

## Report of the Supervisory Board for Fiscal Year 2012

The members of the Supervisory Board are:

- Kurt Dobitsch, entrepreneur, 58 (chair)
- Kai-Uwe Ricke, businessman, 51
- Michael Scheeren, qualified banker, 55

In the fiscal year 2012, the Supervisory Board of United Internet AG fulfilled its legal and statutory duties to regularly advise the Management Board and monitor its management of the company. The Supervisory Board was directly involved in all decisions of fundamental significance for the company. The Management Board provided the Supervisory Board with regular and comprehensive reports, both written and oral, and also between meetings, about all relevant questions concerning corporate strategy and planning, as well as the development and progress of business, planned and current investments, the status of the company, its exposure to risk, the risk management system, and issues of compliance. The Management Board discussed the company's strategic alignment with the Supervisory Board and presented it with a comprehensive report every quarter about the state of business, the development of sales and earnings, and the position of the company and its business policy. With regard to both content and scope, these reports met all statutory requirements, the standards of good corporate governance, and the criteria set by the Supervisory Board. The Management Board's reports were made available to all members of the Supervisory Board. The Chairman of the Supervisory Board was also kept regularly informed by the Management Board on all business activities, also between the meetings, and gave advice on questions of business policy. The Supervisory Board critically analyzed and verified the plausibility of the reports and information provided by the Management Board.

The Supervisory Board was regularly informed by the Management Board about the internal control system, Group-wide risk management system and Internal Audit system which it had introduced. On the basis of its own reviews, the Supervisory Board came to the conclusion that the internal control system, Group-wide risk management system and Internal Audit system are fully functional and effective.

The Supervisory Board comprises three members and has formed no committees. The Supervisory Board is not aware of any conflict of interest of one of its members.

In addition to the regular statutory reports, the Supervisory Board discussed and reviewed the following issues in greater detail:

- Group planning and the investment projects for fiscal year 2012.
- The annual financial statements and consolidated financial statements for fiscal year 2011.
- The invitation to the Annual Shareholders' Meeting 2012, as well as the agenda and motions for resolutions.
- The Remuneration Report to be presented by the Chairman of the Supervisory Board, the Report of the Supervisory Board to the Annual Shareholders' Meeting and the Corporate Governance Report for fiscal year 2011.
- The dividend proposal for the Annual Shareholders' Meeting.

- Determining the Management Board's target achievement in fiscal year 2011 and approving the payment of variable compensation components, as well as agreeing new targets for the Management Board for fiscal year 2012.
- The authorization of the Management Board to convert a vendor loan into a 25.1% stake in Versatel's holding company VictorianFibre Holding & Co. S.C.A.
- The prolongation of Mr. Ralph Dommermuth's appointment to the Management Board.
- The new appointment of Mr. Robert Hoffmann to the Management Board of United Internet AG as of January 1, 2013.
- The increased investment in ProfitBricks GmbH.
- The issue of subscription rights as part of the employee stock ownership plan.
- Audit planning and the quarterly reports of the Internal Audit department.
- The current status of investments belonging to United Internet AG.
- The strategic alignment of the Group and company organization.
- The development of the charitable foundation United Internet for UNICEF.
- The setting of dates for the Supervisory Board's meetings and the financial calendar for fiscal year 2013.

### Meetings and participation

The Supervisory Board held five meetings during fiscal year 2012 during which the Management Board presented detailed information about the business situation and the development of the Company and Group, as well as about significant business events. The meetings were each attended by all members. In addition to the meetings, further resolutions on current topics were adopted by means of circular written consent.

### Corporate Governance

The German Corporate Governance Code recommends that the Supervisory Board specifies concrete objectives regarding its composition which, whilst considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, an age limit to be specified for the members of the Supervisory Board, diversity issues, and since June 15, 2012 also the number of independent Supervisory Board meetings as defined by Section 5.4.2 of the Code. These concrete objectives shall, in particular, stipulate an appropriate degree of female representation. Recommendations by the Supervisory Board to the competent election bodies shall take these objectives into account.

