



## Annual General Meeting 2015 of United Internet AG

### Voting results

United Internet AG closed its fiscal year 2014 with the ordinary Annual General Meeting on May 21, 2015 in Frankfurt am Main, Germany. The shareholders gave their approval to all agenda items (2 – 16) for which voting was required. Of the Company's capital stock amounting to € 205,000,000.00, divided into 205,000,000 registered no-par-value shares, thereof 203,767,662 shares with voting rights, a total of **139,511,635 shares** with the same number of voting rights were represented at the voting. This accounts for **68,05 % 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: **139,228,583** (=67.92 % of capital stock)  
For: **139,222,413**  
Against: **6,170**

Approval: **99.99 %**

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

Valid votes: **56,534,750** (=27.58 % of capital stock)  
For: **56,404,236**  
Against: **130,514**

Approval: **99.77 %**

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: **138,245,977** (=67.44 % of capital stock)  
For: **137,106,912**  
Against: **1,139,065**

Approval: **99.18 %**

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: 131,118,449 (=63.96 % of capital stock)  
For: 100,526,584  
Against: 30,591,865  
Approval: 76.67 %

**Item 6.1 Resolution on the election of the Supervisory Board – Kurt Dobitsch**

Valid votes: 138,018,933 (=67.33 % of capital stock)  
For: 113,615,679  
Against: 24,403,254  
Approval: 82.32 %

**Item 6.2 Resolution on the election of the Supervisory Board – Michael Scheeren**

Valid votes: 130,177,381 (=63.50 % of capital stock)  
For: 106,699,912  
Against: 23,477,469  
Approval: 81.97 %

**Item 6.3 Resolution on the election of the Supervisory Board – Kai-Uwe Ricke**

Valid votes: 139,225,057 (=67.91 % of capital stock)  
For: 131,095,527  
Against: 8,129,530  
Approval: 94.16 %

**Item 7 Resolution on Supervisory Board remuneration**

Valid votes: 138,310,402 (=67.47 % of capital stock)  
For: 138,299,896  
Against: 10,506  
Approval: 99.99 %

**Item 8 Resolution on the creation of Authorized Capital 2015 with the possibility to exclude subscription rights, cancellation of Authorized Capital 2011 and corresponding amendments to the Company's by-laws**

Valid votes: 138,350,293 (=67.49 % of capital stock)  
For: 105,245,650  
Against: 33,104,643  
Approval: 76.07 %

**Item 9 Resolution on the authorization to issue bonds with warrants and/or convertible bonds, the creation of conditional capital with the possibility to exclude subscription rights (Conditional Capital 2015) with cancellation of the existing authorization and the existing conditional capital and corresponding amendments to the Company's by-laws**

Valid votes: 138,350,493 (=67.49 % of capital stock)

For: 112,279,248

Against: 26,071,245

Approval: 81.16 %

**Item 10 Resolution on the approval of a control agreement dated February 12, 2015 between United Internet AG as controlling company and United Internet Corporate Services GmbH as dependent company**

Valid votes: 139,223,809 (=67.91 % of capital stock)

For: 139,219,351

Against: 4,458

Approval: 99.99 %

**Item 11 Resolution on the approval of a profit and loss transfer agreement dated February 12, 2015 between United Internet AG as parent company and United Internet Mail & Media SE as subsidiary**

Valid votes: 139,224,549 (=67.91 % of capital stock)

For: 139,218,441

Against: 6,108

Approval: 99.99 %

**Item 12 Resolution on the approval of a control agreement dated February 12, 2015 between United Internet AG as controlling company and United Internet Mail & Media SE as dependent company**

Valid votes: 139,224,268 (=67.91 % of capital stock)

For: 139,217,950

Against: 6,318

Approval: 99.99 %

**Item 13 Resolution on the approval of a profit and loss transfer agreement dated February 12, 2015 between United Internet AG as parent company and United Internet Service SE as subsidiary**

Valid votes: 139,223,342 (=67.91 % of capital stock)

For: 139,216,974

Against: 6,368

Approval: 99.99 %

**Item 14 Resolution on the approval of a control agreement dated February 12, 2015 between United Internet AG as controlling company and United Internet Service SE as dependent company**

Valid votes: 139,223,342 (=67.91 % of capital stock)  
For: 139,213,774  
Against: 9,568  
Approval: 99.99 %

**Item 15 Resolution on the approval of a profit and loss transfer agreement dated March 13, 2015 between United Internet AG as parent company and United Internet Service Holding GmbH as subsidiary**

Valid votes: 139,214,542 (=67.91 % of capital stock)  
For: 139,208,124  
Against: 6,418  
Approval: 99.99 %

**Item 16 Resolution on the approval of a control agreement dated March 13, 2015 between United Internet AG as controlling company and United Internet Service Holding GmbH as dependent company**

Valid votes: 139,221,999 (=67.91 % of capital stock)  
For: 139,215,891  
Against: 6,108  
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](http://www.united-internet.com).)