SARs per 31/12/2022	Awarded in 2023	Exercised in 2023	Expired in 2023	Number of SARs per 31/12/2023
Markus Huhn	360,000	1,038,000	0	0	1,398,000
Alessandro Nava	600,000	1,728,000	0	0	2,328,000

There are no company-financed pension commitments to Management Board members or other remuneration components. No advances or loans were granted to the Management Board members.

Claw-back clause

The remuneration system provides that "new employment contracts" should also include a so-called claw-back clause that can be invoked to request reimbursement, in whole or in part, of any short-term variable remuneration granted to the Management Board member if and when it is determined that the necessary prerequisites for the payment were in actual fact not fulfilled (e.g. manipulated or incorrectly calculated key figures). Similar provisions for long-term variable remuneration should be included in the contracts. These provisions are without prejudice to claims for damages and claims for unjustified enrichment.

There are no claw-back clauses in the current legacy contracts of the 1&1 Management Board members do not contain a claw-back clause, as these are still legacy contracts prior to the validity of the current remuneration system. However, there were also no grounds for 1&1 AG to request reimbursement or reduce variable remuneration in fiscal year 2023.

Remuneration-related legal transactions and severance arrangements

The term of the service contracts of the Management Board members is linked to their term of office. If the appointment of a member of the Management Board is revoked, the service contract also terminates. If the revocation is not based on good cause within the sense of Section 626 BGB, the employment contract does not end until a period of 12 months or the original term of office has expired, whichever happens first. Entitlements to payment of severance compensation in the event of resignation are not granted to the Management Board members. In all other respects, the Company observes the requirements of the DCGK for payments in the event of premature termination of the activity. According to the Code, payments to a Management Board member in the event of premature termination of Management Board activities should not exceed the value of two years' remuneration and should not remunerate the member for a period longer than the remaining term of the service contract. According to the remuneration system, if and when there is a post-contractual non-competition clause, any severance payment should also be offset against the waiting period compensation. Such a provision is not included in the current legacy contracts of the 1&1 Management Board.

There were no changes to these regulations in fiscal year 2023.

Post-contractual non-competition clause

The Management Board contracts contain a post-contractual non-competition clause with a term of up to one year. Unless the non-competition clause is waived by the Supervisory Board, the Management Board member is entitled to waiting period compensation in the amount of 75 percent to 100 percent of the last fixed remuneration he / she received. The Management Board member must accept the offset in full of any other income from a new activity against the waiting period compensation.

There were no changes to these regulations in fiscal year 2023.

Change of control regulations

Commitments for benefits in the event of premature termination of the employment contract by the Management Board member consequent to a change of control have not been agreed.

There were no changes to these regulations in fiscal year 2023.

Maximum remuneration

The existing old contracts of the Executive Board members do not contain any maximum remuneration, but do contain maximum limits (caps) for the STI and LTI. Compliance with the maximum remuneration of the remuneration system can only be conclusively assessed after all SARs have been exercised. The remuneration granted does not exceed the maximum remuneration of the remuneration system for any Executive Board member in the 2023 financial year.

Remuneration of the Supervisory Board Members in Fiscal Year 2023

The members of the 1&1 AG Supervisory Board in fiscal year 2023 were as follows:

Supervisory Board members 31 December 2023

- **Kurt Dobitsch**, Chairman of the Supervisory Board
(since 16 October 2017, Chairman of the Supervisory Board since 16 March 2021, member of the Audit and Risk Committee since May 2021)
- **Norbert Lang**
(since 12 November 2015, Deputy Chairman of the Supervisory Board since 16 May 2023, Chairman of the Audit and Risk Committee since May 2021)
- **Matthias Baldermann**
(since 26 May 2021, member of the Audit and Risk Committee since May 2023)
- **Vlasios Choulidis**
(since 12 January 2018)
- **Friedrich Jousen**
(since 16 May 2023)
- **Christine Schöneweis**
(since 16 May 2023)

In accordance with the resolution of the Annual General Meeting, every member of the Supervisory Board receives a fixed remuneration of €45k per fiscal year. The Supervisory Board chairman receives €55k, and the deputy chairman receives €50k. Supervisory Board members who belong to the Supervisory Board or act as Supervisory Board chairperson or deputy chairperson for only part of the fiscal year receive the fixed remuneration pro rata temporis, rounded up to full months.

Every member of the Supervisory Board also receives an attendance fee of €1,000 for each participation in in-person meetings of the Supervisory Board. Insofar as meetings of the Supervisory Board do not take place in-person, but only virtually (in particular, if a meeting takes place only by telephone or only by video conference), the members of the Supervisory Board do not receive any attendance fee if the meeting does not last longer than one hour; half of the attendance fee if the meeting lasts longer than one hour, but less than two hours; and the full attendance fee if the meeting lasts two hours or more. Members who do not personally attend in-person meetings of the Supervisory Board (such as participation by telephone or video conference) always receive only 25 percent of the attendance fee; participation solely in the form of submission of a voting message does not give rise to any entitlement to an attendance fee.

The chairman of the Audit and Risk Committee receives an additional €20k per year and every other member of the Audit and Risk Committee receives an additional €15k per year for their service on the Audit and Risk Committee. A member of the Supervisory Board who is a member of the Audit and Risk Committee or has chaired the Audit and Risk Committee for only part of the fiscal year receives the additional remuneration pro rata temporis, rounding up to full months. The Company must support the members of the Audit and Risk Committee in obtaining necessary training and further education and must also bear the costs incurred for any such measures in a reasonable scope.

The table below shows the remuneration granted and owed individually to the Supervisory Board members. The remuneration components are disclosed according to the following principles:

- The fixed remuneration for the Supervisory Board and for membership in any committees is disclosed as "granted" in the fiscal year in which the activity / service on which the remuneration is based was fully performed, regardless of the time of inflow or payment.
- The same applies to the attendance fee. The attendance fee granted for Supervisory Board meetings is also disclosed as "granted" in the fiscal year in which the activity / service on which the remuneration is based was fully performed, regardless of the time of inflow or payment. The attendance fee is regarded as variable remuneration.

