

Declaration of Conformity in accordance with Section 161 German Stock Corporation Act (AktG) with regard to the recommendations of the German Corporate Governance Code

1&1 Aktiengesellschaft

**Declaration of the Management Board and Supervisory Board of the 1&1 AG
with regard to the recommendations of the
“Government Commission on the German Corporate Governance Code”
in accordance with Section 161 AktG**

The Management Board and Supervisory Board of the 1&1 AG declare that the 1&1 AG has complied with the recommendations of the German Corporate Governance Code ("Code") in the version dated April 28, 2022, which became effective upon publication in the Federal Gazette on June 27, 2022, and on which its last Declaration of Conformity dated December 18, 2023 was based, with the exceptions stated detailed therein, and will continue to comply in the future with the recommendations of the Code with the following exceptions:

Clause D.4

Formation of a nomination committee

The Supervisory Board does not form any other committees in addition to the Audit and Risk Committee but performs all other tasks as a whole. The Supervisory Board considers this to be appropriate, as efficient plenary discussions and an intensive exchange of opinions are possible even with a six-member Supervisory Board. Accordingly, the Supervisory Board sees no need to establish a Nomination Committee.

Management Board Remuneration – Remuneration system

With the recommendation to the Annual General Meeting in May 2024, the remuneration system became the basis for service contracts with Management Board members. The remuneration system takes into account the recommendations in G.1 up to and including G.5 of the Code without any restrictions. At the time of approval of the current remuneration system, existing service contracts with Management Board members did not yet comply with its provisions, which is why the deviation from the recommendations in G.1 up to and including G.5 of the Code is explained. However, these service contracts were adjusted following the Annual General Meeting in May 2024 and now fully correspond to the remuneration system approved at the Annual General Meeting.

Clause G.10

Management Board remuneration – long-term variable remuneration

According to G.10 of the Code, the variable remuneration components granted to members of the Management Board should be awarded primarily in the form of Company stock or on the basis thereof. Moreover, any such grants to members of the Management Board should be subject to a blackout period of four years. Share-based remuneration is awarded in the form of the Stock Appreciation Rights (SARs) plan as a long-term remuneration program for the Management Board. The term of this plan totals six years. Within this period of six years, a Management Board member can exercise a portion (25 percent) of the SARs awarded at certain points in time – at the earliest, however, after two years. This means that a Management Board member can already obtain a part of the long-term variable remuneration after a period of two years. The total amount of SARs can only be fully exercised for the first time after a period of five years.

The Supervisory Board is of the opinion that this system of long-term remuneration has proven its value and sees no reason to postpone any further the possibility of obtaining remuneration earned under the plan. The Supervisory Board believes that by linking the plan to the share price of the 1&1 AG and the possibility to redeem their shares to satisfy the claims from the plan secure reasonable participation of Management Board members in the risks and opportunities of the company 1&1 AG. Since the plan has been designed with a term of six years and the SARs awarded can only be exercised proportionately over this term and at the earliest after two years, the Supervisory Board is of the opinion that the plan is ideally suited to achieving the desired retention and incentive effect in the interest of 1&1 AG and that no changes are required.

Clause G.11

Remuneration of the Management Board – withholding/clawback of variable remuneration

According to G.11 of the Code, the Supervisory Board should have the possibility to withhold or claw back a variable remuneration in justified cases. Such regulations were not yet included in the service contracts of the Management Board members at the time of the Annual General Meeting of 2024. A so-called "claw-back regulation" for the repayment of variable compensation has been included in the remuneration system and has also been taken into account in the service contracts of the Management Board members, which have been updated following the Annual General Meeting of 2024.

Clause G.13

Management Board remuneration – Benefits on Contract Termination

According to G.13 of the Code, payments to a Management Board member in the event of premature termination of their Management Board activity shall not exceed twice the annual remuneration and shall not constitute remuneration for more than the remaining term of the service contract. If post-contractual non-compete clauses apply, such severance payments shall be taken into account in the calculation of any compensation payments.

The service contracts for the members of the Management Board have only included such a crediting option since an adjustment following the Annual General Meeting of 2024, which is why a deviation from G.13 of the Code is declared regarding the old contracts that were in force until the Annual General Meeting of 2024. This is also included in the remuneration system and will be taken into account in future in new service contracts to be concluded with Management Board members (and any related termination agreements).

Montabaur, 16 December 2024

On behalf of the Supervisory Board

Kurt Dobitsch

The Board of Directors

Ralph Dommermuth Markus Huhn Alessandro Nava

*This document is a convenience translation of the German original.
In case of discrepancies between the German and the English version, the German version shall prevail.*