

TELE COLUMBUS AG

Convenience Translation

(The text decisive for the invitation to the Extraordinary General Meeting (EGM) of Tele Columbus AG is the one written in German language.)

Rights of shareholders pursuant to Sects. 122 para. 2, 126 para. 1, 131 para. 1 of the German Stock Corporation Act (AktG) in conjunction with C 19 AuswBekG

Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law enacted March 27, 2020 (“C 19 AuswBekG”)

Article 2

Act on Measures in Corporate Law, the Law Governing Cooperatives, Associations, and Foundations, and Condominium Property Law to Combat the Effects of the COVID-19 Pandemic (excerpt)

Section 1

Stock Corporations; Limited Partnerships with Shares; European Companies (SEs); Mutual Insurance Companies (excerpt)

- (1) Decisions regarding shareholder participation in the annual meeting of shareholders via electronic communications pursuant to Section 118 (1) sentence 2 of the Stock Corporation Act (*Aktiengesetz*) (electronic participation), casting votes via electronic communications pursuant to Section 118 (2) of the Stock Corporation Act (postal voting), supervisory board member participation by means of audio and video transmission pursuant to Section 118 (3) sentence 2 of the Stock Corporation Act, and allowing audio and video transmission pursuant to Section 118 (4) of the Stock Corporation Act can be made by the company’s management board even where such authority has not been granted under the articles of association or rules of procedure.
- (2) The management board can decide that the annual meeting of shareholders is to be held as a virtual meeting without the physical presence of the shareholders or their authorized representatives, provided that
 1. the audio and visual transmission covers the entire general meeting,
 2. the shareholders are able to exercise their voting rights via electronic communications (postal voting or electronic participation) as well as by appointing proxies,
 3. the shareholders are given the opportunity to ask questions via electronic communications,
 4. waiving the requirement of personal appearance at the meeting, the shareholders exercising their voting rights in accordance with no. 2 are given the opportunity, Section 245 no. 1 of the Stock Corporation Act notwithstanding, to object to a resolution to be decided on at the annual meeting of shareholders.

The management board decides, at its discretion in keeping with its obligations, which questions it will respond to and how; it may also stipulate that questions be submitted via electronic communications no later than two days prior to the meeting.

- (3) Section 123 (1) sentence 1 and (2) sentence 5 of the Stock Corporation Act notwithstanding, the management board may make the decision regarding convening the annual meeting of shareholders by the 21st day prior to the date of the meeting at the latest. Section 123 (4) sentence 2 of the Stock Corporation Act notwithstanding, in the case of publicly traded companies, the date of record for proof of share ownership is to be the start of the 12th day prior to the meeting, and in the case of bearer shares of the company, such proof must be received at the address provided for this purpose in the notice of the meeting no later than on the fourth day prior to the annual meeting of shareholders, insofar as the management board does not stipulate in the notice of the annual meeting of shareholders that there will be a shorter cut-off period for the

company to receive proof of share ownership; deviating provisions in the bylaws are to be disregarded. In the event the decision to convene falls closer to the date of the meeting as set out in sentence 1, the notice as per Section 125 (1) sentence 1 of the Stock Corporation Act must be sent no later than 12 days prior to the meeting, and the notice as per Section 125 (2) of the Stock Corporation Act must be sent to the party entered in the share register as of the start of the 12th day prior to the annual meeting of shareholders. In the aforementioned case, Section 122 (2) of the Stock Corporation Act notwithstanding, the company must be in receipt of any amendment proposals at least 14 days prior to the company's meeting.