In accordance with the aforementioned principles, 1&1 does not disclose any owed remuneration.

Granted Remuneration to the Supervisory Board Members

in €k		Fix	Attendance fee	Total	Proportion Fix / Var
Kurt Dobitsch	2023	70	4	74	95 % / 5 %
	2022	70	4	74	95 % / 5 %
Norbert Lang	2023	68	3	71	96 % / 4 %
	2022	65	4	69	94 % / 6 %
Matthias Baldermann	2023	54	4	58	93 % / 7 %
	2022	45	4	49	92 % / 8 %
Vlasios Choulidis	2023	45	3	48	94 % / 6 %
	2022	45	4	49	92 % / 8 %
Friedrich Jousen	2023	28	2	30	93 % / 7 %
	2022	0	0	0	0 % / 0 %
Christine Schöneweis	2023	28	2	30	93 % / 7 %
	2022	0	0	0	0 % / 0 %
Dr. Claudia Borgas-Herold	2023	23	2	25	92 % / 8 %
	2022	60	4	64	94 % / 6 %
Kai-Uwe Ricke	2023	19	2	21	90 % / 10 %
	2022	50	4	54	93 % / 7 %
Total	2023	335	22	357	93 % / 7 %
	2022	335	24	359	93 % / 7 %

In compliance with the requirements of Section 162 (1) second sentence, no. 2 AktG, the following table shows the annual change in the remuneration of the Management Board members, the Supervisory Board members and the total workforce (employees of the 1&1 Group worldwide, excluding the members of the Management Board of the (single) company 1&1 AG) as well as the annual change in the revenue and earnings figures of the group and the earnings of the (single) company.

Comparative Presentation

	Change 2023 over 2022	Change 2022 over 2021	Change 2021 over 2020
Remuneration of the Management Board members			
Ralph Dommermuth	0.0 %	0.0 %	0.0 %
Markus Huhn	25.2 %	-1.3 %	+19.8 %
Alessandro Nava	21.2 %	-1.1 %	+17.1 %
Remuneration of the Supervisory Board Members			
Kurt Dobitsch	0.0 %	+12.1 %	+34.7 %
Norbert Lang	2.9 %	+13.1 %	+24.5 %
Matthias Baldermann ^(c)	18.4 %	+75.0 %	-
Vlasios Choulidis	-2.0 %	0.0 %	0.0 %
Friedrich Jousen ^(a)	-	-	-
Christine Schöneweis ^(a)	-	-	-
Dr. Claudia Borgas-Herold ^(b)	-60.9 %	+10.3 %	+18.4 %
Kai-Uwe Ricke ^(b)	-61.1 %	+3.8 %	+6.1 %
Remuneration of employees			
Ø Remuneration of the total workforce (on an FTE basis)	6.5 %	+7.0 %	+4.3 %
Corporate Development			
Revenue in the Group	3.4 %	+1.4 %	+3.2 %
EBITDA (operating) in the Group	-5.7 %	+3.2 %	+5.3 %
Annual result of the single company	n.a.	n.a.	> + 100.0 %

(a) Entry during fiscal year 2023

(b) exit during fiscal year 2023

(c) Entry during fiscal year 2021

External (horizontal) comparison

According to DCGK (Recommendation G.3), the Supervisory Board should select a suitable peer group of companies (and disclose the companies in the selected group) to assess the customary nature of the specific total remuneration of the members of the Management Board in comparison to other companies.

The 1&1 AG Supervisory Board uses all companies that are also listed on the TecDax as comparative companies to assess the specific total remuneration of the members of the Management Board.

At the last review, these companies were: Aixtron SE, Bechtle AG, Cancom SE, Carl Zeiss Meditec AG, Compugroup Medical SE &Co. KGaA, Deutsche Telekom AG, Drägerwerk AG & Co. KGaA, Eckert & Ziegler Strahlen- und Medizintechnik AG, Evotec SE, freenet AG, Infineon Technologies AG, Jenoptik AG, LPKF Laser & Electronics AG, MorphoSys AG, Nemetschek SE, New Work SE, Nordex SE, Pfeiffer Vacuum Technology AG, QIAGEN NV, S&T AG, SAP SE, Sartorius Aktiengesellschaft, Siemens Healthineers AG, Siltronic AG, Software Aktiengesellschaft, TeamViewer AG, Telefónica Deutschland Holding AG and Varta AG.

Montabaur, 18 March 2024

Ralph Dommermuth

Markus Huhn

Alessandro Nava

1&1 Aktiengesellschaft

B) Auditor's remarks of PriceWaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, registered office in Frankfurt am Main, on the audit of the remuneration report of 1&1 AG for fiscal year 2023 in accordance with Section 162 (3) AktG

Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To 1&1 AG, Montabaur

Opinion

We have formally audited the remuneration report of the 1&1 AG, Montabaur, for the financial year from January 1 to December 31, 2023 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870 (09.2023)). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Management Standard: Requirements to quality management for audit firms [IDW Qualitätsmanagementstandard - IDW QMS 1 (09.2022)]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Düsseldorf, 18 March 2024

**PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft**

Erik Hönig
Wirtschaftsprüfer
(German Public Auditor)

Christian David Simon
Wirtschaftsprüfer
(German Public Auditor)

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

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

1. Introduction

As from the 2024 General Meeting, this remuneration system will be the basis for entering into new service contracts with the members of the Management Board. In addition, immediately after the 2024 General Meeting, or conditional on the approval of this remuneration system by the Annual General Meeting, service contracts will be concluded between the Company and its Management Board members that fully comply with this remuneration system. While this will not affect any existing SAR arrangements made with the members of the Management Board, their contents complies with the requirements of this remuneration system.

The remuneration for members of the Company's Management Board is oriented toward sustainable and long-term corporate development. Management Board members should be remunerated reasonably and as appropriate for their responsibilities and duties. When determining the amount of remuneration, the following have to be considered: the economic situation, the success of the Company, the personal performance of the respective Management Board member, the interests of the Company's stakeholders and social issues. Remuneration is intended to create an incentive to be successful with regard to all these aspects. Such success is to be achieved in the long term, which is why the remuneration must not encourage the taking of short-term risks.

