



Remuneration Report 2021

REMUNERATION REPORT 2021

The following Remuneration Report explains the principles of the remuneration system for members of the Management Board and Supervisory Board of United Internet AG and describes the amount and structure of remuneration for members of the Company's executive bodies for fiscal year 2021. The report is based on the requirements of section 162 of the German Stock Corporation Act (AktG), which has been mandatory since fiscal year 2021.

The Report comprises two parts:

- The first part presents the remuneration system for members of the Management Board and Supervisory Board, as approved and adopted by the Company's Annual Shareholders' Meeting of May 27, 2021.
- The second part, from page 14 onward, contains the actual Remuneration Report for the Management Board and Supervisory Board and complies with the requirements of section 162 AktG.

For reasons of better readability, the additional use of the female form is omitted in this report. United Internet would like to stress that the use of the masculine form is to be understood purely as the gender-neutral form.

Due to calculation processes, tables and references may produce rounding differences from the mathematically exact values (monetary units, percentage statements, etc.).

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REMUNERATION SYSTEM OF UNITED INTERNET AG

Management Board remuneration

At the Annual Shareholders' Meeting of United Internet AG on May 27, 2021, the Supervisory Board presented the current remuneration system for the members of the Management Board and submitted it for approval. The remuneration system was approved by 77.71% of the votes cast.

Management Board remuneration system

Introduction

As of the Annual Shareholders' Meeting 2021, the remuneration system of United Internet AG described below forms the basis for concluding new Management Board service agreements. Existing service agreements are not affected.

Remuneration for members of the Management Board is geared towards the sustainable and long-term development of the Company. The Management Board members are to be remunerated appropriately and in accordance with their responsibilities. When determining remuneration, account is to be taken of the economic situation, the success of the Company, the personal performance of the respective Management Board member, the interests of the Company's stakeholders, and societal issues. Remuneration is intended to create an incentive to be successful with regard to all these aspects. Success is to be achieved on a long-term basis, which is why remuneration should not encourage short-term risks to be taken.

Remuneration system, procedure, peer groups & remuneration structure

The remuneration system for Management Board members is determined and regularly reviewed by the Supervisory Board in accordance with statutory requirements. The applicable regulations of the German Stock Corporation Act (AktG) and the German Corporate Governance Code (GCGC) concerning the handling of conflicts of interest are complied with. The remuneration of each Management Board member is determined on the basis of the remuneration system.

The total remuneration ("target total remuneration") of each Management Board member is set at an appropriate level by the Supervisory Board on the basis of a performance assessment and expectations. Criteria for determining the appropriateness of remuneration are based on the responsibilities of the individual Management Board member, the performance of the entire Management Board, the personal performance of the respective Management Board member and their experience, the economic situation of the Company, the performance and outlook of the Company, and the customary level of remuneration, taking into account data of external and internal peer groups. When making internal (vertical) comparisons, the Supervisory Board takes account of Management Board remuneration in relation to remuneration for senior management and the workforce, including its affiliated companies, and its development over time. For the external (horizontal) comparison, companies are considered that belong to comparable industries and/or are also listed in the TecDAX, and are comparable with the Company in terms of their market position, revenue, and headcount. In doing so, the Supervisory Board also consults the findings of independent providers of remuneration studies and the published annual

and remuneration reports of comparable companies, and seeks advice from experienced and independent remuneration consultants. The Supervisory Board also makes these comparisons when determining the remuneration system as a whole.

The total remuneration of Management Board members consists of (i) a fixed, non-performance-based basic salary, (ii) fringe benefits and (iii) a variable, performance-based component. The variable element, in turn, consists of a short-term and a long-term component. When calculating the actual amount of the respective remuneration components, the remuneration system provides for ranges and limits within which the Supervisory Board may set total remuneration, taking into account the variable element.

Overview of remuneration structure

Non-performance-based remuneration components

Basic remuneration	Fixed salary, paid monthly
Fringe benefits / other remuneration	Insurance (D&O etc.); company car; housing, relocation, realtor, home travel, and tax consulting expenses to some extent; in some cases, special allowances and signing bonus

Performance-based remuneration

Short-term incentive (STI)	Based on achievement of specific targets (key revenue and earnings figures; operational/strategic aspects; personal performance; non-financial performance criteria (ESG)).
Long-term incentive (LTI)	Participation in SAR program; participation in the value growth of the Company's share; 5-year term

As a rule, total remuneration also covers activities on behalf of affiliated companies, associated companies, and investees, as well as seats on the boards of such companies.

If such mandates are assumed, any remuneration paid (e.g. attendance fees) is generally offset against total remuneration and deducted from the short-term incentive to be paid – also taking into account tax requirements. With regard to remuneration for mandates in associated companies and investees, the Supervisory Board may agree something different with the Management Board member concerned.

Remuneration and corporate strategy / Company's long-term development

Remuneration of the Company's Management Board members promotes corporate strategy in several ways:

- In the case of short-term incentive (STI), targets are agreed with the Management Board members which, on the one hand, ensure economic success by achieving certain key figures. On the other hand, individual targets are agreed, which may also include specific strategic targets. The inclusion of target criteria with environmental and social aspects is also intended to reward success with regard to societal issues.
- With its focus on the Company's share price and multi-year term, long-term incentive (LTI) ensures that there is an incentive for sustainable economic success. In addition, the interests of the Company and its shareholders are linked to those of the Management Board over the long term. Each Management Board member thus participates in the sustainable success of the Company, but must also shoulder negative economic developments together with the Company. This bonus/penalty system encourages Management Board members to adopt an entrepreneurial outlook with a long-term perspective in the interests of the Company.

Non-performance-based remuneration components

Fixed remuneration

Fixed remuneration serves as a guaranteed basic remuneration and is paid monthly as a salary. Fixed remuneration is reviewed at regular intervals and adjusted where necessary. In doing so, internal and external comparisons are also used.

