



## Annual General Meeting 2020 of United Internet AG

### Voting results

United Internet AG closed its fiscal year 2019 with the ordinary Annual General Meeting on May 20, 2020 in Frankfurt am Main, Germany. The shareholders gave their approval to all agenda items (2 – 15) 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 187,230,863 shares with voting rights, a total of **64,736,498 shares** with the same number of voting rights were represented at the voting and postal votes for **92,814,094 shares**. This accounts for **81.21 % of capital stock and 84.15 % of capital stock less treasury shares**. 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: **157,218,348** (=81.04 % of capital stock)  
For: **157,197,200**  
Against: **21,148**  
  
Approval: **99.99 %**

#### Item 3 Resolution on the ratification of Management Board actions

##### 3.1 Ralph Dommermuth

Valid votes: **74,636,057** (=38.47 % of capital stock)  
For: **70,258,857**  
Against: **4,377,200**  
  
Approval: **94.14 %**

##### 3.2 Frank Krause

Valid votes: **157,128,486** (=80.99 % of capital stock)  
For: **152,756,411**  
Against: **4,372,075**  
  
Approval: **97.22 %**

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: 157,125,839 (=80.99 % of capital stock)  
For: 150,460,345  
Against: 6,665,494

Approval: 95.76 %

#### **Item 5 Resolution on the appointment of the external auditors of the annual financial statements and the consolidated annual financial statements for fiscal year 2020 and, in the event of an audit review, the auditor for the interim financial reports for fiscal year 2020 and the first quarter of fiscal year 2021**

Valid votes: 157.161.398 (=81.01 % of capital stock)  
For: 136,277,023  
Against: 20,884,375

Approval: 86.71 %

#### **Item 6 Resolution on the election of the Supervisory Board**

##### **6.1 Dr. Claudia Borgas-Herold**

Valid votes: 157,083,028 (=80.97 % of capital stock)  
For: 156,816,434  
Against: 266,594

Approval: 99.83 %

##### **6.2 Dr. Manuel Cubero del Castillo-Olivares**

Valid votes: 157,078,645 (=80.97 % of capital stock)  
For: 156,873,398  
Against: 205,247

Approval: 99.87 %

##### **6.3 Kurt Dobitsch**

Valid votes: 157,205,859 (=81.03 % of capital stock)  
For: 130,485,851  
Against: 26,720,008

Approval: 83.00 %

#### **Item 7 Resolution on increasing the number of Supervisory Board members and granting Ralph Dommermuth the right to nominate an additional member once the amendment of the Articles of Association to increase the number of Supervisory Board members takes effect and on the corresponding amendments of Section 8 (1) of the Articles of Association**

##### **7.1 Increasing the number of Supervisory Board members**

Valid votes: 157,205,523 (=81.03 % of capital stock)  
For: 157,041,257  
Against: 164,266

Approval: 99.90 %

## **7.2 Granting Ralph Dommermuth the right to nominate an additional member**

Valid votes: 157,204,195 (=81.03 % of capital stock)

For: 111,537,393

Against: 45,666,802

Approval: 70.95 %

## **Item 8 Resolution on further elections with regard to the Supervisory Board with effect once the amendment of the Articles of Association to increase the number of Supervisory Board members pursuant to agenda item 7 takes effect**

### **8.1 Michael Scheeren**

Valid votes: 157,074,635 (=80.97 % of capital stock)

For: 154,386,042

Against: 2,688,593

Approval: 98.29 %

### **8.2 Philipp von Bismarck**

Valid votes: 157,072,190 (=80.97 % of capital stock)

For: 156,760,193

Against: 311,997

Approval: 99.80 %

### **8.3 Prof. Dr. Yasmin Mei-Yee Weiß**

Valid votes: 157,077,081 (=80.97 % of capital stock)

For: 149,265,849

Against: 7,811,232

Approval: 95.03 %

## **Item 9 Resolution on the fixed annual remuneration of the Supervisory Board**

### **9.1 Cancellation of the remuneration resolution of 2015**

Valid votes: 157,205,975 (=81.03 % of capital stock)

For: 157,075,947

Against: 130,028

Approval: 99.92 %

### **9.2 Remuneration resolution as of fiscal year 2020**

Valid votes: 157,206,975 (=81.03 % of capital stock)

For: 156,969,775

Against: 237,200

Approval: 99.85 %

**Item 10 Resolution on the deletion without replacement of Section 16 (3) of the Articles of Association regarding the form in which announcements about the convocation of the Annual Shareholders' Meeting are to be transmitted to credit institutions**

Valid votes: 157,199,637 (=81.03 % of capital stock)  
For: 157,177,893  
Against: 21,744  
Approval: 99.99 %

**Item 11 Resolution on the creation of options for online participation of the shareholders in the Annual Shareholders' Meeting, for exercising voting rights without attending (absentee voting) and for exempting Supervisory Board members from the obligation to be present in certain cases and corresponding amendments to the Articles of Association**

**11.1 Amendment of Section 16 of the Articles of Association**

Valid votes: 151,058,285 (=77.87 % of capital stock)  
For: 149,758,558  
Against: 1,299,727  
Approval: 99.14 %

**11.2 Amendment of Section 17 of the Articles of Association**

Valid votes: 151,057,730 (=77.86 % of capital stock)  
For: 149,760,129  
Against: 1,297,601  
Approval: 99.16 %

**11.3 Amendment of heading of Section 18 of the Articles of Association**

Valid votes: 157,207,741 (=81.03 % of capital stock)  
For: 157,161,335  
Against: 46,406  
Approval: 99.97 %

**11.4 Amendment of Section 18 of the Articles of Association**

Valid votes: 151,054,129 (=77.86 % of capital stock)  
For: 145,936,470  
Against: 5,117,659  
Approval: 96.61 %

**Item 12 Resolution on the creation of the option of paying an interim dividend and corresponding amendments of Section 21 of the Articles of Association**

Valid votes: 150,761,276 (=77.71 % of capital stock)  
For: 149,488,237  
Against: 1,273,039  
Approval: 99.16 %

**Item 13 Resolution on the cancelation of Authorized Capital 2015, creation of new Authorized Capital 2020 with the option to exclude subscription rights and corresponding amendments to the Company's Articles of Association**

Valid votes: 157,206,146 (=81.03 % of capital stock)  
For: 123,518,586  
Against: 33,687,560  
Approval: 78.57 %

**Item 14 Resolution on the cancelation of the existing authorization to issue bonds with warrants and convertible bonds and of the associated Convertible Capital 2015; on the granting of a new authorization to issue bonds with warrants and convertible bonds, to exclude subscription rights for these bonds with warrants and convertible bonds and to create, simultaneously, conditional capital (Conditional Capital 2020); and on the corresponding amendments to the Company's Articles of Association**

Valid votes: 157,204,540 (=81.03 % of capital stock)  
For: 125,800,667  
Against: 31,403,873  
Approval: 80.02 %

**Item 15 Resolution on the authorization of the Company to acquire treasury shares also with the exclusion of shareholders' tender rights and to use treasury shares also with the exclusion of shareholders' statutory subscription rights; on the authorization to redeem treasury shares and to reduce the capital stock**

Valid votes: 155,367,945 (=80.09 % of capital stock)  
For: 151,401,112  
Against: 3,966,833  
Approval: 97.45 %

(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](http://www.united-internet.com).)