The system for remunerating members of the Management Board is designed to be straightforward, clear and understandable. It complies with the requirements of the German Stock Corporation Act (AktG) and, with the exceptions outlined below, takes into account the recommendation of the German Corporate Governance Code as amended on 28 April 2022 (GCGC).

2. Remuneration system, procedure, peer groups and remuneration structure

The Supervisory Board establishes and regularly reviews the Management Board remuneration system in compliance with legal requirements. After determining the remuneration system, the Supervisory Board submits it to the General Meeting for approval. If approved by the General Meeting, the remuneration system will be resubmitted to the General Meeting for approval in the event of significant changes, but at least once every four years. If the remuneration system is not approved by the General Meeting, the Supervisory Board will submit a revised remuneration system no later than at the next Annual General Meeting. The system complies with the provisions of the German Stock Corporation Act (AktG) and the GCGC applicable to the handling of conflicts of interest.

The remuneration of each Management Board member is determined based on the remuneration system. The Supervisory Board determines the specific target total remuneration for each individual member of the Management Board. This remuneration must be appropriate to the Management Board member's own tasks and performance as well as to the enterprises' overall situation and performance, and it must not exceed the usual level of remuneration without specific reasons.

To determine whether the specific total remuneration is customary, it is compared with that of other companies (**horizontal comparison**) and in relation to the remuneration paid within the Company (**vertical comparison**).

The external (horizontal) comparison considers companies that belong to comparable sectors and/or are also listed on the TecDAX/SDAX, and are comparable to the Company in terms of market position, revenue and headcount. The composition of the peer groups is disclosed. In doing so, the Supervisory Board also consults the findings of independent providers of remuneration studies and the published annual and remuneration reports of comparable companies, and seeks advice from experienced remuneration consultants that are independent of the Management Board and the Company. When making internal (vertical) comparisons, the Supervisory Board takes into account Management Board remuneration in relation to the remuneration of senior managers and the workforce as a whole, including the companies of the 1&1 Group affiliated with it, and how remuneration has developed over time. The Supervisory Board also makes these comparisons when determining the remuneration system as a whole.

The total remuneration of Management Board members consists of (i) a fixed, non-performance-related basic salary, (ii) fringe benefits and (iii) a variable, performance-related component. The variable component, in turn, 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, taking into account the variable component.

Overview of the remuneration structure	
Non-performance-related remuneration components	
Basic remuneration	Fixed salary, paid monthly
Fringe benefits/ other remuneration	Insurance cover (D&O etc.); company car; housing, relocation, estate agent, home travel and tax consultancy costs to a certain extent; special allowances and signing bonus if applicable
Performance-related remuneration components	
Short-term variable remuneration	STI: based on the achievement of specific targets (key revenue and earnings figures; operational/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 shares; term: 5 years.

As a rule, total remuneration also covers activities on behalf of affiliated companies, associated companies and investees, as well as positions on the boards of such companies.

Where such positions are assumed, any remuneration paid (e.g. attendance fees) as a rule is offset against total remuneration and deducted from the short-term incentive to be paid, taking into account tax requirements. With regard to remuneration for positions in associated companies and investees, the Supervisory Board may agree something different with the Management Board member concerned.

3. Contribution of remuneration to promoting the corporate strategy and supporting the long-term development of the Company

The remuneration system for the members of the Company's Management Board is designed to remunerate them in accordance with their duties and responsibilities, their performance and the success of the Company. The remuneration of the members of the Company's Management Board promotes its corporate strategy in a number of different ways:

In the context of short-term variable remuneration, targets are agreed with the Management Board members which ensure economic success by meeting certain key performance indicators (KPIs). Furthermore, individual targets are agreed, which may also include specific strategic targets. The inclusion of target criteria relating to environmental and social aspects is also intended to reward success with regard to social issues.

With its focus on the Company's share price and multi-year term, the long-term variable remuneration ensures that there is an incentive for long-term economic success. In addition, the interests of the Company and its shareholders are linked to those of the Management Board over the long term. Each Management Board member thus participates in the long-term success of the Company, but must also shoulder negative economic developments together with the Company. This system encourages Management Board members to adopt an entrepreneurial outlook with a long-term perspective in the interests of the Company.

4. Non-performance-related remuneration components: Fixed remuneration and fringe benefits

Fixed remuneration serves as a guaranteed basic remuneration and is paid monthly as a salary. Fixed remuneration is reviewed at regular intervals and adjusted where necessary. Each review also includes a comparison with internal and external peer groups (see above). Management Board members who join or leave the Company during the year receive a pro-rata fixed annual salary. In the event of absence from work for health reasons, remuneration shall continue to be paid for a period of three months and in the event of absence due to illness as a result of an occupational accident, remuneration shall continue to be paid for a period of six months, offsetting any and all benefits paid to the Management Board member by statutory or private health insurance for loss of earnings.

The standard fringe benefits are

- directors and officers' liability insurance (D& O insurance) with deductible pursuant to Section 93 (2) Sentence 3 German Stock Corporation Act (AktG), as well as criminal liability insurance which covers not only the activities of the Management Board member as a board member of the Company, but also as a possible member of other boards of the companies of the United Internet AG Group, and
- a company car with the option to use it for private purposes (alternatively, a car allowance or a BahnCard pass).

The Company also pays a portion of health and nursing care insurance.

