

# REPORT OF THE SUPERVISORY BOARD

Dear shareholders,

In the following, I would like to inform you about the work of the Supervisory Board in the fiscal year 2023.

In the fiscal year 2023, the Supervisory Board of United Internet AG fulfilled the duties incumbent upon it by law, the Articles of Association and its Rules of Procedure to regularly advise the Management Board and monitor its management of the Company. In particular, the Supervisory Board's advice and monitoring of the Management Board also included sustainability issues. The Supervisory Board was directly involved in all decisions of fundamental significance for the Company. The Management Board provided the Supervisory Board and the Audit and Risk Committee 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 associated risks and opportunities, the development and progress of business, planned and current investments, the status of the Group and its risk exposure, as well as the status of the Risk Management System, the Internal Control System, and the Compliance Management System as aligned with the Company's risk position. 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. This also included information about deviations between planned and actual figures. 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 reports were made available to all members of the Supervisory Board. The Supervisory Board examined the plausibility of the reports provided by the Management Board, discussed their content in detail, and gave a critical assessment.

The Supervisory Board and the Audit and Risk Committee formed by the Supervisory Board were regularly informed by the Management Board about the Group-wide Internal Control System and Risk Management System, which also cover sustainability-related issues, as well as the Internal Audit System, and the Compliance Management System. On the basis of its own reviews and those of the Audit and Risk Committee, the Supervisory Board came to the conclusion that the Internal Control System, the Risk Management System, the Internal Audit System, and the Compliance Management System are appropriate and effective.

The members of the Supervisory Board complete the training and further education measures required for their tasks on their own. The members of the Supervisory Board receive appropriate support from the Company with regard to their appointment and their training and development. In particular, an individual introduction to the activities of the Supervisory Board of United Internet AG takes place upon taking office. All necessary documents are made available, practical and legal principles are explained, and specific questions of German Stock Corporation Law ("Aktiengesetz" - AktG) are addressed. In 2023, training courses and workshops were also held for Supervisory Board members on topics of particular relevance, such as certain sustainability aspects and the German Corporate Governance Code.

## **Personnel changes of the Management Board and Supervisory Board**

There was a change in the composition of the Management Board during the fiscal year 2023. Due to the departure of Mr. Martin Mildner, the Supervisory Board unanimously resolved to appoint Mr. Ralf Hartings and Mr. Markus Huhn as additional members of the Company's Management Board with effect from April 1, 2023. The Management Board thus consists of Mr. Ralph Dommermuth (CEO), Mr. Ralf Hartings and Mr. Markus Huhn. Mr. Ralf Hartings is responsible for Finance and Controlling, Risk Management/Internal Audit, Legal Affairs, Tax, M&A and Investment Management. Mr. Markus Huhn is responsible for the Shared Services division.

There was also a change in the composition of the Supervisory Board in fiscal year 2023. The long-serving

Supervisory Board member Dr. Claudia Borgas-Herold retired from the Supervisory Board on August 22, 2022, necessitating a new election. At the Annual Shareholders' Meeting on May 17, 2023, Prof. Dr. Franca Ruhwedel was elected as a member of the Supervisory Board.

As far as the Company is aware, none of the Supervisory Board members hold any executive body or advisory positions with major competitors of the Company. Once again, there was no indication of any conflicts of interest involving members of the Supervisory Board or Management Board in the past fiscal year.

### Meetings and main topics:

In addition to the regular statutory reports and the special topics mentioned further below, the Supervisory Board discussed and reviewed the following issues in greater detail in the fiscal year 2023:

- The Annual Financial Statements and Consolidated Financial Statements for fiscal year 2022
- The Report of the Supervisory Board to the Annual Shareholders' Meeting for fiscal year 2022
- The Sustainability Report 2022
- The adoption of planning for fiscal year 2023
- Determining the Management Board's target achievement for fiscal year 2022 and approving the payment of variable compensation components
- The invitation and agenda for the Annual Shareholders' Meeting 2023 presented by the Management Board, as well as the adoption of the Supervisory Board's election and resolution proposals for the Annual Shareholders' Meeting
- Reviewing the independence of the proposed auditor for the fiscal year 2023 (PwC)
- The Management Board's proposal to the Annual Shareholders' Meeting 2023 for the allocation of unappropriated profit of the fiscal year 2022
- The Risk Management System and risk management strategy, as well as the quarterly reports on risk management
- The examination of material risks for the United Internet Group as a component of the risk analysis
- The report on the Compliance Management System 2022 as well as updates throughout the year on compliance-relevant topics as required
- Reports on the Internal Control System
- The annual report of the Internal Audit department, including audit planning and the quarterly Internal Audit reports
- Corporate governance topics in the United Internet Group
- Presentation on the development of the 5G network
- Presentation and update on the 5G business case
- Preparation and execution of the IONOS IPO
- Update on the business performance of the Business Access segment (1&1 Versatel)
- Presentation of the current planning process 2023 - 2030 for the investment Tele Columbus AG
- Updates on the business performance, strategic alignment and financing of Tele Columbus AG
- The approval of important leases
- The strategic alignment of United Internet AG and the respective strategic alignment of the subsidiaries
- The development of the Company during the year
- Overview of minority holdings of United Internet AG
- Overview of Investor Relations activities
- Overview of significant changes in Management Board and committee functions
- Overview of selected HR topics
- The update to the Declaration of Conformity with the German Corporate Governance Code of December 19, 2023
- Update on the reorganization of United Internet Corporate Services GmbH (UICS)
- The adoption of planning for fiscal year 2024
- Planning dates for future meetings and the financial calendar for the fiscal year 2024