- (4) Section 59 (1) of the Stock Corporation Act notwithstanding, the management board can decide, even where such authority has not been granted under the bylaws, to pay out to shareholders an interim dividend based on net profit pursuant to Section 59 (2) of the Stock Corporation Act. Sentence 1 applies analogously to a partial payment towards the compensatory payment (Section 304 of the Stock Corporation Act) to be made to external shareholders under an intercompany agreement.
- (5) Section 175 (1) sentence 2 of the Stock Corporation Act notwithstanding, the management board can decide that the annual meeting of shareholders is to be held within the financial year.
- (6) The management board's decisions as set out in (1) through (5) require the approval of the supervisory board. Section 108 (4) of the Stock Corporation Act notwithstanding and irrespective of the provisions in the articles of association or rules of procedure, the supervisory board can vote on resolutions of approval in writing, by telephone, or other comparable form without its members being required to be physically present.
- (7) Additionally, the provision set out in Section 243 (3) no. 1 of the Stock Corporation Act notwithstanding, a legal action to set aside a resolution adopted at the annual meeting of shareholders may not cite violations of Section 118 (1) sentences 3 through 5, (2) sentence 2, or (4) of the Stock Corporation Act, the violation of formal notification requirements as per Section 125 of the Stock Corporation Act, or violation of subsection (2) herein as its foundation, except where willful misconduct on the part of the company can be shown.

Section 7

Transitional Provisions

- (1) Section 1 applies only to such annual meetings of shareholders held and interim dividend payments based on net profit made in the year 2020.
- (2) Section 2 applies only to such shareholder meetings held and resolutions adopted in the year 2020.
- (3) Section 3 (1) and (2) apply to general meetings and meetings of representatives held in 2020, Section 3 (3) to annual financial statements formally approved in 2020, Section 3 (4) to interim dividends paid out in 2020, Section 3 (5) to management board or supervisory board member appointments expiring in 2020, and Section 3 (6) to management or supervisory board meetings of a cooperative or their joint meetings held in 2020.
- (4) Section 4 applies only to such register entries made in 2020.
- (5) Section 5 applies only to association or foundation board member appointments expiring in 2020 and meetings of association members held in 2020.

1. Motions to supplement the agenda pursuant to Sec. 122 para. 2 AktG

Shareholders whose combined shares amount to at least one-twentieth of the share capital or a proportionate amount of at least EUR 500,000.00 (this is the equivalent of 500,000 shares) may request that items be placed on the agenda and be published. Such request must be made in writing or in electronic form pursuant to Sect. 126a BGB (i.e. with a qualified electronic signature in accordance with the German Digital Signature Act (Signaturgesetz – SigG)) to the Management Board of the Company and has to be received by the Company by no later than 5 January 2021, 24:00 hrs. Such written requests must be addressed solely to:

Tele Columbus AG
Attn.: Andrea Bretschneider
Kaiserin-Augusta-Allee 108, 10553 Berlin
Germany

or in electronic form pursuant to Sec. 126a BGB by e-mail to: andrea.bretschneider@pyur.com.

Any motions to supplement the agenda that are addressed differently or that do not comply with these formal requirements will not be considered. Any new item for the agenda has to be accompanied by a statement of reasons or a formal resolution proposal. The motion must be signed by the shareholders whose shares, in the aggregate, represent five percent of the Company's share capital or the proportionate amount of EUR 500,000.00, or by their duly appointed representatives. Further, reference is made to the requirements of Sect. 122 para. 1 sentence 3 in conjunction with para. 2 sentence 1 and Sect. 70 AktG. Motions to supplement or to add to the agenda will be published and distributed in the same way as the invitation to the Extraordinary General Meeting.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based are as follows:

Section 122 of the German Stock Corporation Act: Convening a meeting upon the request of a minority

- (1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the Executive Management Board. The articles of association may provide that the right to request a general meeting is to depend on another form and on holding a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the Managing Board regarding their request is made. Section 121 (7) shall apply correspondingly.
- (2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than EUR 500,000.00, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.

- (3) If any such request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorization. An appeal may be made against the decision of the court. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.
- (4) The company shall bear the costs of the general meeting and, in the case of (3), also the court costs if the court grants the application.

Section 124 of the German Stock Corporation Act: Publication of requests for supplements; proposals for resolutions (excerpt)

- (1) If the minority has requested pursuant to Section 122 (2) that items shall be added to the agenda, these items shall be published either upon convening the meeting or immediately following receipt of the request. Section 121 (4) shall apply analogously; moreover, Section 121 (4a) shall apply analogously to public companies. Publication and submission shall be made in the same way as applicable for convening the meeting.