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

- Coverage of reasonable relocation and/or estate agent costs
- Coverage of housing costs customary to the location (e.g. as an allowance for maintaining two households) for a reasonable period of time
- Coverage of market-rate monthly allowance for family trips home (round trip) for a reasonable period of time
- Coverage of market-rate tax consultancy fees in connection with establishing the employment relationship
- Coverage of market-rate tax consultancy fees for special matters (e.g. involving foreign countries) during the employment relationship

In addition, the Supervisory Board may grant new Management Board members a signing bonus when they transfer from another employment relationship in order to compensate them for lost remuneration under their previous employment relationship. In such cases, the amount of the signing bonus is to be offset against any payment claims under the long-term variable remuneration scheme. If a Management Board member leaves the Company at their own request before the signing bonus has been fully offset, the Management Board member must repay the outstanding amount of the signing bonus to the Company. The Supervisory Board is permitted to reach an agreement with the Management Board member according to which the amount to be repaid is reduced pro rata over a longer period of time, in which case the period of time shall be less than 24 months after commencement of employment with the Company only in justified exceptional cases.

Moreover, in justified exceptional cases – e.g. if a Management Board member assumes further responsibilities in addition to their actual responsibilities (e.g. due to the illness or absence of a Management Board colleague or a reallocation of responsibilities) – a reasonable increase in fixed remuneration appropriately reflecting the change is also permitted.

Retirement benefits are not granted.

5. Performance-related remuneration components

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

In addition to basic remuneration, each Management Board member is entitled to an STI, the reference period of which is the respective fiscal year of the Company. A target figure is set for the STI in each Management Board member's service contract; the target figure is earned if the agreed targets are met in full on average (= 100%). The targets are set by the Supervisory Board at the beginning of each fiscal year. The following targets may be considered:

STI targets	Share of STI (min/max)
Growth in key revenue and earnings figures (e.g. EBITDA), as well as capital efficiency metrics (e.g. ROI) of the 1&1 Group	50-70%
Strategic targets (e.g. business performance, increase in efficiency, market exploitation)	5-25%
Personal strategic performance targets (e.g. being responsible for specific projects)	5-25%
Non-financial performance criteria, such as stakeholder concerns, environmental and social issues (ESG elements)	5-20%

The Supervisory Board may deviate from the above-mentioned percentage recommendations for weighing individual targets in order to achieve an appropriate target structure. The Supervisory Board sets the individual targets before the start of a performance period.

The various categories allow the Company to align short-term incentives with its interests in the most effective way:

Revenue (growth) and earnings (especially EBITDA) of the 1&1 Group are the key criteria for assessing its economic success in the past fiscal year. This category should therefore account for the largest share of STI targets. It rewards the commitment and contribution of the respective Management Board member to the benefit of the Company and the 1&1 Group. A lack of economic success has a direct negative impact on the remuneration of each Management Board member.

Strategic targets, on the other hand, set specific incentives for the achievement of certain short-term parameters or the implementation of measures and can more accurately reflect certain forward-looking operational and strategic decisions than the 1&1 Group's revenue and earnings. These targets are to be set for the Management Board as a whole.

Personal performance targets can be set for individual Management Board members as an incentive for the successful completion of specific projects for which the Management Board member is responsible, the solving of individual challenges related to their area of responsibility, and the achievement of specific KPIs related to their area of responsibility (e.g. customer satisfaction).

ESG elements are mandatory and, in contrast to the preceding categories, primarily serve the interests of stakeholders and environmental objectives. The Supervisory Board should use this target component to bring social issues to the attention of Management Board members and create an incentive to address such issues. Due to the diversity of conceivable issues, the range here is wide. For this reason, the Supervisory Board should respond dynamically to social and environmental challenges when setting targets. The ESG elements are not limited to issues outside the 1&1 Group, but should also serve to solve corresponding challenges within the Company and its affiliates (e.g. diversity).

As a rule, a range of 90% to 120% is used for target achievement. If average target achievement is less than 90%, the entitlement to payment of the STI lapses completely. If average target achievement as a whole is more than 120%, this excess achievement is capped at 120% of the STI target. In the year in which a member joins the Management Board, particularly in short fiscal years, the Supervisory Board may guarantee the Management Board member a minimum amount of the STI for the first 6 to 12 months of their term of office. A part of this minimum amount may also be paid to the Management Board member on a monthly basis.

Different targets may be set for the individual Management Board members. However, revenue and earnings targets shall always be set uniformly.

The Supervisory Board discusses and determines the degree of fulfilment of the STI at its meeting following the adoption of the annual financial statements of the 1&1 Group. The Supervisory Board prepares this meeting together with the Management Board members and the responsible departments, so that the Supervisory Board has access to the complete information required for the assessment and, if necessary, to additional expertise.

Target achievement in the revenue and earnings category is based on the key figures determined by Corporate Financial Affairs & Investor Relations. Revenue and earnings targets are part of the forecast, and the comparison of actual and target figures is based on the audited annual financial statements.

The Supervisory Board determines the degree to which the operational and strategic targets have been met by assessing the concepts submitted by the Management Board and any other documents that may be required. The achievement of personal performance targets is also determined by the Supervisory Board on the basis of documents submitted by the Management Board (and any additional external expertise that may be required). The Supervisory Board takes into account the defined key figures and success criteria in determining the target achievement of ESG elements.

After the conclusion of this Supervisory Board meeting, the STI is paid out with the next salary payment, unless further circumstances need to be identified.

If a member joins or leaves the Management Board during the year, the individual target amount is reduced by 1/12 for each month in which the Management Board member is not a member of the Management Board or the Management Board member is on leave or their employment is suspended.

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

A plan based on virtual stock options (Stock Appreciation Rights – **SAR**) serves as an LTI ("**SAR Plan**"). However, the Company reserves the right to fulfil its obligation to pay the SAR, at its own discretion, either in cash or by transferring shares to the participants.

