



**Invitation to the
Annual General Meeting
2025**

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	1U1052025oHV
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	14.05.2025 [format pursuant to Implementing Regulation (EU) 2018/1212: 20250514]
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 22.04.2025, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20250422]
6. Uniform Resource Locator (URL)	https://www.1und1.ag/investor-relations/hv2025

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/hv2025>

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
Wednesday, 14 May 2025, 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: 1U1052025oHV

Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated annual financial statements per 31 December 2024, 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 2024 and the Management Board proposal for the appropriation of the unappropriated retained earnings for fiscal year 2024.**

The above documents can be retrieved from the Company's website at <https://www.1und1.ag/investor-relations/hv2025> 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 2024**

Management Board and Supervisory Board propose utilising the unappropriated retained earnings disclosed in the adopted annual financial statements of the Company per 31 December 2024 in the amount of € 790,531,868.35 as follows:

Disbursement of a dividend of € 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 2024	€ 8,814,982.45
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Balance carried forward to a new account	€ 781,716,885.90

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 € 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 19 May 2025.

3. Adoption of a resolution regarding the discharge of the members of the Management Board for fiscal year 2024

Management Board and Supervisory Board propose that the Management Board members in office in fiscal year 2024 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 2024

Management Board and Supervisory Board propose that the Supervisory Board members in office in fiscal year 2024 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 2025 and, in the event of an audit review, of the auditor for financial reports prepared during the year for fiscal year 2025 and for the first quarter of fiscal year 2026, and of the auditor of the sustainability reports

The Supervisory Board – in accordance with the recommendation of its Audit Committee – proposes:

- a) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, domiciled in Frankfurt am Main, is elected as the auditor of the annual financial statements and the consolidated financial statements for fiscal year 2025 and – if such a review is performed – for the audit review of financial reports prepared during the year for fiscal year 2025 and for the first quarter of fiscal year 2025.
- b) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is appointed as the auditor of the sustainability report for fiscal year 2025.

The general meeting's appointment of the auditor of the sustainability report is made as a precautionary measure, in the context of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC,

Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting, which must be transposed into national law. At the time of publication of the convocation of the general meeting in the German Federal Gazette (*Bundesanzeiger*), an act transposing this directive is progressing through the legislative procedure in Germany ("CSRD Transposition Act"). This act stipulates that this sustainability reporting auditor must be appointed by the general meeting. The CSRD Transposition Act is likely to enter into force later this year. It must therefore be assumed that, once the CSRD Transposition Act enters into force, 1&1 AG will be obliged to prepare a sustainability report for fiscal year 2025 and to have this audited.

The above points 5.a) and 5.b) are each to be voted on separately.

The Audit Committee declared that its proposals were 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 2024 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 2024. This report will be presented to the general meeting pursuant to Section 120a (4) AktG and its approval requested. The currently applicable remuneration system for the members of 1&1 AG's Management Board was most recently approved by a resolution adopted by the annual general meeting held on 16 May 2024, with an approval ratio of 94.09%. The currently applicable remuneration arrangement for the Supervisory Board, which is set out in Section 14 of 1&1 AG's Articles of Association, including the system on which this remuneration is based, was most recently approved by a resolution adopted by the annual general meeting held on 26 May 2021, with an approval ratio of 99.95%.

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 remuneration report under Section 162 AktG, including the auditor's report, will be available on the Company's website at <https://www.1und1.ag/investor-relations/hv2025> from the day of convening the general meeting. The remuneration report under Section 162 AktG, including the auditor's report, will also be accessible there during the general meeting and will be available for inspection at the general meeting.

The Supervisory Board and the Management Board propose that the remuneration report for fiscal year 2024 prepared and audited according to Section 162 AktG be approved.

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

Pursuant to Section 120a (1) first sentence AktG, the general meeting of a listed company resolves on the approval of the remuneration system for the members of the Management Board submitted to the general meeting by the Supervisory Board and approved pursuant to the provisions of Section 87 a AktG each time a significant change is made, but at least every four years.