Fringe benefits / other remuneration

Fringe benefits generally include:

- D&O and occupational accident insurance coverage
- Company car with the possibility to use it for private purposes (alternatively a car allowance or BahnCard)

In addition, the following fringe benefits may be granted as part of the onboarding of new Management Board members:

- Assumption of reasonable relocation and/or realtor costs
- Assumption of local housing costs (e.g. as a subsidy for maintaining two households) for an appropriate period of time
- Payment of market-rate monthly allowance for family trips home (round trip) for an appropriate period of time
- Assumption of market-rate tax consultancy fees in connection with establishing the employment relationship
- Assumption of market-rate tax consultancy fees for special matters (e.g. involving foreign countries) during the employment relationship

In addition, the Supervisory Board may grant new Management Board members a signing bonus when they transfer from another employment relationship in order to compensate for lost remuneration under their previous employment relationship. In such cases, the amount of the signing bonus is to be offset against any payment claims under the long-term incentive scheme. If a Management Board member leaves the Company at their own request before the signing bonus has been fully offset, the Management Board member must repay the outstanding amount of the signing bonus to the Company. The Supervisory Board is permitted to reach an agreement with the Management Board member according to which the amount to be repaid is reduced pro rata over a longer period of time, whereby the period of time is only to be less than 24 months after commencement of employment with the Company in justified exceptional cases.

In addition, in justified exceptional cases – e.g. if a Management Board member assumes further responsibilities in addition to their actual responsibilities (e.g. due to the illness or absence of a Management Board colleague or a reallocation of responsibilities) – a correspondingly appropriate increase in fixed remuneration is also permitted.

Retirement benefits are not granted.

Performance-based remuneration components

Short-term incentives (STI)

In addition to basic remuneration, each Management Board member receives an STI, the reference period of which is the respective fiscal year of the Company. A target figure is set for the STI, which is earned if agreed targets are met in full on average (= 100%). The targets are set by the Supervisory Board at the beginning of each fiscal year. The following targets may be considered:

STI targets	Share of STI (minimum / maximum)
Growth in key sales and earnings figures (e.g. EBITDA), as well as capital efficiency figures (e.g. ROI), of the United Internet Group	50% - 70%
Operational/strategic targets (e.g. business development, improved efficiency, market exploitation)	5% - 20%
Personal performance targets (e.g. responsibility for specific projects; achievement of individual / departmental KPIs)	5% - 20%
Non-financial performance criteria, such as stakeholder concerns, environmental and social issues (ESG elements)	5% - 20%

The Supervisory Board may deviate from the above-mentioned percentage recommendations for the weighting of individual targets in order to achieve an appropriate target structure.

The various categories allow the Company to align short-term variable remuneration with its interests in the most effective way:

- Sales (growth) and earnings (above all EBITDA) of the United Internet Group are the key criteria for assessing its economic success in the past fiscal year. For this reason, this category accounts for the largest share of STI targets. It rewards the commitment and contribution of the respective Management Board member for the benefit of the Company and the Group. A lack of economic success has a direct negative impact on the remuneration of the Management Board member.
- Operational and strategic targets, on the other hand, set specific incentives for the achievement of certain short-term parameters or the implementation of measures and can thus more accurately reflect certain operational and strategic decisions than the Group's sales and earnings. These targets are to be set for the Management Board as a whole.

- Personal performance targets can be set for individual Management Board members as an incentive for the successful completion of specific projects for which the Management Board member is responsible, the solving of individual challenges related to their area of responsibility, and the achievement of specific KPIs related to their area of responsibility (e.g. customer satisfaction).
- ESG elements are mandatory and, in contrast to the preceding categories, primarily serve the interests of stakeholders and environmental objectives. The Supervisory Board should use this target component to bring social issues to the attention of Management Board members and to create an incentive to address such issues. Due to the diversity of conceivable issues, the range here is wide. For this reason, the Supervisory Board should respond dynamically to social and environmental challenges when setting targets. The ESG elements are not limited to issues outside the Group, but should also serve to solve corresponding challenges within the Company and its affiliates (e.g. diversity).

As a rule, a range of 90% to 120% is used for target achievement. If average target achievement is less than 90%, the entitlement to payment of the STI lapses completely. If average target achievement as a whole is more than 120%, this excess achievement is only taken into account up to 120% of the STI target. In the year of joining the Company, particularly in short fiscal years, the Supervisory Board may guarantee the Management Board member a minimum amount of the STI for the first 6 to 12 months of their term of office. Part of this minimum amount can also be paid to the Management Board member on a monthly basis.

The Supervisory Board discusses and determines the degree of fulfillment of the STI at its meeting following the approval of the annual financial statements of the United Internet Group. The Supervisory Board prepares this meeting together with the Management Board members and the responsible departments, so that the Supervisory Board has full access to the information required for the assessment and, if necessary, to additional expertise.

The key figures determined by Corporate Financial Affairs & Investor Relations are used as the basis for the sales and earnings category. Sales and earnings targets are part of forecasting and the target/actual comparison is based on the audited annual financial statements.

The Supervisory Board determines the degree to which the operating and strategic targets have been met by assessing the concepts submitted by the Management Board member and any other documents required. The achievement of personal performance targets is also determined on the basis of documents submitted by the Management Board member and assessed (if necessary with additional external expertise) by the Supervisory Board. For the achievement of ESG targets, the Supervisory Board takes into account the respective KPIs and performance criteria.

After the conclusion of this Supervisory Board meeting, the STI is paid out with the respective following salary payment, unless further circumstances need to be determined.

Long-term incentives (LTI)

A program based on virtual stock options (Stock Appreciation Rights (SAR) program) serves as an LTI. An SAR corresponds to a virtual subscription right for one share of the Company, i.e. it does not represent a (genuine) option to acquire shares of the Company. However, the Company retains the right to fulfill its commitment to pay the SAR in cash by transferring one Company share per SAR from its stock of treasury shares to the beneficiary at the exercise price, at its own discretion.