Description of the SAR Plan of 1&1 AG	
Purpose	Participation in the appreciation of 1&1 AG shares
System	<p>Issuance of a number of SARs that can be exercised to a certain extent at certain times. Vesting takes place in four steps:</p> <ol style="list-style-type: none"> 1. 25% of the SARs are exercisable for the first time after two years, 2. a further 25% of the SARs are exercisable for the first time after three years, 3. a further 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.
Term/ fulfilment	Term: 6 years. All SARs have vested fully after 5 years. Upon expiry of the SAR Plan, all SARs not exercised at that time lapse without compensation. Payment is made in cash or shares at the Company's discretion.
Calculation parameters	Difference between the initial share price (closing price of the shares when issued) and the closing price of the shares when the SARs are exercised (arithmetic mean of the last ten trading days in each case).
Restrictions	<ul style="list-style-type: none"> • Initial waiting period of two years • Two exercise windows per year • Only previously allocated SARs can be exercised • Exercise hurdle: A vested SAR may only be exercised if the share price at the time of exercise is at least 20% higher than the initial share price.
Cap	<ul style="list-style-type: none"> • 100% of the initial share price

The number of SARs awarded to a Management Board member (on average per year of the Plan) is based on the total remuneration intended for the Management Board member, assuming that the internal forecasts for the performance of the shares price are met. Taking into account the requirements of the remuneration system, in particular maximum remuneration, it is also possible to conclude a further SAR agreement during the term of an SAR agreement.

As the performance of the SARs is directly linked to that of the Company's shares and vesting takes place over a total period of five years, the SAR Plan creates an incentive to positively influence the Company's performance over the long term in the interests of shareholders. At the same time, the Management Board member not only participates in the Company's positive development, but is also affected by a negative share price trend due to the exercise hurdle and the way the payout amount is calculated.

Upon termination of the service contract, the Management Board member retains the SARs that have vested up to that point. However, the Management Board member must exercise them at the latest in the first exercise window after termination of the employment relationship in accordance with the provisions applicable to the exercise. Otherwise, the SARs already vested will lapse. SARs that have not yet vested will lapse without compensation. In the event of termination without notice for cause, the SARs already vested but not yet exercised will also lapse.

In special constellations (e.g. merger, spin-off), the Supervisory Board may offer a participant to exercise their SARs early. In certain circumstances (e.g. stock split, company conversion), the Supervisory Board may also adjust the exercise price.

6. Maximum remuneration in accordance with Section 87a AktG

The maximum remuneration an ordinary Management Board member may receive, calculated on the basis of the sum of all remuneration components, i.e. basic salary, STI, LTI (remuneration from SAR Plan / term in years) and fringe benefits, may not exceed EUR 3.5 million gross p.a. (maximum remuneration). Benefits in kind granted as fringe benefits are included at their value applicable for wage tax purposes.

The maximum remuneration for the Chief Executive Officer (CEO) may amount to up to twice the maximum remuneration for an ordinary member of the Management Board, and the maximum remuneration for the Chief Operating Officer (COO) may amount to 1.5 times the maximum remuneration for an ordinary member of the Management Board.

Maximum remuneration is not a target total remuneration for the Management Board members deemed appropriate by the Supervisory Board but merely an absolute upper limit that may not be exceeded under any circumstances. If maximum remuneration is exceeded as a result of the payment of the LTI, the LTI entitlement for the respective year in excess of maximum remuneration is forfeited. However, when payments are made to fulfil LTI entitlements, the term of the LTI must be taken into account in each case when calculating the maximum remuneration. Payments under the programme must therefore be distributed evenly over the term of the respective agreement when assessing compliance with the annual maximum remuneration.

7. Ratio of fixed remuneration, STI and LTI and calculation of individual total remuneration

The following framework applies to the ratio of the separate remuneration components to the individual total target remuneration, taking into account the maximum remuneration:

Relative proportion of separate remuneration elements of individual target total remuneration (calculated p.a.)		Absolute proportion of separate remuneration elements of individual target total remuneration (calculated p.a.)
Fixed remuneration:	15% to 40%	EUR 300,000 to EUR 600,000
STI (target amount):	5% to 40%	EUR 50,000 to EUR 400,000
LTI (target amount p.a.):	40% to 80%	EUR 200,000 to EUR 2,000,000

The individual total target remuneration is determined by the Supervisory Board considering

- the duties of the Management Board member,
- their responsibilities in the Company,
- their experience,
- whether the Management Board member has been appointed Chairman of the Management Board (CEO) or COO, and
- the internal/vertical and external/horizontal comparison.

At the same time, it must be ensured that the proportion of variable, performance-related remuneration (STI and LTI) together must amount to at least 60 percent of the target total remuneration.

8. Retirement benefits/insurance

The Company maintains directors' and officers' liability insurance (D&O insurance) with deductible pursuant to Section 93 (2) Sentence 3 AktG, as well as criminal liability insurance which covers not only the activities of the Management Board member as a board member of the Company, but also as a possible member of other boards of the companies of the United Internet AG Group (D&O insurance), and group accident and travel insurance. As regards the performance of their services, the Management Board members are also included in these framework agreements. Should additional insurance policies applicable throughout the Group be taken out, these will also cover all members of the Company's Management Board.

A company pension plan is offered exclusively on the basis of deferred compensation (*Entgeltumwandlung*). A pension plan financed by the Company is not provided unless the Company is required to do so by law.

The Company pays to each member of the Management Board contributions to health and long-term care insurance that as a maximum correspond to the employer's contributions that would be incurred for employees with compulsory insurance. 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 for employees with compulsory insurance.

In addition, in the event that the Management Board member is prevented from working because of illness, the Company will continue to pay their remuneration for a period of three months if the Management Board member is absent for health reasons and for a period of six months if they are absent due to illness as a result of an occupational accident, offsetting any and all benefits paid to the Management Board member by statutory or private health insurance for loss of earnings.

9. Remuneration-related legal transactions and severance pay arrangements / post-contractual non-compete clauses / claw-back clause / extraordinary developments / change of control arrangements

Remuneration-related legal transactions and severance pay arrangements

The term of the service contracts of Management Board members is linked to their term of office. Their first-time appointment shall be for a period of no more than three years. Longer terms are possible for follow-up appointments.

If the appointment of a Management Board member is revoked, their service contract also ends. If the contract is not revoked for cause as defined in Section 626 of the German Civil Code (BGB), the service contract does not end until a period of 12 months or the original term of office has expired, whichever happens first. Management Board members are not entitled to receive severance pay when they depart from the Management Board.

The employment relationship ends without the need for notice of termination on the date on which an indefinite disability pension is granted, but no later than at the end of the month in which the Management Board member first becomes entitled to a regular retirement pension.