Section 121 of the German Stock Corporation Act: General provisions (excerpt)

- (4) The convening of the general meeting shall be published in the company's journals. If the shareholders of the Company are known by name, the shareholders' meeting may be convened by registered letter, unless the articles of association provide otherwise; the day of dispatch shall be considered the day of publication. A notification to those registered in the shareholders' register is sufficient.
- (4a) In case of public companies which have not exclusively issued registered shares or which do not send the convention directly to the shareholders pursuant to (4) sentence 2, the notice shall, at the latest on the date of announcement, be furnished to such suitable media as may be expected to disseminate the information throughout the European Union.
- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

Section 70 of the German Stock Corporation Act: Computation of the period of shareholding

If the exercise of rights arising from a share shall require the shareholder to have been the holder of the share for a certain period of time, the right to claim transfer from a bank, a financial services institution or an enterprise active according to Section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, if he acquired the share without consideration from his fiduciary, as universal successor, upon severance of co-ownership, or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Savings Bank Act.

2. Motions by shareholders pursuant to Sects. 126 para. 1 AktG

Each shareholder has the right to bring forward counter-proposals to proposals for resolutions by the Management Board and/or the Supervisory Board concerning a specific item on the agenda. Such counterproposals, including the name of the shareholder, are to be published by the Company pursuant to Sects. 126 para. 1 AktG if addressed to:

Tele Columbus AG
c/o Better Orange IR & HV AG
Haidelweg 48, 81241 Munich
Germany
by fax: +49 (0)89 889 690 655
by e-mail: antraege@better-orange.de

Such counter-proposals must have been received by the Company by no later than 5 January 2021, 24:00 hrs., and otherwise satisfy the legal requirements. This includes in particular that counter-proposals must include statements of reasons. Sects. 126 para. 2 also set forth under which prerequisites counter-proposals do not have to be made accessible. Accessibility will be provided in accordance with statutory provisions on the Company's website at <https://www.telecolumbus.com/en/investor-relations/extraordinary-general-meeting-2021/>. Any responses by the management to counter-proposals will also be published at this internet address.

In view of the fact that the Extraordinary General Meeting is being held as a virtual general meeting in accordance with Art. 2 Sect. 1 para. 2 CoronaMaßnahmenG, it is not necessary to repeat the motion at the Extraordinary General Meeting; instead, the Company will treat counter-proposals from duly registered shareholders that are to be made accessible in accordance with Sects. 126 AktG as if they had been brought forward at the Extraordinary General Meeting. This also applies to counter-proposals to items on the agenda that have been placed on the agenda at the request of a minority of shareholders in accordance with Sect. 122 para. 2 AktG on the basis of admissible and timely motions to supplement the agenda.

During the Virtual Extraordinary General Meeting, no counter-proposals may be brought forward.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

Section 126 of the German Stock Corporation Act: Propositions by shareholders

- (1) Information on shareholders propositions, including the respective shareholder's name, as well as the underlying reasons for the proposition and statements, if any, by the Management need only be given to the beneficiaries pursuant to Section 125 (1) through (3), if the shareholder submits to the company at the address specified his counter-application stating the reasons for it to a proposal of the Executive Management Board and the Supervisory Board concerning a specific agenda item at the latest 14 days prior to the general meeting. The day of the receipt is not counted. Public companies have to publish the propositions on their webpage. Section 125 (3) applies accordingly.

- (2) Information on a counter-application and the reasons therefor need not be given, if:
1. the Executive Management Board would by reason of giving such information become criminally liable;
 2. the counter-application would result in a resolution of the general meeting which would be unlawful or in breach of the articles;
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are defamatory;
 4. a counter-application of such shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to Section 125;
 5. the same counter-application of such shareholder on essentially identical grounds has already been communicated pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter-application;
 6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
 7. within the past two years at two general meetings the shareholder failed to move or cause to be moved on his behalf a counter-application communicated by him.

The statement of grounds need not be communicated if it exceeds 5,000 figures.

- (3) If several shareholder make counter-applications in respect of the same resolution, the management board may combine such counter-applications and their statements of grounds.