SAR program of United Internet AG

Purpose	Participation in value growth of the United Internet AG share
System	Issuance of a number of SARs that can be exercised to a certain extent at certain times. Vesting takes place in four steps: <ol style="list-style-type: none"> 1. 25% of SARs can be exercised at the earliest after two years, 2. further 25% of SARs can be exercised at the earliest after three years, 3. further 25% of SARs can be exercised at the earliest after four years, 4. and the remaining 25% of SARs can be exercised at the earliest after five years.
Term / fulfillment	Term: 5 years. All SARs are fully vested after five years. The vested stock options must be exercised no later than six years after the start of the program; payment entitlement in cash or shares at the Company's discretion.
Calculation parameters	Difference between the initial share price (closing price of the share when issued) and the closing price of the share when the SARs are exercised (arithmetic mean of the last ten trading days in each case).
Restrictions	<ul style="list-style-type: none"> ▪ Retention period of two years ▪ Two exercise windows per year ▪ Only SARs already allocated can be exercised ▪ Exercise hurdle: a vested SAR can only be exercised if the share price at the time of exercise is at least 20% higher than the initial share price
Cap	100% of the initial share price

The number of SARs awarded to a Management Board member (on average per year of the program) is based on the total remuneration intended for the Management Board member, assuming that the internal forecasts for the development of the share price are met. Taking into account the requirements of the remuneration system, in particular maximum remuneration, it is also possible to conclude a further SAR agreement during the term of an SAR agreement.

As the performance of the SARs is directly linked to the development of the Company's share price and vesting takes place over a total period of five years, the SAR program creates an incentive to positively influence the Company's development over the long term in the interests of shareholders. At the same time, the Management Board member not only participates in the Company's positive development, but is also affected by a negative share price trend due to the exercise hurdle and the calculation of the payout amount. As the SAR program has proven to be a successful remuneration component for committing Management Board members to the successful and sustainable development of the Company's share price, it is intended to maintain this program without change.

Maximum remuneration

The maximum remuneration that an ordinary Management Board member can receive, calculated on the basis of all remuneration components, i.e. basic salary, STI, LTI (remuneration from SAR program/term in years) and fringe benefits, may not exceed EUR 3.50 million gross p.a. (maximum remuneration).

The maximum remuneration for the Chairman of the Management Board (CEO) may be up to twice maximum remuneration for an ordinary Management Board member.

Maximum remuneration is not the target total remuneration of a Management Board member which the Supervisory Board deems appropriate, but merely an absolute upper limit which may not be exceeded under any circumstances. If maximum remuneration is exceeded as a result of the payment of the LTI, the LTI entitlement for the respective year in excess of maximum remuneration is forfeited. However, in the case of payments made on the basis of the LTI, the term of the LTI must be taken into account when calculating maximum remuneration. When assessing whether maximum remuneration has been reached

in a particular year, payments under the program must therefore be spread evenly over the years in which the program runs.

Proportion of fixed remuneration, STI and LTI, and calculation of total remuneration for individual members

With regard to the proportion of individual remuneration components to target total remuneration, the following framework applies:

Relative share of individual remuneration elements to total remuneration (calculated p.a.)		Absolute share of individual remuneration elements to total remuneration (calculated p.a.)
Fixed remuneration:	20% to 40%	EUR 400,000 to EUR 800,000
STI (target amount):	10% to 30%	EUR 200,000 to EUR 800,000
LTI (target amount p.a.):	40% to 70%	EUR 400,000 to EUR 2,250,000

The target total remuneration for each individual is determined by the Supervisory Board with regard to

- the duties of the Management Board member,
- their responsibilities in the Company,
- their experience,
- whether the Management Board member has been appointed Chairman of the Management Board, and
- the internal/vertical and external/horizontal comparison

and at the same time it must be ensured that the share of variable, performance-based remuneration (STI and LTI) together amounts to at least 60% of target total remuneration.

Retirement benefits / insurance

The Company takes out D&O insurance as well as group accident and travel insurance. Within the scope of their activities, Management Board members are also included in these framework agreements. Should additional insurance policies be taken out that are valid throughout the Group, these also apply to all members of the Company's Management Board.

A company pension scheme (*betriebliche Altersvorsorge* (bAV)) is only offered on the basis of deferred remuneration. A pension scheme financed by the Company is not granted unless the Company is required to do so by law.

As a contribution to health and long-term care insurance, the Company pays each Management Board member a maximum of the amount of the employer's contributions that would also be incurred for employees with compulsory insurance. If a Management Board member decides to join the statutory pension insurance scheme voluntarily or is insured in the statutory pension insurance scheme when joining the Company, the Company shall also pay these contributions up to a maximum of the employer's contributions that would also be due for employees with compulsory insurance.

In addition, should the Management Board member be prevented from working due to illness, the Company shall continue to pay their remuneration for a period of six months, setting off any benefits paid to the Management Board member by a statutory or private health insurance scheme for the loss of earnings.

Remuneration-related legal transactions and severance pay / post-contractual non-competition clauses / claw-back clause / extraordinary developments / change-of-control provisions

Remuneration-related legal transactions and severance pay

The term of the service agreements for Management Board members is linked to their term of office. If the appointment of a Management Board member is revoked, the service agreement also ends. If the revocation is not based on good cause within the meaning of section 626 of the German Civil Code (BGB), the service agreement shall not end until a period of 12 months elapses (or, if earlier, the original term of office elapses). Claims for severance payments are not granted to Management Board members in the event of departure. Otherwise, the Company observes the requirements of the GCGC for payments in the event of premature termination of service. Accordingly, payments made to a Management Board member on premature termination of their Management Board activity may not exceed the value of two years' remuneration and may not constitute compensation for more than the remaining term of the service agreement. In the event of a post-contractual non-competition clause, any severance payment is also offset against the waiting allowance.

Post-contractual non-competition clauses

Management Board service agreements contain a post-contractual non-competition clause with a term of up to one year. Unless the non-competition clause is waived by the Supervisory Board, the Management Board member is entitled to a waiting allowance of 75% to 100% of the last fixed compensation granted. The Management Board member must offset in full any income from a new activity against the waiting allowance.