The Company is entitled to release the Management Board member from their obligation to work for the Company at any time in connection with the termination of the service contract, while continuing to pay the contractual remuneration and crediting it against vacation entitlements.

In all other respects, the Company observes the requirements of the GCGC for payments in the event of early termination of the 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 service shall not exceed twice the annual remuneration and shall not constitute remuneration for more than the remaining term of the employment contract. Furthermore, if post-contractual non-compete clauses apply, any severance payment will be taken into account in the calculation of any compensation payments.

Post-contractual non-compete clause

The Management Board's service contracts contain a post-contractual non-compete clause with a term of up to one year. Unless the non-compete clause is waived by the Supervisory Board, the Management Board member is entitled to a waiting period compensation of 75% to 100% of the last fixed remuneration granted. The Management Board member must offset in full any income from a new position against the waiting period compensation. The service contracts may stipulate that any post-contractual non-compete clause only applies if an initial appointment as a member of the Management Board is renewed.

Claw-back

Service contracts also contain a "claw-back" clause that can be invoked to reclaim, in whole or in part, any short-term variable remuneration granted to the Management Board member if it transpires that the necessary conditions for receiving such payment were in actual fact not met (e.g. manipulated or incorrectly calculated key figures). These provisions are without prejudice to claims for damages and claims for unjustified enrichment.

If a member of the Management Board has breached an obligation arising from their board position and/or employment relationship and is liable to pay compensation to the Company, the Supervisory Board of the Company may, at its reasonable discretion, refuse to fulfil remuneration claims for the fixed salary as well as the short and long-term variable remuneration in whole or in part or reclaim benefits already received by the Management Board member.

Extraordinary developments

The Supervisory Board takes extraordinary developments into account when assessing STI target achievement. Special influences may necessitate corrections, especially in relation to economic key figures. The Supervisory Board may also account for unusually adverse developments by means of Section 87 (2) AktG, which allows it to reduce the remuneration of the Management Board members to an appropriate amount if the situation of the Company deteriorates at a time following the specification of the remuneration such that the continuing granting of the remuneration without any changes would be inequitable to the Company.

Change of control arrangements

No change of control clauses that commit to benefits in the case of early termination of a Management Board member's contract due to a change of control are agreed. In the event of a merger or spin-off or similar event or sale of a company, the Company may offer early exercise of SARs.

10. Temporary deviations from the remuneration system

In exceptional cases, the Supervisory Board may temporarily deviate from individual components of the remuneration system if this is necessary in the interests of the Company's long-term well-being. In particular, this applies to exceptional and unforeseeable circumstances in which deviation from the remuneration system is necessary to serve the long-term interests and sustainability of the Company or to assure its viability. Situations of this kind can be based on both macroeconomic and company-related circumstances. Deviations are particularly permissible in economic crises. The components of the remuneration system from which deviations are permitted in exceptional cases are: fixed annual salary, fringe benefits, short-term and long-term variable remuneration components, as well as the ratio of the remuneration components to each other. Furthermore, under the conditions mentioned, the Supervisory Board may temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components to the extent that this is necessary to restore an adequate incentive level of Management Board remuneration. Any amendment and recalibration made in the course of such a temporary deviation from the remuneration system and the reasons for such amendment and recalibration will be disclosed and explained in the remuneration report. For such a deviation to be allowed, the Supervisory Board must determine by resolution that a situation exists that necessitates a temporary deviation from the remuneration system in the interests of the Company's long-term well-being and which specific deviations it considers necessary.

I. Further information and remarks

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

At the time of announcement of the general meeting, 1&1 AG had issued a total of 176,764,649 no-par ordinary shares issued to the bearer. 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 general meeting amounts to 176,764,649. At the time of the announcement of the general meeting, the Company holds 465,000 treasury shares, which do not entitle the Company to any rights.

2. Requirements for participating in the general meeting and exercising voting rights

Only those shareholders who have registered in due time are entitled to attend the Annual General Meeting and to exercise their shareholder rights, in particular their voting rights. The Company must have received the registration by no later than the expiration of **9 May 2024 (24.00 hrs)** at the following address, fax number or email address:

1&1 AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 889 690 633
Email: anmeldung@linkmarketservices.eu

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

Shareholders must also provide the Company with proof of their entitlement to participate in the annual general meeting and to exercise their voting rights. This requires verification of their shareholding by the custodian bank, which must show the status at the close of business on **24 April 2024 (24.00 hrs)** (record date) and must be received by the Company at the address specified for registration no later than the expiration of **9 May 2024 (24.00 hrs)**. The verification must be in text form and in German or English. The requirements for the verification are also met by verification pursuant to Section 67c (3) AktG.

In relation to the Company, only those who have provided proof of share ownership are considered shareholders for the purpose of participating in the general meeting and exercising voting rights. The entitlement to participate and the scope of voting rights are based exclusively on the shareholding as of the record date. The record date is not associated with a block on the saleability of the shareholding.

Even in the event of the 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 and the scope of voting rights; this means that sales of shares after the record date have no effect on the entitlement to participate and the scope of voting rights. The above provision 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 or vote. This provision is without prejudice to the possibility to authorise the purchaser as a representative. The record date has no significance for dividend entitlement.

Upon receipt of proper registration and proper documentation from shareholders of their shareholding by 9 May 2024 (midnight) at the latest, the admission tickets for the general meeting and the access details (access code and password) necessary in order to use the password-protected internet service of the Company at <https://www.1und1.ag/investor-relations/hv2024> will be sent out. To ensure that they receive their admission tickets in good time, shareholders are asked to register and to submit proper documentation of their shareholding to the Company as early as possible. The admission tickets merely serve as organisational aids and are not required in order to participate in the annual general meeting or to exercise voting rights.

3. Procedure for voting via an authorised representative

Shareholders may also have their voting rights exercised at the general meeting by an authorised representative, e.g. an intermediary, a shareholders' association or any other third party, by granting a power of representation for this purpose. Also in case of representation of the shareholder, the timely registration of the shareholder and furthermore the timely proof of shareholding as described above are required.

