



Annual General Meeting 2014 of United Internet AG

Voting results

United Internet AG closed its fiscal year 2013 with the ordinary Annual General Meeting on May 22, 2014 in Frankfurt am Main, Germany. The shareholders gave their approval to all agenda items (2 – 13) for which voting was required. Of the Company's capital stock amounting to €194,000,000.00, divided into 194,000,000 registered no-par-value shares, thereof 193,260,000 shares with voting rights, a total of **134,712,268 shares** with the same number of voting rights were represented at the voting. This accounts for **69.44% of capital stock**. Voting was carried out according to the addition procedure, i.e. only "for" and "against" votes were collected and counted, not the abstentions.

Item 2 Resolution on the allocation of unappropriated profit

Valid votes: **134,556,140** (=69.36 % of capital stock)
For: **134,547,932**
Against: **8,208**

Approval: **99.99 %**

Item 3 Resolution on the ratification of Management Board actions

Valid votes: **51,690,149** (=26.64 % of capital stock)
For: **51,645,023**
Against: **45,126**

Approval: **99.91 %**

During the voting, votes were left unconsidered in accordance with Sec. 136 German Stock Corporation Law (AktG).

Item 4 Resolution on the ratification of Supervisory Board actions

Valid votes: **131,670,540** (=67.87 % of capital stock)
For: **131,499,849**
Against: **170,691**

Approval: **99.87%**

During the voting, votes were left unconsidered in accordance with Sec. 136 German Stock Corporation Law (AktG).

Item 5 Resolution on the appointment of the auditors of the annual financial statements and consolidated annual financial statements

Valid votes: 134,555,298 (=69.36 % of capital stock)

For: 108,839,636

Against: 25,715,662

Approval: 80.89%

Item 6 Resolution on the acquisition and sale of treasury shares and exclusion of the right to tender and subscribe to shares

Valid votes: 133,527,196 (=68.83 % of capital stock)

For: 131,250,886

Against: 2,276,310

Approval: 98.30 %

Item 7 Resolution on the authorization to issue bonds with warrants and/or convertible bonds, the creation of conditional capital and the corresponding amendment of the Company's by-laws (Conditional Capital 2014)

Valid votes: 134,550,390 (=69.36% of capital stock)

For: 125,201,127

Against: 9,349,263

Approval: 93.05 %

Item 8 Resolution on the approval to amend the existing profit and loss transfer agreement with United Internet Ventures AG

Valid votes: 134,555,260 (=69.36% of capital stock)

For: 134,545,300

Against: 9,960

Approval: 99.99 %

Item 9 Resolution on the approval of a control agreement dated March 26, 2014 between United Internet AG as controlling company and 1&1 Internet AG as dependent company

Valid votes: 134,555,260 (=69.36% of capital stock)

For: 134,545,675

Against: 9,585

Approval: 99.99 %

Item 10 Resolution on the approval of a control agreement dated March 26, 2014 between United Internet AG as controlling company and United Internet Ventures AG as dependent company

Valid votes: 134,555,260 (=69.36% of capital stock)

For: 134,545,665

Against: 9,595

Approval: 99.99 %

Item 11 Resolution on the approval of a profit and loss transfer agreement dated March 26, 2014 between United Internet AG as parent company and 1&1 Telecommunication Service SE as subsidiary

Valid votes: 134,554,760 (=69.36% of capital stock)

For: 134,544,840

Against: 9,920

Approval: 99.99 %

Item 12 Resolution on the approval of a control agreement dated March 26, 2014 between United Internet AG as controlling company and 1&1 Telecommunication Service SE as dependent company

Valid votes: 134,549,985 (=69.36% of capital stock)

For: 134,540,600

Against: 9,385

Approval: 99.99 %

Item 13 Resolution on the approval to amend the existing profit and loss transfer agreement with 1&1 Telecom Service Holding Montabaur GmbH

Valid votes: 134,549,885 (=69.36% of capital stock)

For: 134,539,765

Against: 10,120

Approval: 99.99 %

(You can find more informations about the items of the agenda as well as the recommendations of the Management Board and the Supervisory Board in the agenda to our Annual Shareholders' Meeting on our Website www.united-internet.com.)