Claw-back clause

Service agreements also contain a so-called claw-back clause under which short-term variable remuneration granted to the Management Board member can be reclaimed in full or in part if it transpires that the necessary conditions for receiving such remuneration were not actually met (e.g. manipulated or incorrectly calculated key figures). Corresponding provisions are included in the agreements on long-term variable remuneration. Claims for damages and enrichment remain unaffected by this provision.

Extraordinary developments

The Supervisory Board takes extraordinary developments into consideration when assessing STI target achievement. Particularly in the case of key economic indicators, there may be a need for adjustment due to special effects. The Supervisory Board can also account for unusually adverse developments by means of section 87 (2) AktG. This allows it to reduce the remuneration of Management Board members to an appropriate level if, after remuneration has been determined, the situation of the Company deteriorates to such an extent that the continued granting of remuneration without change would be inequitable for the Company.

Change-of-control provisions

No commitments for benefits in the event of premature termination of a Management Board member's service agreement due to a change of control are to be made.

Supervisory Board remuneration

At the Annual Shareholders' Meeting of United Internet AG on May 27, 2021, the Supervisory Board presented the current remuneration system for the members of the Supervisory Board and submitted it for approval. The remuneration system was approved by 99.96% of the votes cast and applies as of the fiscal year 2021.

Supervisory Board remuneration system

The remuneration system for members of the Supervisory Board is based on statutory requirements and takes into account the provisions of the German Corporate Governance Code (GCGC).

The members of the Supervisory Board receive fixed remuneration plus an attendance fee without variable or share-based remuneration. The granting of fixed remuneration is in line with the prevailing and widespread practice at other listed companies and has proven to be successful. The Management Board and Supervisory Board believe that fixed remuneration of Supervisory Board members is best suited to strengthen the independence of the Supervisory Board and takes into account the advisory and supervisory function of the Supervisory Board, which is to be fulfilled irrespective of the Company's success. Fixed remuneration for Supervisory Board members is also recommended in suggestion G.18 sentence 1 of the GCGC.

- The members of the Supervisory Board receive fixed annual remuneration of EUR 20,000. In accordance with recommendation G.17 GCGC, remuneration for the Chairman and Deputy Chairman of the Supervisory Board is higher due to their increased time commitment. The fixed annual remuneration for the Chairman of the Supervisory Board is EUR 30,000, and for the Deputy Chairman EUR 22,500. Also in accordance with recommendation G.17 GCGC, the Chairman of the Audit and Risk Committee receives an additional EUR 20,000 per year, and each other member of the Audit and Risk Committee receives an additional EUR 15,000 per year. The Company shall support the members of the Audit and Risk Committee in taking part in necessary further training measures and shall also bear the costs incurred to a reasonable extent.
- In addition to the remuneration described above, the Chairman of the Audit and Risk Committee shall receive further remuneration of up to EUR 15,000 per fiscal year, which may be used for the engagement of auditors and/or tax advisors whose support the Chairman requires to perform his duties as Chairman of the Audit and Risk Committee, provided that such support cannot be provided primarily by using the resources and advisory services already available to the Company.
- Supervisory Board members who have been members of the Supervisory Board or the Audit and Risk Committee for only part of the fiscal year shall receive a lower amount of remuneration on a pro rata temporis basis for each month or part thereof.
- In addition, each member of the Supervisory Board receives an attendance fee of EUR 1,000 for each time they attend a Supervisory Board meeting held in person. If the Supervisory Board meeting is not held in person but only virtually (in particular if a meeting is held only by telephone or only via videoconference), the members of the Supervisory Board shall receive no attendance fee if the meeting lasted no more than one hour; half the attendance fee if the meeting lasted more than one hour but no more than two hours; and the full attendance fee if the meeting lasted two hours or more. Members who do not personally attend meetings of the Supervisory Board held in person (e.g. by participating via telephone or videoconference) shall always receive only 25% of the attendance fee, and if they participate solely by submitting a voting rights message shall not be entitled to any

attendance fee. An attendance fee is not granted for participation in meetings of the Audit and Risk Committee. Such attendance is covered by the additional annual remuneration amount.

Remuneration is due in total after the end of a fiscal year. Expenses are reimbursed immediately. Where value added tax is payable, remuneration is also increased by the amount of the statutory value added tax.

REMUNERATION REPORT 2021 OF UNITED INTERNET AG

Remuneration of Management Board members in fiscal year 2021

In the fiscal year 2021, the Management Board comprised the following members:

Management Board members as at December 31, 2021

- Ralph Dommermuth, founder and Chief Executive Officer (CEO)
(with the Company since 1988)
- Martin Mildner, Chief Financial Officer (CFO)
(with the Company since October 1, 2020)

The remuneration system of United Internet AG approved by the Annual Shareholders' Meeting of May 27, 2021 forms the basis for concluding new Management Board service agreements as of the Annual Shareholders' Meeting 2021. The existing service agreements at this time ("old service agreements") with the Management Board members Ralph Dommermuth and Martin Mildner are not affected by this change.

In accordance with the remuneration system of United Internet AG, the Company's Management Board members generally receive total remuneration consisting of a fixed, non-performance-based basic or fixed salary, fringe benefits, and a variable, performance-based component. The variable element, in turn, consists of a short-term (STI) and a long-term (LTI) component.

One exception is the CEO, Mr. Ralph Dommermuth, who has waived his Management Board remuneration in consultation with the Supervisory Board since the fiscal year 2016. The service agreement of Mr. Mildner already complies to a large extent with the requirements of the new remuneration system. Any deviations are explained in the respective sections.

The following framework applies for the proportion of individual remuneration components to target total remuneration, as determined by the remuneration system of United Internet AG:

Relative share of individual remuneration elements to total remuneration (calculated p.a.)		Absolute share of individual remuneration elements to total remuneration (calculated p.a.)
Fixed remuneration:	20% to 40%	EUR 400,000 to EUR 800,000
STI (target amount):	10% to 30%	EUR 200,000 to EUR 800,000
LTI (target amount p.a.):	40% to 70%	EUR 400,000 to EUR 2,250,000

The remuneration system states that when concluding new Management Board service agreements, it must also be ensured that the share of variable, performance-based remuneration (STI and LTI) together amount to at least 60% of target total remuneration.