On 16 May 2024, the general meeting of 1&1 approved the remuneration system for the members of Management Board submitted by the Supervisory Board with an approval ratio of 94.09 %. The Supervisory Board of 1&1 AG has further updated this remuneration system. On 25 March 2025, it adopted this updated remuneration system for the members of the Management Board of 1&1 AG for the conclusion of Management Board service contracts (including such provisions in Management Board service contracts that are to apply after approval by the general meeting). Once the general meeting has been convened, this updated remuneration system for the members of Management Board may be obtained from the Company's website at <https://www.1und1.ag/investor-relations/hv2025>. The remuneration system will also be available there during the general meeting and will be available for inspection at the general meeting.

The Supervisory Board proposes to the general meeting that this remuneration system for the members of the Management Board be approved.

8. Resolution on confirmation of the remuneration of Supervisory Board members

Under Section 113 (3) AktG, a resolution on the remuneration of the Supervisory Board members must be passed at least every four years.

The currently applicable remuneration arrangement for the Supervisory Board, which is set out in Section 14 of 1&1 AG's Articles of Association, including the system on which this remuneration is based, was most recently approved by a resolution adopted by the annual general meeting held on 26 May 2021, with an approval ratio of 99.95%.

Following a detailed review of the currently applicable remuneration arrangements, which are set out in Section 14 of 1&1 AG's Articles of Association, and the system approved by the general meeting on 26 May 2021 for the remuneration of the Supervisory Board members, the Management Board and the Supervisory Board have reached the view that these should be retained in future.

The currently applicable Articles of Association of 1&1 AG, with the remuneration arrangement for the Supervisory Board set out in Section 14 of the Articles of Association and the system approved by the general meeting on 26 May 2021 for the remuneration of the members of 1&1 AG's Supervisory Board, will be available on the Company's website at <https://www.1und1.ag/investor-relations/hv2025> from the day of convening the general meeting. The above-mentioned documents will also be accessible there during the general meeting and will be available for inspection at the general meeting.

The Management Board and the Supervisory Board therefore propose to adopt the following resolution:

The system approved by the general meeting on 26 May 2021 and the arrangement set out in Section 14 of 1&1 AG's Articles of Association for the remuneration of the Supervisory Board members are confirmed.

9. Resolution on a new authorisation for the Management Board to stipulate the holding of a virtual general meeting and corresponding amendment of the Articles of Association

The annual general meeting of 1&1 AG held on 16 May 2023 authorised the Management Board under agenda item 8, by inserting a new Section 15a (1) into the Articles of Association of 1&1 AG, to stipulate that general meetings which take place in the period up to 31 August 2025 shall be held in the form of a virtual general meeting pursuant to Section 118a AktG.

Even though, with the exception of the general meetings held during the COVID pandemic, all general meetings of 1&1 AG have been held as in-person general meetings and it is envisaged that this will continue in future, the Management Board and Supervisory Board are of the view that this option of continuing to hold general meetings in a virtual format should be retained.

To enable an appropriate decision in a given case which gives due consideration to all of the parties' respective interests, it is envisaged that the Management Board shall continue to be authorised, prior to each general meeting, to decide whether this meeting is to be held virtually or in person; the chairman of the Supervisory Board is to be included in this decision-making process. The Management Board is to be permitted to make use of this authorisation in exceptional circumstances, where an in-person event cannot be held in a legally compliant manner or only with a disproportionate level of difficulty (such as in the event of future pandemics or other emergency scenarios) in order to arrange for necessary general meeting resolutions to be adopted, such as the appropriation of net profit and the distribution of a dividend, and other appropriate resolutions which are in the interest of the Company and its shareholders.

Once again, the authorisation period of five years which is permitted by law is not to be used in full and this is instead, as before, to be limited to a period of two years.

In making its decision in each case, the Management Board will in consultation with the chairman of the Supervisory Board carefully weigh up which format for the general meeting is in the well-understood interest of the Company and its shareholders. In doing so, the Management Board shall, in particular, give consideration to the preservation of the shareholders' rights as well as views expressed by shareholders, the specific agenda for the respective general meeting, health protection, the expense and costs involved as well as sustainability considerations. It will also give consideration to the fact that there may be general meetings with agenda items where the personal presence of the shareholders and their authorised representatives is more appropriate than a virtual format would be.