The granting of the power of representation, its revocation and the verification of authorisation to the Company must be submitted in text form if the authorised representatives are neither intermediaries nor associations of shareholders, voting consultants or other persons defined in Section 135 (8) AktG who tender the service commercially to stockholders of exercising their voting right at the general meeting.

If powers of representation for the exercise of voting rights are issued to intermediaries, associations of shareholders, voting consultants or other persons pursuant to Section 135 (8) AktG who tender the service commercially to stockholders of exercising their voting right at the general meeting, there is no text form requirement, but the declaration of power of representation must be verifiably documented by the authorised representative. It must also be complete and may contain solely declarations relating to the exercise of voting rights. We therefore ask shareholders who wish to authorise an intermediary, an association of shareholders, a voting consultant or any other person pursuant to Section 135 (8) AktG who tenders the service commercially to stockholders of exercising their voting right at the general meeting to coordinate the form of the power of representation with the person who will be authorised.

If the shareholder authorises more than one person, the Company may reject one or more of them.

Proof of an issued power of representation may be provided, among other means, by the authorised representative presenting this power of representation at the ticket inspection point on the day of the general meeting. Proof of an issued power of representation, its amendment or its revocation may also be submitted to the Company at the following address or via the following fax number or email address:

1&1 AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 889 690 655
Email: 1und1@linkmarketservices.eu

The aforementioned submission channels are also available if the power of representation is to be issued by means of a declaration made to the Company; in this case, separate proof of issuance of the power of representation is not required. A power of representation which has already been issued may be revoked or amended by notifying the Company directly using the aforementioned submission channels. The shareholder's personal appearance at the general meeting will not in itself be deemed a revocation of a previously issued power of representation. Instead, the shareholder must then at the general meeting provide notice of such revocation in the necessary form and provide the Company with proof of this. Revocation forms which have been prepared for the shareholders will be available from the Company.

A power of representation may also be issued, amended or revoked online via the password-protected internet service at <https://www.1und1.ag/investor-relations/hv2024>, in accordance with the procedures provided for this purpose, by no later than Wednesday, 15 May 2024 (midnight). The access data required to use the password-protected internet service (access code and password) will be sent together with the admission tickets after registration has been completed in due form and time.

In order for an authorised representative to use the password-protected internet service, the authorised representative must receive the relevant access details.

Powers of representation are preferably to be issued via the password-protected internet service at <https://www.1und1.ag/investor-relations/hv2024> or by means of the power of representation form provided by the Company. The Company will provide the power of representation form following registration, together with the admission ticket. The power of representation form will also be sent to the shareholders or their authorised representatives at any time upon demand. It may also be downloaded at <https://www.1und1.ag/investor-relations/hv2024>.

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

Furthermore, the Company offers to its shareholders the option of authorising employees designated by the Company as authorised representatives bound by instructions. The authorised representatives are obligated to vote as instructed; they may not exercise the voting rights at their own discretion. Please note that the authorised representatives can exercise solely the voting right on those proposals for resolutions for which shareholders give clear instructions and that the authorised representatives cannot accept instructions on procedural motions either in advance of or during the general meeting. Similarly, the authorised representatives may not accept instructions to file objections to resolutions of the general meeting or to ask questions or submit motions. The authorisation of a authorised representative designated by the Company also requires proper registration as well as the timely proof of the shareholding in accordance with the above provisions under "Requirements for participating in the general meeting and exercising voting rights".

Powers of representation and instructions to the authorised representatives designated by the Company may be submitted by no later than 24.00 hrs on Wednesday, 15 May 2024 at the following address, fax number or e-mail address

1&1 AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 889 690 655
Email: 1und1@linkmarketservices.eu

or via the password-protected internet service on the Company's website at <https://www.1und1.ag/investor-relations/hv2024> in accordance with the procedure provided for this purpose.

In addition, even during the general meeting shareholders attending the general meeting and their representatives are able to authorise the Company-appointed proxies to exercise their voting rights in accordance with their instructions.

Should the shareholder or his or her authorised representative appear at the general meeting in person, the Company-appointed proxy will not exercise a power of representation issued to him or her.

Instructions to the authorised voting representatives on agenda item 2 of this announcement also apply 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 wishing to grant a power of representation and issue instructions to the authorised representatives designated by the Company are requested to use the password-protected internet service at <https://www.1und1.ag/investor-relations/hv2024> or the power of representation and instruction form sent to them together with the admission ticket and the access data for the password-protected internet service. The power of representation and instruction form will also be sent to shareholders or their authorised representatives at any time upon request and is also available for downloading on the internet at <https://www.1und1.ag/investor-relations/hv2024>.

II. Shareholders' rights

(Information pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG)

1. Motions for additions to the agenda pursuant to Section 122 (2) AktG

Motions for additions to the agenda pursuant to Section 122 (2) AktG must be received by the Company in writing at the address below by the expiration of **15 April 2024 (24:00 hours)**:

1&1 AG
Management Board
Elgendorfer Straße 57
56410 Montabaur
Germany

Further explanations on supplementary motions to the agenda pursuant to Section 122 (2) AktG and their prerequisites are available on the Company's website at <https://www.1und1.ag/investor-relations/hv2024>.

2. Countermotions by shareholders pursuant to Section 126 (1) AktG

Every shareholder has the right to submit countermotions at the Annual General Meeting opposing the proposals of the Management Board and/or the Supervisory Board on specific items of the agenda.

Countermotions on a specific item of the agenda within the sense of Section 126 (1) AktG received by the Company at the address indicated below by the expiration of **1 May 2024 (24:00 hours)** will be made available to the shareholders without undue delay via the Company's website at <https://www.1und1.ag/investor-relations/hv2024>.