In the case of payments made on the basis of the LTI program, the term of the LTI must be taken into account when calculating the relative share of individual remuneration components. When assessing the

relative share, payments under such programs must therefore be spread evenly over the years in which the program runs.

Individual remuneration of Management Board members

The following table shows the remuneration granted and owed to each member of the Management Board. The various remuneration components are disclosed in accordance with the following principles:

- Basic remuneration and fringe benefits are disclosed as “granted” in the fiscal year in which the activity/service on which remuneration is based was performed in full – irrespective of when the remuneration was received or paid out.
- The same applies for short-term incentive (STI). STIs are also disclosed as “granted” in the fiscal year in which the activity/service on which remuneration is based was performed in full – irrespective of when the remuneration was received or paid out.
- Long-term incentive (LTI) is reported as “granted” in the fiscal year in which the conversion rights for Stock Appreciation Rights (SARs) are exercised – within the framework of the defined exercise dates and exercise volumes and subject to the achievement of the defined exercise hurdles/targets.

In accordance with the aforementioned principles, United Internet does not disclose any remuneration owed for the fiscal year 2021.

Remuneration granted in the respective reporting period

	Year	Basic remuneration (fix)		Variable remuneration (var)		Total	Proportion fix/var
		Base salary	Other benefits	STI	LTI		
in €k							
Ralph Domermuth (CEO) since 1988	2021	0	0	0	0	0	-
	2020	0	0	0	0	0	-
Martin Mildner (CFO) since 10/2020	2021	650	44 ⁽¹⁾	361 ⁽²⁾	0	1,055	66%/34%
	2020	163	12 ⁽¹⁾	88 ⁽²⁾	0	263	67%/33%

(1) Company car and allowances for housing costs and family trips home

(2) Guaranteed in the first 12 months

Remuneration components in detail

Non-performance-based remuneration components

Salary

Mr. Mildner receives a fixed salary, which is paid monthly in twelve equal installments. The fixed salary of Mr. Mildner amounts to EUR 650 thousand p.a.

Fringe benefits

The fringe benefits generally consist of a company car that is appropriate to the position, the non-cash benefit of which is taxable. In the course of Mr. Mildner’s initial appointment, allowances for housing costs and trips home to his family were also included in 2021. The standard insurance policies of the United Internet Group for D&O and accident insurance cover for Management Board members are not disclosed as components of fringe benefits.

Performance-based remuneration components

Performance-based variable remuneration components serve the purpose of promoting the short- and long-term development of the Company.

STI

As part of short-term incentive (STI), targets are agreed with the Management Board members which, on the one hand, ensure economic success by achieving certain key figures (KPIs). On the other hand, individual targets are agreed, which may also include specific strategic targets. The inclusion of target criteria with environmental and social aspects is also intended to reward success with regard to societal issues.

The amount of short-term incentive depends on the achievement of specific targets fixed at the beginning of the fiscal year. A target figure (target amount) is set for short-term incentive (STI), which is achieved if agreed targets are met in full on average (= 100%). The targets are set by the Supervisory Board at the beginning of each fiscal year. As a rule, a range of 90% to 120% is used for target achievement. If average target achievement is less than 90%, the entitlement to payment of the STI lapses completely. If average target achievement as a whole is more than 120%, this excess achievement is only taken into account up to 120% of the STI target. In the year of joining the Company, particularly in short fiscal years, the Supervisory Board may guarantee the Management Board member a minimum amount of the STI for the first 6 to 12 months of their term of office. Part of this minimum amount can also be paid to the Management Board member on a monthly basis.

The target amount for short-term incentive of Mr. Mildner amounted to EUR 350 thousand p.a. in the fiscal year 2021 (of which EUR 262.5 thousand was guaranteed for the first three quarters of 2021 in the course of the initial appointment).

The following STI targets were set for Mr. Mildner for the fiscal year 2021:

STI targets	Respective share of STI
Growth target I: increase in consolidated sales to EUR 5.5 billion	50%
Growth target II: increase in consolidated EBITDA to EUR 1.22 billion	50%
Total	100%

Target achievement amounted to 102.7% for growth target I (sales 2021 = EUR 5.646 billion) and 103.2% for growth target II (EBITDA 2021 = EUR 1.259 billion – excluding non-period positive income of EUR 39.4 million and excluding non-cash valuation effects from derivatives of EUR 4.9 million), resulting in an average target achievement of 103.0% and thus a total of EUR 361 thousand is to be paid.

Sales and EBITDA growth of the United Internet Group are the key criteria for assessing its business success in the past fiscal year. The corresponding STIs are used to reward the commitment and contribution of the respective Management Board member to the Company and the Group. The lack of business success has a direct negative impact on the remuneration of the Management Board member

The STI targets agreed with Mr. Mildner in the 2021 target agreement (and thus before the new remuneration system came into force) refer to the deviations from planned sales and earnings targets for 2021 of the sales and earnings figures actually achieved in fiscal year 2021 and do not yet contain any operational/strategic targets, personal performance targets, non-financial performance criteria or any of the percentage recommendations for the respective STI targets set out in the new remuneration system. The percentage weighting of the STI targets is therefore not in line with the percentage

recommendations set out in the remuneration system. These provide for proportions of the STI of 50% to 70% for growth targets (sales/earnings) and 5% to 20% each for operational/strategic targets, personal targets, and non-financial performance criteria.

In accordance with Mr. Mildner's service agreement, the targets for the respective fiscal year are set by the Supervisory Board in agreement with Mr. Mildner. The Supervisory Board and Mr. Mildner agree that the targets for the fiscal year 2022 will be set in accordance with the requirements of the new remuneration system.