The Supervisory Board held four ordinary meetings during fiscal year 2023 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 and other Management Board matters. The Supervisory Board decided that some of its meetings should be held regularly without the presence of the Management Board.

These ordinary Supervisory Board meetings were each attended by all members. The four meetings of the full Supervisory Board were held in person. Dr. Manuel Cubero took part in one ordinary Supervisory Board

meeting virtually.

In addition to the ordinary meetings of the Supervisory Board, there were also nine extraordinary meetings of the Supervisory Board at which matters were discussed and decided which could not wait until the next ordinary Supervisory Board meeting. The meetings were held both in physical attendance and in virtual form. All members of the Supervisory Board were present at the extraordinary meetings - with the exception of one meeting which one Supervisory Board member was unable to attend. In some cases, resolutions were also adopted by means of circular written consent or via video conferences on the basis of written decision proposals submitted by the Management Board.

## **Work of the Audit and Risk Committee**

In fiscal year 2023, the Audit and Risk Committee comprised Prof. Dr. Andreas Söffing, Mr. Philipp von Bismarck, Mr. Stefan Rasch, and Prof. Dr. Ruhwedel. Prof. Dr. Andreas Söffing served as Chairman of the Audit and Risk Committee from May 2021 to the end of December 2023 and has been an ordinary member of the Audit and Risk Committee since January 2024. At the beginning of January 2024, Prof. Dr. Ruhwedel took over as Chairwoman of the Audit and Risk Committee.

The Audit and Risk Committee assists the Supervisory Board in its monitoring of accounting practices and the integrity of the accounting process, as well as in monitoring the effectiveness and functionality of the Internal Control System, the Risk Management System, the Compliance Management System, and the Internal Audit System. Sustainability issues are also explicitly taken into account. Moreover, it supports the Supervisory Board in monitoring the auditing of the annual financial statements, the services provided by the auditor, the auditing fees, and the additional services provided by the auditor.

The Audit and Risk Committee closely examines the Annual Financial Statements and Consolidated Financial Statements, the Combined Management Report for the Company and the Group, the Consolidated Non-financial Statement, and the Management Board's proposal for the allocation of unappropriated profit.

Together with the Management Board and the auditor, the Committee discusses the assessment of the audit risk, audit strategy, audit planning, the audit process, the audit focus areas and methodology, the audit results, and the audit reports, also with regard to the Internal Control System and the Risk Management System relating to the accounting process, and makes recommendations to the Supervisory Board. The Audit and Risk Committee regularly consults with the auditor, also without the presence of the Management Board. Once a year, it assesses the quality of the audit as well as conducting a self-assessment. Prior to their publication, it discusses the quarterly statements and the half-year financial report with the Management Board.

In addition, the Audit and Risk Committee closely examines the Internal Control System, the Risk Management System, the Internal Audit System, and the Compliance Management System. In particular, its remit is to check the appropriateness and effectiveness of these systems.

The Audit and Risk Committee also prepares the negotiations and resolutions of the Supervisory Board for the proposal of the Supervisory Board to the Annual Shareholders' Meeting regarding the election of the auditor and decisions on corporate governance issues, as well as resolving on the approval of related party transactions in accordance with section 111b (1) AktG.

The Chairman/Chairwoman of the Audit and Risk Committee regularly reports to the whole Supervisory Board on the activities of the Committee. In the event of significant occurrences and findings by the Audit and Risk Committee, its chair informs the Chairman of the Supervisory Board without delay.

The Audit and Risk Committee held six ordinary meetings and also one extraordinary meeting during fiscal year 2023, which were each attended by all members. Some of the meetings of the Audit and Risk Committee were held as conference calls, via telephone or video. The Audit and Risk Committee also maintains a regular exchange with the auditor during the year; a total of eight meetings were held in the fiscal year 2023. In addition, the Chairman/Chairwoman of the Audit and Risk Committee regularly discusses the progress of the audit with the auditor outside of meetings and reports back to the Committee.

At these meetings and workshops, the individual Committee members went through the topic fields assigned to them together with Company employees in order to be informed about the above mentioned control systems and thereby derive measures aimed at continuously improving these control systems.

## **Corporate Governance**

In the fiscal year 2023, the Supervisory Board once again discussed in detail the standards of good corporate governance. The Management Board and Supervisory Board issued the Declaration of Conformity pursuant to section 161 AktG on December 19, 2023. The declaration is permanently available on the corporate website and in the Federal Gazette (Bundesanzeiger). Declarations of Conformity of previous years can also be viewed here. Further details on corporate governance are provided in the Declaration on Company Management for the fiscal year 2023, which is also available on the Company's website.