In the event of the Management Board deciding to hold a virtual general meeting, it will ensure that the shareholders' rights – in particular, the shareholders' right to ask questions – can be exercised to at least the same extent as in the case of in-person meetings, without questions being submitted in advance.

The currently applicable Articles of Association of 1&1 AG will be available on the Company's website at <https://www.1und1.ag/investor-relations/hv2025> from the day of convening the general meeting. The currently applicable Articles of Association of 1&1 AG will also be accessible there during the general meeting and will be available for inspection at the general meeting.

The Management Board and the Supervisory Board propose that the general meeting adopt the following resolution:

Section 15a (1) of the Articles of Association of 1&1 AG , which is currently worded as follows:

„(1) The Management Board is authorised to stipulate that general meetings which are held in the period expiring 31 August 2025 shall be held in the form of a virtual general meeting pursuant to Section 118a AktG. The provisions of these Articles of Association regarding the convocation and conduct of the Company's general meeting apply mutatis mutandis in the event of a virtual general meeting unless imperatively provided for otherwise by law or expressly stipulated otherwise in these Articles of Association.“

is revised as follows:

„(1) The Management Board is authorised – with the approval of the Supervisory Board – to stipulate that general meetings which are held in the period expiring 31 August 2027 shall be held in the form of a virtual general meeting pursuant to Section 118a AktG. The provisions of these Articles of Association regarding the convocation and conduct of the Company's general meeting apply mutatis mutandis in the event of a virtual general meeting unless imperatively provided for otherwise by law or expressly stipulated otherwise in these Articles of Association.“

10. Resolution on the approval of the conclusion of a control agreement with A 1 Marketing, Kommunikation und neue Medien GmbH

A 1 Marketing, Kommunikation und neue Medien GmbH, seated in Montabaur – a wholly owned, direct subsidiary of 1&1 AG – and 1&1 AG on 21 March 2025 concluded a control agreement.

This control agreement has been concluded subject to the approval of the shareholders' meeting of A 1 Marketing, Kommunikation und neue Medien GmbH and the general meeting of 1&1 AG. The shareholders' meeting of A 1 Marketing, Kommunikation und neue Medien GmbH has already approved the control agreement on 21 March 2025.

The Management Board and the Supervisory Board propose to adopt the following resolution:

The control agreement of 21 March 2025 between 1&1 AG and A 1 Marketing, Kommunikation und neue Medien GmbH, seated in Montabaur, is hereby approved.

Key contents of the control agreement

The control agreement between 1&1 AG and A 1 Marketing, Kommunikation und neue Medien GmbH has the following key contents:

1. A 1 Marketing, Kommunikation und neue Medien GmbH, as the controlled company, transfers the management of its company to 1&1 AG as the controlling company.
2. 1&1 AG is entitled to issue the management team of A 1 Marketing, Kommunikation und neue Medien GmbH with instructions concerning the company's management. The management team of A 1 Marketing, Kommunikation und neue Medien GmbH must follow such instructions.
3. 1&1 AG shall have a comprehensive right to receive information from A 1 Marketing, Kommunikation und neue Medien GmbH.
4. 1&1 AG is obliged pursuant to Section 302 AktG, as amended, to make up for any net loss for the year otherwise incurred by A 1 Marketing, Kommunikation und neue Medien GmbH over the term of the agreement, provided that such net loss is not made up for by withdrawing from other retained earnings amounts allocated to them during the term of the agreement.
5. The agreement has been concluded for an indefinite duration and may be terminated at any time with three months' notice as of the end of the month. This is without prejudice to termination without notice for good cause. Good cause will apply, in particular,
 - a) as of the disposal, contribution or assignment of shares in A 1 Marketing, Kommunikation und neue Medien GmbH by 1&1 AG;
 - b) in case of 1&1 AG's loss of a majority of the voting rights resulting from its equity interest in A 1 Marketing, Kommunikation und neue Medien GmbH;
 - c) in case of 1&1 AG's loss of its status as the sole shareholder of A 1 Marketing, Kommunikation und neue Medien GmbH;
 - d) in case of the merger or division of 1&1 AG or A 1 Marketing, Kommunikation und neue Medien GmbH;