LTI

In fiscal year 2021, no options were allocated to Mr. Mildner and the allocation of options in the past fiscal year 2020 did not result in any remuneration granted and owed in fiscal year 2021 due to the multi-year assessment.

Other

There are no **company-funded retirement benefits** for members of the Management Board, nor are there any **other remuneration components**. Management Board members do not receive compensation **for seats on supervisory boards of subsidiaries**. Also, no Management Board member was promised or granted **benefits by a third party** with regard to their activities as a Management Board member during the fiscal year. **No advances or loans** were granted to members of the Management Board.

Claw-back clause

According to the remuneration system, "new service agreements" should also contain a so-called claw-back clause under which short-term incentive granted to the Management Board member can be reclaimed in full or in part if it transpires that the necessary conditions for receiving such remuneration were not actually met (e.g. manipulated or incorrectly calculated key figures). Corresponding provisions are included in the agreements on long-term variable remuneration. Claims for damages and enrichment remain unaffected by this provision.

The existing "old service agreements" of United Internet Management Board members do not include claw-back clauses. The Management Board and Supervisory Board are currently not aware of any reasons for United Internet AG to reclaim or reduce variable remuneration in the fiscal year 2021.

Remuneration-related legal transactions and severance pay

The term of the service agreements for Management Board members is linked to their term of office. If the appointment of a Management Board member is revoked, the service agreement also ends. If the revocation is not based on good cause within the meaning of section 626 of the German Civil Code (BGB), the service agreement shall not end until a period of 12 months elapses (or, if earlier, the original term of office elapses). Claims for severance payments are not granted to Management Board members in the event of departure. Otherwise, the Company observes the requirements of the GCGC for payments in the event of premature termination of service. Accordingly, payments made to a Management Board member on premature termination of their Management Board activity may not exceed the value of two years' remuneration (severance cap) and may not constitute compensation for more than the remaining term of the service agreement. According to the remuneration system, in the event of a post-contractual non-competition clause, any severance payment is also to be offset against the waiting allowance. The existing "old service agreements" of United Internet Management Board members do not include such a clause.

There were no changes to these provisions in the fiscal year 2021.

Post-contractual non-competition clauses

Management Board service agreements contain a post-contractual non-competition clause with a term of up to one year. Unless the non-competition clause is waived by the Supervisory Board, the Management Board member is entitled to a waiting allowance of 75% to 100% of the last fixed compensation granted. According to the new remuneration system, the Management Board member must offset in full any income from a new activity against the waiting allowance.

According to Mr. Mildner's "old service agreement", the latter provision only applies to the extent that any income exceeds 75% of the last fixed remuneration received.

There were no changes to these provisions in the fiscal year 2021.

Change-of-control provisions

There are no commitments for benefits in the event of premature termination of a Management Board member's service agreement due to a change of control.

There were no changes to these provisions in the fiscal year 2021.

Maximum remuneration

The remuneration system of United Internet AG states that the maximum remuneration that an ordinary Management Board member can receive, calculated on the basis of all remuneration components, i.e. basic salary, STI, LTI (remuneration from SAR program/term in years) and fringe benefits, may not exceed EUR 3.50 million gross p.a. (maximum remuneration).

The maximum remuneration for the Chairman of the Management Board (CEO) may be up to twice maximum remuneration for an ordinary Management Board member.

Maximum remuneration is not the target total remuneration of a Management Board member which the Supervisory Board deems appropriate, but merely an absolute upper limit which may not be exceeded under any circumstances. If maximum remuneration is exceeded as a result of the payment of the LTI, the LTI entitlement for the respective year in excess of maximum remuneration is forfeited. However, in the case of payments made on the basis of the LTI, the term of the LTI must be taken into account when calculating maximum remuneration. When assessing whether maximum remuneration has been reached in a particular year, payments under the program must therefore be spread evenly over the years in which the program runs.

In order to ensure the maximum remuneration amount, both STI and LTI have an upper limit (cap).

The existing "old service agreements" of United Internet's Management Board members do not include any maximum remuneration limits, but there are caps for both the STI and LTI. The maximum remuneration level (remuneration granted) was not reached in the fiscal year 2021 and the remuneration components of the "old service agreements" have also been agreed in such a way that in future fiscal years in which the "old service agreements" still apply, neither one of the upper limits specified in the remuneration system for the STI and LTI components nor annual maximum remuneration can be exceeded.

Supervisory Board remuneration in fiscal year 2021

In the fiscal year 2021, the Supervisory Board of United Internet AG comprised the following members:

Supervisory Board members as at December 31, 2021

- Philipp von Bismarck, chairman
(member since July 2020; chair since May 2021; member of the Audit and Risk Committee since May 2021)
- Dr. Claudia Borgas-Herold
(member since May 2020)
- Dr. Manuel Cubero del Castillo-Olivares, deputy chairman
(member since May 2020; deputy chair since May 2021)
- Stefan Rasch
(member since May 2021; member of the Audit and Risk Committee since May 2021)
- Prof. Dr. Andreas Söffing
(member since May 2021; chair of the Audit and Risk Committee since May 2021)
- Prof. Dr. Yasmin Mei-Yee Weiß
(member since July 2020)

Departed in the fiscal year 2021

- Kurt Dobitsch, chair
(from 1998 to May 2021)
- Michael Scheeren, deputy chairman
(from 2002 to May 2020 and from July 2020 to March 2021)

In accordance with a resolution of the Annual Shareholders' Meeting, the members of the Supervisory Board receive from United Internet AG a fixed remuneration plus an attendance fee of EUR 1,000. The fixed remuneration for members amounts to EUR 20,000 each per year. The fixed annual remuneration for the Chairman of the Supervisory Board amounts to EUR 30,000 and for the Deputy Chairman EUR 22,500. The Chairman of the Audit and Risk Committee receives an additional EUR 20,000 per year, and each other member of the Audit and Risk Committee receives an additional EUR 15,000 per year. Where value added tax is payable, remuneration is also increased by the amount of the statutory value added tax.