3. Shareholders' rights to information pursuant to Sect. 131 para. 1 AktG in connection with Art. 2 Sect. 1 para. 2 sentence 2 CoronaMaßnahmenG

Art. 2 Sect. 1 para. 2 sentence 2 CoronaMaßnahmenG modifies and restricts the shareholders' rights to information pursuant to Sect. 131 para. 1 AktG. This is due to the special situation of a virtual extraordinary general meeting. It cannot be foreseen to what extent and in what way the shareholders may use the possibility to ask questions. In particular, a flood of questions is conceivable which could not possibly all be answered in a meaningful manner. Therefore, the shareholders still have a right to ask questions in the context of the virtual extraordinary general meeting. However, contrary to Sect. 131 AktG, the Management Board decides on the responses at its own due, free discretion. The management is therefore not required to answer all questions under any circumstances, but can summarize questions and select meaningful questions in the interest of the other shareholders. Furthermore, the Management Board may give preference to shareholder associations and institutional investors holding significant numbers of voting rights. Questions in foreign languages will not be considered. The Management Board reserves the right to answer recurring questions in general form in advance in the EGM Portal.

The opportunity for duly registered shareholders or their appointed representatives to ask questions will be granted exclusively by means of electronic communication via a separate area within the EGM portal.

In order to make the course of the Extraordinary General Meeting efficient and to answer as many questions as possible, the Management Board of the Company has decided, with the consent of the Supervisory Board, that all questions must be submitted electronically via the EGM Portal no later than one day prior to the

Extraordinary General Meeting, i.e. by 18 January 2021, 24:00 hrs., in accordance with the procedure provided for this purpose. Questions can no longer be submitted after expiry of the aforementioned deadline. It is intended that the names of those asking the questions will generally be stated as part of the Q&A process. In this respect please note the further explanations on shareholders' rights and on data protection at the end of the invitation to the Extraordinary General Meeting.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions the Executive Management Board can refuse to answer are as follows:

Section 131 of the German Stock Corporation Act: Shareholders right to information

- (1) Each shareholder shall upon request be provided with information at a general meeting by the Executive Management Board regarding the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any connected enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code (*Handelsgesetzbuch*), each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form which would have been used if such simplified procedures were not applied. The disclosure obligation of the Executive Management Board of the parent company (Section 290 (1), (2) of the German Commercial Code) in the general meeting, to which the consolidated financial statements and the consolidated management report is presented, also extends to the situation of the consolidated group of companies and of the enterprises included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the by-laws according to Section 129 can authorize the chairperson to set appropriate time limits in regards to shareholder's right to ask questions and speak and to make other determinations in this matter.
- (3) The Executive Management Board may refuse to provide information:
 1. to the extent that providing such information is, according to sound business judgement, likely to cause not insignificant damage to the Company or a connected enterprise;
 2. to the extent that such information relates to tax valuations or the amount of individual taxes;
 3. on the difference between the value at which items are shown in the annual balance sheet and the higher value of such items, unless the general meeting is to determine the annual financial statements;
 4. on methods of arriving at balances and valuation, if disclosure of such methods in the notes suffices to provide a factually accurate picture of the condition of the company's assets, financial position and profitability within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the general meeting is to determine the annual financial statements;
 5. insofar as provision of the information would render the Executive Management Board criminally liable;
 6. insofar as, in the case of a bank or a financial services institution, information on methods adopted of arriving at balances, valuation and does not require to be given in the annual financial statements, management

report, consolidated financial statements or consolidated management report;

7. insofar as such information is available on the webpage of the Company at least for a period of seven days prior to the general meeting and throughout the general meeting.

Provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder, by reason of his status as a shareholder, outside the general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The Executive Management Board may not refuse to provide such information on the grounds of (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary enterprise (Section 290 (1) and (2) of the German Commercial Code) an enterprise with common management (Section 310 (1) of the German Commercial Code) or an associated enterprise (section 311 (1) of the German Commercial Code) discloses the information to a parent enterprise (Section 290 (1) and (2) of the German Commercial Code) for the purposes of inclusion of the information in the consolidated financial statements of the parent enterprise and the information is necessary for that purpose.
- (5) A shareholder who has been denied information may request that his question, and the reason for which the information was denied, be recorded in the minutes of the meeting.

Berlin, December 2020

The Executive Management Board