- e) in case of the institution of insolvency proceedings relating to the assets of 1&1 AG or A 1 Marketing, Kommunikation und neue Medien GmbH or the rejection of the institution of such proceedings for lack of assets;
- f) in case of the liquidation of 1&1 AG or A 1 Marketing, Kommunikation und neue Medien GmbH;
- g) in case of the change of legal form or domicile of 1&1 AG or A 1 Marketing, Kommunikation und neue Medien GmbH such that they are subsequently no longer entitled to be party to a control agreement;
- h) in case of an external shareholder holding an equity interest in A 1 Marketing, Kommunikation und neue Medien GmbH pursuant to Section 307 AktG; or
- i) in case of an initial public offering of A 1 Marketing, Kommunikation und neue Medien GmbH.

In addition, 1&1 AG is entitled to terminate the agreement with immediate effect for good cause if recognition of a tax group for VAT purposes, in accordance with applicable provisions of tax law, is denied or no longer applies, on whatever grounds.

A review of the control agreement by a contract auditor is not required, since 1&1 AG holds all of the shares in A 1 Marketing, Kommunikation und neue Medien GmbH.

The Management Board of 1&1 AG and the management team of A 1 Marketing, Kommunikation und neue Medien GmbH have prepared a joint report pursuant to Section 293a AktG which provides an in-depth explanation of the legal and economic significance of the agreement.

From the date of the announcement of the general meeting, the control agreement between 1&1 AG and A 1 Marketing, Kommunikation und neue Medien GmbH, the annual financial statements and consolidated financial statements and the management reports and group management reports of 1&1 AG for the last three fiscal years, the joint report from the Management Board of 1&1 AG and the management team of A 1 Marketing, Kommunikation und neue Medien GmbH pursuant to Section 293a AktG and the annual financial statements of A 1 Marketing, Kommunikation und neue Medien GmbH for the last three fiscal years can be retrieved from 1&1 AG's website at <https://www.1und1.ag/investor-relations/hv2025>. The abovementioned documents will also be accessible there during the general meeting and will also be available for inspection at the general meeting.

11. Resolution on the approval of the conclusion of a profit transfer agreement with A 1 Marketing, Kommunikation und neue Medien GmbH

A 1 Marketing, Kommunikation und neue Medien GmbH, seated in Montabaur – a wholly owned, direct subsidiary of 1&1 AG – and 1&1 AG on 21 March 2025 concluded a profit transfer agreement.

This profit transfer agreement has been concluded subject to the approval of the shareholders' meeting of A 1 Marketing, Kommunikation und neue Medien GmbH and the general meeting of 1&1 AG. The shareholders' meeting of A 1 Marketing, Kommunikation und neue Medien GmbH has already approved the profit transfer agreement on 21 March 2025.

The Management Board and the Supervisory Board propose to adopt the following resolution:

The profit transfer agreement of 21 March 2025 between 1&1 AG and A 1 Marketing, Kommunikation und neue Medien GmbH, seated in Montabaur, is hereby approved.

Key contents of the profit transfer agreement:

The profit transfer agreement between 1&1 AG and A 1 Marketing, Kommunikation und neue Medien GmbH has the following key contents:

1. A 1 Marketing, Kommunikation und neue Medien GmbH, as the controlled company, undertakes for the term of the agreement – but for the first time from the start of the fiscal year in which the agreement comes into force – to transfer to 1&1 AG as the parent company its entire profits – calculated in accordance with applicable provisions of commercial law – subject to the stipulations of the agreement and while complying with Section 301 AktG, as amended.
2. The parent company is obliged to make up for any net loss for the year otherwise incurred by the controlled company over the term of the agreement, provided that such net loss is not made up for by withdrawing from other retained earnings amounts allocated to them during the term of the agreement. Section 302 AktG, as amended, shall apply.
3. Subject to the approval of 1&1 AG, A 1 Marketing, Kommunikation und neue Medien GmbH, as the controlled company, may allocate amounts resulting from its net income for the year to other retained earnings (Section 272 (3) HGB), insofar as this is permissible under commercial law and economically justified on the basis of prudent commercial judgment. At the demand of 1&1 AG, other retained earnings established during the term of the agreement must be released and transferred as profits or else applied pursuant to Section 302 (1) AktG, as amended. The transfer of amounts resulting from the release of capital reserves or of retained earnings and retained profits brought forward which were established prior to the agreement's entry into force is excluded.

4. From the end of the respective fiscal year of A 1 Marketing, Kommunikation und neue Medien GmbH, claims for the transfer of profits and for compensation for losses shall attract interest in accordance with Sections 352, 353 HGB up to their settlement.
5. A 1 Marketing, Kommunikation und neue Medien GmbH's obligation as the controlled company to transfer its profits and 1&1 AG's obligation as the parent company to compensate for losses must be fulfilled, at the latest, upon expiry of a period of three months since the approval of the respective annual financial statements of A 1 Marketing, Kommunikation und neue Medien GmbH.
6. 1&1 AG, as the parent company, may in the current fiscal year, while complying with capital maintenance provisions, claim non-interest-earning advance payments for a transfer of profits to which it will likely be entitled for the fiscal year, provided that the liquidity of A 1 Marketing, Kommunikation und neue Medien GmbH permits such advance payments to be made. Accordingly, A 1 Marketing, Kommunikation und neue Medien GmbH may also demand non-interest-earning advance payments on a net loss for the year for which it will likely require compensation for the fiscal year, insofar as it requires such advance payments in view of its liquidity.
7. The agreement shall enter into force following its entry in the Commercial Register for A 1 Marketing, Kommunikation und neue Medien GmbH as the controlled company and will apply retrospectively from the start of the fiscal year of A 1 Marketing, Kommunikation und neue Medien GmbH in which the agreement comes into force.
8. The agreement has been concluded for an indefinite duration and may be terminated with one month's notice, as of the end of a fiscal year of A 1 Marketing, Kommunikation und neue Medien GmbH. However, such termination shall be effective, at the earliest, upon expiry of a period of not less than five years (60 months) since the start of the fiscal year of A 1 Marketing, Kommunikation und neue Medien GmbH in which the agreement entered into force. The agreement may be terminated at any time with immediate effect for good cause. Good cause will apply, in particular, in case of
 - (a) the disposal, contribution or assignment of shares in A 1 Marketing, Kommunikation und neue Medien GmbH by 1&1 AG;
 - (b) 1&1 AG's loss of a majority of the voting rights resulting from its equity interest in A 1 Marketing, Kommunikation und neue Medien GmbH;
 - (c) 1&1 AG's loss of its status as the sole shareholder of A 1 Marketing, Kommunikation und neue Medien GmbH;
 - (d) the merger, division or liquidation of 1&1 AG or A 1 Marketing, Kommunikation und neue Medien GmbH;

- (e) the institution of insolvency proceedings relating to the assets of 1&1 AG or A 1 Marketing, Kommunikation und neue Medien GmbH or the rejection of the institution of such proceedings for lack of assets;
- (f) the change of legal form or domicile of 1&1 AG or A 1 Marketing, Kommunikation und neue Medien GmbH such that they are subsequently no longer entitled to be party to a profit transfer agreement;
- (g) an external shareholder holding an equity interest in A 1 Marketing, Kommunikation und neue Medien GmbH pursuant to Section 307 AktG; or
- (h) an initial public offering of A 1 Marketing, Kommunikation und neue Medien GmbH. In particular, good cause for extraordinary termination of the agreement shall apply in case of other good cause as defined in the current version of the German corporate income tax guidelines (Körperschaftsteuer-Richtlinien – KStR) (currently: Guideline 14.5 (6) KStR 2015). In addition, 1&1 AG is entitled to terminate the agreement with immediate effect for good cause if recognition of a tax group for corporate income tax and/or trade tax purposes, in accordance with applicable provisions of tax law, is denied or no longer applies, on whatever grounds.