The granting of fixed remuneration is in line with the prevailing and widespread practice at other listed companies and has proven to be successful. The Management Board and Supervisory Board believe that fixed remuneration of Supervisory Board members is best suited to strengthen the independence of the Supervisory Board and takes into account the advisory and supervisory function of the Supervisory Board, which is to be fulfilled irrespective of the Company's success. Fixed remuneration for Supervisory Board members is also recommended in suggestion G.18 sentence 1 of the GCGC.

In the fiscal year 2021, as well as in previous years, some members of the Supervisory Board of United Internet AG also served on the supervisory boards of United Internet AG's most important subsidiaries, i.e., the supervisory boards of 1&1 AG, 1&1 Telecommunication SE, IONOS Holding SE, as well as 1&1 Mail & Media Applications SE. The Supervisory Board members each receive separate compensation for their

work on behalf of the companies mentioned – in addition to the remuneration of United Internet AG presented above.

In each case, the remuneration from these subsidiaries also consists of a fixed element and an attendance fee. The fixed remuneration refers in each case to a full fiscal year. For parts of a fiscal year, compensation is paid on a prorated basis rounding up to full months. Remuneration is due in total after the end of a fiscal year. Expenses are reimbursed immediately. In addition, Supervisory Board members are reimbursed for value added tax due on their remuneration and expenses.

The remuneration systems of those subsidiaries on whose supervisory boards members of the Supervisory Board of United Internet AG are also represented contain the following provisions:

- The new remuneration system for the supervisory board adopted by the annual shareholders' meeting 2021 of 1&1 AG for the fiscal year 2021 consists of a fixed remuneration component for an ordinary supervisory board member of EUR 45,000, for the deputy chairman of EUR 50,000, and for the chairman of the supervisory board of EUR 55,000. In addition, each member of the supervisory board receives a payment of EUR 1,000 for each meeting of the supervisory board held in person which they attend. If the supervisory board meeting is not held in person but only virtually (in particular if a meeting is held only by telephone or only via videoconference), the members of the supervisory board receive no attendance fee if the meeting lasted no more than one hour; half the attendance fee if the meeting lasted more than one hour but no more than two hours; and the full attendance fee if the meeting lasted two hours or more. Members who do not personally attend meetings of the supervisory board held in person (e.g. by participating via telephone or videoconference) always receive only 25% of the attendance fee, and if they participate solely by submitting a voting rights message are not entitled to any attendance fee.

For participation in meetings of the audit and risk committee of the supervisory board, the chair of the audit and risk committee receives an additional EUR 20,000 per year and each other member of the audit and risk committee receives an additional EUR 15,000 per year.

- In the course of their duties for 1&1 Telecommunication SE, the fixed remuneration component for an ordinary member of the supervisory board, for the deputy chairman of the supervisory board, and for the chairman of the supervisory board is EUR 20,000. In addition, each member of the supervisory board receives a payment of EUR 1,000 for each meeting they attend in person, or via telephone, videoconference, or corresponding connection.
- The new remuneration system for the supervisory board adopted by the annual shareholders' meeting 2021 of IONOS Holding SE for the fiscal year 2021 consists of a fixed remuneration component for an ordinary supervisory board member of EUR 20,000, for the deputy chairman of EUR 22,500, and for the chairman of the supervisory board of EUR 30,000. In addition, each member of the supervisory board receives a payment of EUR 1,000 for each meeting of the supervisory board held in person which they attend. If the supervisory board meeting is not held in person but only virtually (in particular if a meeting is held only by telephone or only via videoconference), the members of the supervisory board receive no attendance fee if the meeting lasted no more than one hour; half the attendance fee if the meeting lasted more than one hour but no more than two hours; and the full attendance fee if the meeting lasted two hours or more. Members who do not personally attend meetings of the supervisory board held in person (e.g. by participating via telephone or videoconference) always receive only 25% of the attendance fee, and if they participate solely by submitting a voting rights message are not entitled to any attendance fee.
- In the course of their duties for 1&1 Mail & Media Applications SE, the fixed remuneration component for an ordinary member of the supervisory board and for the deputy chairman is EUR 15,000 each,

and for the chairman of the supervisory board EUR 25,000. In addition, each member of the supervisory board receives a payment of EUR 1,000 for each meeting they attend in person, or via telephone, videoconference, or corresponding connection.

The following table shows the remuneration granted and owed to members of the Supervisory Board. The various remuneration components are disclosed in accordance with the following principles:

- Fixed remuneration for membership of the Supervisory Board and any committees is disclosed as “granted” in the fiscal year in which the activity/service on which remuneration is based was performed in full – irrespective of when the remuneration was received or paid out.
- The same applies to attendance fees. Attendance fees for Supervisory Board meetings is disclosed as “granted” in the fiscal year in which the activity/service on which remuneration is based was performed in full – irrespective of when the remuneration was received or paid out. Attendance fees are regarded as variable remuneration.

In accordance with the aforementioned principles, United Internet does not disclose any remuneration owed for the fiscal year 2021.

Remuneration granted to Supervisory Board members

in €k	Year	by United Internet AG		by subsidiaries		Other	Total	Proportion fix/var
		Fixed	Attendance fee	Fixed	Attendance fee			
Philipp von Bismarck	2021	35	6	0	0	0	41	85%/15%
	2020	10	2	0	0	0	12	83%/17%
Dr. Claudia Borgas-Herold	2021	20	6	69	7	0	102	87%/13%
	2020	13	3	65	8	0	89	88%/12%
Dr. Manuel Cubero del Castillo-Olivares	2021	21	6	0	0	0	27	78%/22%
	2020	13	3	0	0	0	16	81%/19%
Stefan Rasch	2021	20	5	0	0	0	25	80%/20%
	2020							
Prof. Dr. Andreas Söffing	2021	32	5	0	0	0	37	86%/14%
	2020							
Prof. Dr. Yasmin Mei-Yee Weiß	2021	20	6	0	0	0	26	77%/23%
	2020	10	2	0	0	0	12	83%/17%
Kurt Dobitsch	2021	13	1	105	15	0	134	88%/12%
	2020	30	4	112	16	0	162	88%/12%
Michael Scheeren	2021	5	1	36	7	0	49	84%/16%
	2020	17	3	120	16	0	156	88%/12%

Comparative presentation of the remuneration development

In order to comply with the requirements of section 162 (1) sentence 2 no. 2 AktG, the following table shows the annual change in remuneration – granted and owed – of the Management Board members and the Supervisory Board members, and the target remuneration of the total workforce, as well as the annual change in the key sales and earnings figures of the Group and the earnings of the (separate) Company.