The following address, fax number or email address is exclusively authoritative for the transmission of countermotions together with any statement of grounds:

1&1 AG
Investor Relations
Elgendorfer Straße 57
56410 Montabaur
Germany
Telefax: +49 (0)6181 412-183
E-Mail: ir@1und1.de

Further explanations on counter motions pursuant to Section 126 (1) AktG and their requirements as well as on the reasons why a counter motion and its grounds, if any, do not have to be made available on the website pursuant to Section 126 (2) AktG are available on the Company's website at <https://www.1und1.ag/investor-relations/hv2024>.

3. Nominations of election candidates by shareholders pursuant to Section 127 AktG

Every shareholder has the right to nominate candidates for the election of members of the Supervisory Board and/or auditors at the Annual General Meeting.

Such nominations from shareholders within the sense of Section 127 AktG received by the Company at the address given below by the expiration of **1 May 2024 (24:00 hours)** will be made available without undue delay on the Company's website at <https://www.1und1.ag/investor-relations/hv2024>.

The following address, fax number or email address is exclusively authoritative for the transmission of nominations of election candidates:

1&1 AG
Investor Relations
Elgendorfer Straße 57
56410 Montabaur
Germany
Telefax: +49 (0)6181 412-183
E-Mail: ir@1und1.de

Further explanations on nominations of election candidates pursuant to Section 127 AktG and their requirements as well as on the grounds pursuant to Section 127 first sentence in conjunction with Section 126 (2) and Section 127 third sentence AktG why nominations of election candidates do not have to be made available on the website are available on the Company's website at <https://www.1und1.ag/investor-relations/hv2024>.

4. Shareholders' right to obtain information pursuant to Section 131 (1) AktG

The Management Board is obliged pursuant to Section 131 (1) to provide any shareholder upon demand at the general meeting with information concerning affairs of the Company, insofar as this information is necessary for an appropriate assessment of an item of the agenda. This obligation of the Management Board to provide information includes the Company's legal and business relationships with a company affiliated with it as well as the position of the corporate group and the companies included in the consolidated financial statements. Subject to certain conditions stipulated in Section 131 (3) AktG, the Management Board may refuse to provide this information.

Pursuant to Section 18 (3) of the Articles of Association of 1&1 AG, the meeting chairperson is authorised to appropriately limit the amount of time allocated for the shareholders' right to speak and ask questions.

Further information on the shareholders' right to information pursuant to Section 131 (1) AktG may be found on the Company's website at <https://www.1und1.ag/investor-relations/hv2024>.

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

As of the convocation of the general meeting, the documents that must be made available and any further information, together with this announcement of convocation, are available on the Company's website at

<https://www.1und1.ag/investor-relations/hv2024>

for viewing. They will also be accessible there during the general meeting and, if required, will be available for inspection at the general meeting.

Any counter motions, nominations of election candidates and supplementary requests from shareholders received by the Company in good time within the sense of the aforementioned deadlines and subject to a publication obligation will also be made available on the aforementioned website.

The voting results will be published at the same internet address after the general meeting.

IV. Information on data protection for shareholders

1&1 AG as the controller processes shareholders' personal data (surname and first name, address, email address, number of shares, class of shares, type of ownership of the shares and number of the admission ticket with access code and password to the passwordprotected internet service as well as personal data of the shareholders' representatives, if applicable, for the purposes of the general meeting in accordance with applicable data protection laws.

Purposes and legal grounds

The processing of personal data is legally mandatory for the proper preparation and conduct of the general meeting, for the exercise of shareholders' voting rights. The legal grounds for the processing are found in point (c) of Art. 6 (1) first sentence GDPR in conjunction with Sections 118 et seqq. AktG. Furthermore, data processing that is useful for the organisation of the general meeting may be carried out on the grounds of overriding legitimate interests (point (f) of Art. 6 (1) first sentence GDPR). Insofar as shareholders do not provide their personal data themselves, 1&1 AG generally obtains these data from the shareholder's custodian bank.

Transfer of data

We also engage external service providers and group-affiliated companies to conduct our general meeting. These entities receive solely the personal data that are necessary for the performance of the engagement from the Company and the custodian banks. Insofar as they process your personal data, they are acting on our behalf as contracted processors in accordance with the provisions of Article 28 GDPR.

The service providers engaged by the Company for the organisation of the general meeting process the personal data of the shareholders and shareholder representatives exclusively in accordance with the instructions of 1&1 AG and solely to the extent that this is necessary for the performance of the contracted service. All employees of the Company and the employees of the engaged service providers who have access to and/or process personal data of the shareholders or shareholder representatives are obligated to treat such data confidentially. In addition, personal data of shareholders or shareholder representatives who exercise their voting rights may be viewed by other shareholders and shareholder representatives within the scope of the statutory provisions (in particular the list of participants, Section 129 AktG, insofar as the shareholders or shareholder representatives are listed there).

Duration of storage

1&1 AG deletes the personal data of shareholders and shareholder representatives in accordance with the statutory regulations, in particular if the personal data are no longer necessary for the original purposes of the collection or processing, the data are no longer needed in connection with any administrative or legal proceedings and there are no statutory retention obligations.

Rights of the data subject

Shareholders or shareholder representatives satisfying the legal prerequisites 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 processing. In addition, shareholders or shareholder representatives have the right to lodge a complaint with supervisory authorities.

If personal data are processed on the basis of point (f) of Art. 6 (1) first sentence GDPR, shareholders or shareholder representatives shall also have a right of objection in accordance with the statutory prerequisites.

Contact

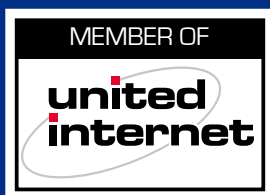
Shareholders or shareholder representatives can submit their comments and queries regarding the processing of personal data to the 1&1 AG data protection officer at:

1&1 AG
Group Data Protection Officer
Wilhelm-Röntgen-Str. 1–5
63477 Maintal
Email address: ir@1und1.de

Further information on data protection for shareholders can be found on the 1&1 AG website at <https://www.1und1.ag/datenschutz>.

Montabaur, April 2024

1&1 AG
– The Management Board –



1&1 AG
Wilhelm-Röntgen-Str. 1-5
63477 Maintal
Germany

www.1und1.ag