A review of the profit transfer agreement by a contract auditor is not required, since 1&1 AG holds all of the shares in A 1 Marketing, Kommunikation und neue Medien GmbH.

The Management Board of 1&1 AG and the management team of A 1 Marketing, Kommunikation und neue Medien GmbH have prepared a joint report pursuant to Section 293a AktG which provides an in-depth explanation of the legal and economic significance of the agreement.

From the date of the announcement of the general meeting, the profit transfer agreement between 1&1 AG and A 1 Marketing, Kommunikation und neue Medien GmbH, the annual financial statements and consolidated financial statements and the management reports and group management reports of 1&1 AG for the last three fiscal years, the joint report from the Management Board of 1&1 AG and the management team of A 1 Marketing, Kommunikation und neue Medien GmbH pursuant to Section 293a AktG and the annual financial statements of A 1 Marketing, Kommunikation und neue Medien GmbH for the last three fiscal years can be retrieved from 1&1 AG's website at <https://www.1und1.ag/investor-relations/hv2025>. The above-mentioned documents will also be accessible there during the general meeting and will also be available for inspection at the general meeting.

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 **7 May 2025 (24.00 hrs)** at the following address, fax number or email address:

1&1 AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 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 **22 April 2025 (24.00 hrs)** (record date) and must be received by the Company at the address specified for registration no later than the expiration of **7 May 2025 (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 7 May 2025 (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/hv2025> 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. This does not preclude the possibility, for shares in the Company which a shareholder holds in different securities portfolios, of this shareholder in each case appointing a separate representative for the general meeting.

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 Link Market Services GmbH
Landshuter Allee 10
80637 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/hv2025>, in accordance with the procedures provided for this purpose, by no later than Tuesday, 13 May 2025 (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/hv2025> 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/hv2025>.

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 Tuesday, 13 May 2025 at the following address, fax number or e-mail address

1&1 AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 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/hv2025> 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/hv2025> 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/hv2025>.

II. Shareholders' rights

(Information pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG, Section 293g Abs. 3)

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 **13 April 2025 (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/hv2025>.

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

Every shareholder has the right to submit countermotions 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 **29 April 2025 (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/hv2025>.

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

1&1 AG
Investor Relations
Elgendorfer Straße 57
56410 Montabaur
Germany
Fax: +49 (0)6181 412-183
Email: 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/hv2025>.

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 (if part of the agenda), auditors and/or auditors of sustainability reporting.

Such nominations from shareholders within the sense of Section 127 AktG received by the Company at the address given below by the expiration of **29 April 2025 (24:00 hours)** will be made available without undue delay on the Company's website at <https://www.1und1.ag/investor-relations/hv2025>.

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
Fax: +49 (0)6181 412-183
Email: 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/hv2025>.

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/hv2025>.

5. Right to information pursuant to Section 293g (3) AktG

Pursuant to Section 293g (3) AktG, upon demand at the general meeting any shareholder must be provided with information on all and any of the affairs of the other party to the control agreement or the profit transfer agreement such as are of significance for the conclusion of the respective agreement.

Further information on the shareholders' right to information pursuant to Section 293g (3) AktG may be found on the Company's website at <https://www.1und1.ag/investor-relations/hv2025>.

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/hv2025>

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 countermotions, 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

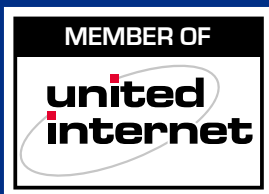
Shareholders or shareholder representatives can submit their comments and queries regarding the processing of personal data to the 1&1 AG data protection officer at:

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 2025

1&1 AG
– The Management Board –



1&1 AG
Elgendorfer Str. 57
56410 Montabaur
Deutschland

www.1und1.ag