The calculation of average remuneration for the “total workforce” peer group was based on the main subsidiaries in Germany. These represent 87.6% of all employees in Germany. All executives (excluding management board members and managing directors), full-time and part-time employees, as well as volunteers and trainees on an FTE basis were included in the analysis. Inactive employees, temporary staff, trainees, and interns were not included. The calculation includes all remuneration components attributable to the annual target remuneration of employees in the respective fiscal year as of the respective assessment date.

At first sight, the year-on-year changes shown in the following table are not very meaningful, neither for CFO Martin Mildner nor for all Supervisory Board members, especially as Management Board and Supervisory Board memberships in 2020 and 2021 were for different periods of time. For example, in the case of Mr. Mildner, there were only 3 months in 2020 compared to a full 12 months in 2021. It was similar for all current members of the Supervisory Board. In addition, some Supervisory Board members received additional remuneration in connection with the Audit and Risk Committee, which was newly created in 2021, while Mr. von Bismarck was appointed Chairman of the Supervisory Board and Mr. Cubero del Castillo-Olivares was appointed Deputy Chairman of the Supervisory Board in 2021.

Comparative presentation

	Change 2021 vs. 2020
Compensation of the members of the Management Board	
Ralph Dommermuth	0.0%
Martin Mildner	301.1%
Compensation of the members of the Supervisory Board	
Philipp von Bismarck	241.7%
Dr. Claudia Borgas-Herold	14.6%
Dr. Manuel Cubero del Castillo-Olivares	68.8%
Stefan Rasch	-
Prof. Dr. Andreas Söffing	-
Prof. Dr. Yasmin Mei-Yee Weiß	116.7%
Kurt Dobitsch	- 17.3%
Michael Scheeren	- 68.6%
Compensation of the employees	
∅ Compensation of the total workforce (on an FTE basis)	3.0%
Business Development	
Sales in the Group	5.2%
EBITDA in the Group (operating)	3.4%
Annual result of the individual company	215.9%

External (horizontal) comparison

According to the GCGC (recommendation G.3), the Supervisory Board shall determine an appropriate peer group of other enterprises, and shall disclose the composition of this group, in order to assess

whether the specific total remuneration of Management Board members is in line with usual levels compared to other enterprises.

In order to assess the specific total remuneration of Management Board members, the Supervisory Board of United Internet AG uses all companies also listed in the TecDax index (exception: subsidiary 1&1 AG) as its peer group.

At the time of the last review, these were: Aixtron SE, Bechtle AG, Cancom SE, Carl Zeiss Meditec AG, Compugroup Medical SE &Co. KGaA, Deutsche Telekom AG, Drägerwerk AG &Co. KGaA, Eckert & Ziegler Strahlen-und Medizintechnik AG, Evotec SE, freenet AG, Infineon Technologies AG, Jenoptik AG, LPKF Laser & Electronics AG, MorphoSys AG, Nemetschek SE, New Work SE, Nordex SE, Pfeiffer Vacuum Technology AG, QIAGEN NV., S&T AG, SAP SE, Sartorius Aktiengesellschaft, Siemens Healthineers AG, Siltronic AG, Software Aktiengesellschaft, TeamViewer AG, Telefónica Deutschland Holding AG and Varta AG.

For the Management Board

For the Supervisory Board

Ralph Dommermuth

Martin Mildner

Philipp von Bismarck

This version of the report is a translation of the German original. For the purposes of interpretation, the German text shall be authoritative and final.

Report of the independent auditor on the audit of the remuneration report pursuant to Sec. 162 (3) AktG

To United Internet AG

Opinions

We have audited the remuneration report of United Internet AG, Montabaur, for the fiscal year from 1 January to 31 December 2021 to formally verify whether the disclosures required by Sec. 162 (1) and (2) AktG [“Aktengesetz”: German Stock Corporation Act] have been made. In accordance with Sec. 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by Sec. 162 (1) and (2) AktG have been made in the attached remuneration report in all material respects. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our audit of the remuneration report in accordance with Sec. 162 (3) AktG with due regard to the IDW Assurance Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW AsS 870). Our responsibilities under this provision and standard are further described in the “Auditor’s responsibilities” section of our report. As an audit firm, we applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). We have complied with the German professional responsibilities in accordance with the WPO [“Wirtschaftsprüferordnung”: German Law Regulating the Profession of Wirtschaftsprüfer (German Public Auditors)] and the BS WP/vBP [“Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer”: Professional Charter for German Public Accountants/German sworn auditors], including the independence requirements.

Remuneration of the Management Board and Supervisory Board

The Management Board and Supervisory Board are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, they are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

Auditor’s responsibility

Our objectives are to obtain reasonable assurance about whether the disclosures required by Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects and to express an opinion on this in a report.

We planned and performed our audit so as to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Sec. 162 (1) and (2) AktG. In accordance with Sec. 162 (3) AktG, we have not audited the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Consideration of misrepresentations

In connection with our audit, our responsibility is to read the remuneration report considering the knowledge obtained from the audit of the financial statements and, in so doing, remain alert for indications of whether the remuneration report contains misrepresentations in relation to the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that there is a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Eschborn/Frankfurt am Main, 31 March 2022

Ernst & Young GmbH

Wirtschaftsprüfungsgesellschaft

Kemmerich
Wirtschaftsprüfer
[German Public Auditor]

Reihl
Wirtschaftsprüfer
[German Public Auditor]

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