## **Discussion and examination of the Annual Financial Statements and Consolidated Financial Statements 2023**

The Annual Shareholders' Meeting of United Internet AG on May 17, 2023 elected PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, based in Frankfurt am Main, as auditors for the fiscal year 2023. PricewaterhouseCoopers 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 2023. In the course of the audit, the auditor focused in particular on the key audit matters. For the Consolidated Financial Statements, these included the impairment of goodwill and spectrum licenses, revenue recognition and for the Annual Financial Statements of United Internet AG, the impairment of financial assets. The Internal Control System and Risk Management System were also examined and analyzed as part of the audit of the Annual Financial Statements. The auditor did not detect any major weaknesses in the Internal Control System, Risk Management System, or accounting process. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft awarded an unqualified certificate in each case.

The Supervisory Board satisfied itself as to the independence of the auditor and received a written declaration to this effect. In addition, the Supervisory Board was informed about services rendered in the past fiscal year and the awarding of non-audit-related services.

The Audit and Risk Committee closely examined the Annual Financial Statements and Consolidated Financial Statements, the Combined Management Report for the Company and the Group, and the Consolidated Non-financial Statement, as well as the Management Board's proposal for the allocation of unappropriated profit. It discussed with the Management Board and the auditor the audit reports, the audit process, the audit focus areas and methodology, as well as the audit results.

The aforementioned Annual Financial Statement documents, the proposal for the allocation of unappropriated profit, and the Auditor's Report were presented to all members of the Supervisory Board in due time. The auditor participated via video conference in the Supervisory Board's balance sheet meeting on March 20, 2024, where he reported on his audits and their main results, elaborated on the Auditor's Report, and answered the Supervisory Board's questions. Following a preliminary examination by the Audit and Risk Committee and 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. Taking into account the findings of the auditor's audit of the annual and consolidated financial statements, the Supervisory Board has also come to the conclusion that the internal control system and the risk management system, particularly in relation to the accounting process, do not have any significant weaknesses. With a resolution on March 20, 2024, the Supervisory Board approved the Annual Financial Statements of United Internet AG, as prepared by the Company on March 19, 2024, and the Consolidated Financial Statements according to IFRS for fiscal 2023, also prepared by the Company on March 19, 2024. The Annual Financial Statements are therefore adopted pursuant to section 172 AktG. The Supervisory Board supports the proposal of the Management Board concerning the allocation of unappropriated profit.

## **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 2023 to the Supervisory Board and also the Audit and Risk Committee in good time.

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

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

1. the factual statements made in the report are accurate,
2. the consideration paid by the Company for the transactions mentioned in the report was not inappropriately high.”

The external auditors submitted the Auditor's Report to the Supervisory Board. The Dependent Company Report and Auditor's Report were made available to the Supervisory Board in good time. The Supervisory Board reviewed the Management Board's Dependent Company Report and the Auditor's Report. The Supervisory Board performed the final review at the balance sheet meeting held on March 20, 2024. The auditor attended this meeting via video conference and reported on his audit of the Dependent Company Report and the main audit results, explained the Auditor's 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 Auditor's Report and have no objections to the Management Board's declaration at the end of the Dependent Company Report.

## **Audit of the non-financial reporting**

United Internet AG submitted a Consolidated Non-financial Statement for fiscal year 2023 in accordance with section 315b HGB, which is integrated into the Sustainability Report of United Internet AG as a Separate Non-financial Group Report.

The Supervisory Board of United Internet already discussed the Sustainability Report during the course of the year. As part of its own final review, the Supervisory Board dealt in detail with the Non-financial Group Report in its entirety. The Supervisory Board scrutinized the contents of the Non-financial Group Report and discussed it at length with the Management Board, whose members were on hand to answer additional questions and provide further information. The Supervisory Board also commissioned PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft to perform a limited assurance engagement on the Non-financial Group Report. The Supervisory Board came to the conclusion that the Non-financial Group Report did not give rise to any objections.

The Supervisory Board thanks the Management Board and all employees for their outstanding commitment to the Company in fiscal year 2023.

Montabaur, March 20, 2024

For the Supervisory  
Board  
Philipp von Bismarck

## Members of the Supervisory Board

- Philipp von Bismarck, Königstein im Taunus  
Self-employed lawyer and Managing Partner at Digital Transformation Capital Partners GmbH
- Dr. Manuel Cubero, Munich  
Self-employed supervisory board/advisory board member
- Stefan Rasch, Grünwald  
Senior Advisor at The Boston Consulting Group GmbH
- Prof. Dr. Andreas Söffing, Frankfurt  
Tax advisor and partner at Flick Gocke Schaumburg
- Prof. Dr. Yasmin Weiß, Gauting  
Professor at the Technical University of Nuremberg
- Prof. Dr. Franca Ruhwedel, Essen  
Professor at the Rhine-Waal University of Applied Sciences in Kamp Lintfort