The current members of the Supervisory Board have been elected for the period ending with the Annual Shareholders' Meeting which adopts the resolution to release the Supervisory Board members from their responsibility for fiscal year 2014. As specific new candidate proposals for the Supervisory Board do not have to be made until its scheduled re-election at the Annual Shareholders' Meeting in 2015, it does not appear appropriate to already formulate concrete objectives today without knowing the possible changes in the regulatory environment or the company's market conditions. The Supervisory Board will carefully monitor developments and make a timely decision before the scheduled re-election of the Supervisory Board regarding the Code's recommendations on concrete objectives and their implementation as part of the Supervisory Board's proposals to the Annual Shareholders' Meeting and reporting.

### Discussion of the annual financial statements 2012 for the company and the Group

The Annual Shareholders' Meeting of United Internet AG on May 31, 2012 elected Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, based in Eschborn/Frankfurt am Main, as auditors for the fiscal year 2012. Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft audited the accounting system, the annual financial statements of United Internet AG, the consolidated financial statements according to IFRS and the combined management report for United Internet AG and the Group for the fiscal year 2012. As part of its audit of the annual financial statements, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft also audited and analyzed the company's risk management system. The auditor did not detect any major weaknesses in the internal control system, Group-wide risk management system or Internal Audit system. The auditor awarded an unqualified certificate in each case.

The Supervisory Board satisfied itself as to the independence of the auditors and received a written declaration to this end.

The aforementioned annual financial statement documents, the proposal for the appropriation of profit and the auditor's report were presented to all members of the Supervisory Board in due time. The chief auditor attended the relevant meeting of the Supervisory Board on March 20, 2013, where he reported on his audits and their results, elaborated on the audit report, and answered the Supervisory Board's questions. Following its own inspection, the Supervisory Board came to the conclusion that the annual financial statements, the combined management report, the consolidated financial statements and the auditor's report gave no cause for objections. The Supervisory Board concurs with the auditor that there are no major weaknesses in the internal control and risk management system, especially with regard to the accounting process. With a resolution on March 20, 2013, the Supervisory Board approved the annual financial statements of United Internet AG, as prepared by the company on March 15, 2013 and the consolidated annual financial statements according to IFRS for fiscal 2012, also prepared by the company on March 15, 2013. The annual financial statements are therefore adopted pursuant to Sec. 172 AktG. The Supervisory Board supports the proposal of the Management Board concerning the allocation of retained earnings.

### Audit of the Management Board's report on relations with affiliated companies

The Management Board presented its report on relations with affiliated companies (Dependent Company Report) for fiscal year 2012 to the Supervisory Board in good time.

The report prepared by the Management Board about relations with affiliated companies was also audited by the external auditors. The following certificate was awarded in this respect:

“On the basis of our statutory examination and evaluation, we can confirm that

1. the details made in the report are accurate,
2. the company was compensated adequately for each transaction mentioned in the report,
3. in the case of those measures mentioned in the report, there is no evidence to suggest a significantly different assessment to that provided by the Management Board.”

The external auditors submitted the audit report to the Supervisory Board. The Dependent Company Report and audit report were made available to the Supervisory Board in good time. The Supervisory Board reviewed the Management Board’s Dependent Company Report and the audit report. The Supervisory Board performed the final review at its meeting on March 20, 2013. The external auditors also attended this meeting and reported on their audit of the Dependent Company Report and their main audit results, explained their audit report, and answered questions from members of the Supervisory Board. On the basis of our final examination, we concur with the Management Board’s Dependent Company Report and the audit report and have no objections to raise regarding the Management Board’s declaration at the end of the Dependent Company Report.

The Supervisory Board thanks the Management Board and all employees for their outstanding commitment to the Company in fiscal year 2012.

Montabaur, March 20, 2013

For the Supervisory Board  
Kurt Dobitsch