

**NOTE: The English translation below was done by Tele Columbus AG since the counter motion for agenda item 7 to this year's ordinary shareholder meeting taking place in Berlin on 29 August 2019 was only submitted in German by United Internet Investments Holding AG & Co. KG**

**United Internet Investments Holding AG & Co. KG**

Elgendorfer Straße 57, 56410 Montabaur  
Amtsgericht Montabaur — HRA 22135

Represented by its General Partner

**United Internet AG**

Elgendorfer Str. 57, 56410 Montabaur  
District Court Montabaur — HRB 5762  
Management Board: Ralph Dommermuth, Frank Krause  
Chairman of the Supervisory Board: Kurt Dobitsch

**Registered letter with advice of delivery**

Tele Columbus AG  
-Board of Directors -  
Kaiserin-Augusta-Allee 108  
10553 Berlin  
Germany

Montabaur, 18 June 2019

**Annual General Meeting of Tele Columbus AG 2019**

**Here: Addendum to the agenda pursuant to Section 122 (2) of the German Stock Corporation Act (Aktiengesetz - AktG) and motion pursuant to Sections 126, 127 AktG**

Dear Sirs,

United Internet Investments Holding AG & Co. KG currently owns shares in the Company with a total nominal value of EUR 37,880,000.00, i.e. approximately 29.70 per cent of the share capital of EUR 127,556,251.00. The number of shares thus exceeds the number required pursuant to Section 122 (2) AktG to be able to request that items be placed on the agenda and announced. As the share register shows, United Internet Investments Holding AG & Co. KG or its legal predecessors have owned more than the number of shares required pursuant to Section 122 (2) AktG for more than 90 days. Please note in this context that United Internet Investments Holding AG & Co. KG was formed by conversion from United Internet Investments Holding GmbH, which in turn was formed by conversion from United Internet Ventures AG. If you refer to the actual entry into the share register to determine the share ownership period, this means that due to the legal succession, the share ownership periods of the legal predecessors of United Internet Investments Holding AG & Co. KG should be added to it; if you refer to the actual legal position, the conversion into United Internet Investments Holding AG & Co. KG was registered on 26 April 2018, so that this company fulfils the prior ownership period requirement.

United Internet Investments Holding AG & Co. KG undertakes to inform you, or the court in the event that this application must be enforced in court, if it no longer holds the number of shares required for the supplementary motion.

United Internet Investments Holding AG & Co. KG hereby proposes, pursuant to Section 122 (2) AktG, to include the following item on the agenda of the next Annual General Meeting yet to be convened by you, together with the corresponding resolution proposal and statement of reasons:

## Elections to the Supervisory Board

The term of office of the current five Supervisory Board members elected by the Annual General Meeting ends at the conclusion of the Annual General Meeting that will decide on the formal approval of the actions of the members of the Supervisory Board for the 2018 financial year. Three of the original eight Supervisory Board members elected by the Annual General Meeting resigned before the end of their term. The Supervisory Board of Tele Columbus AG consists of eight members pursuant to Section 9 (1) of the Articles of Association of Tele Columbus AG.

We propose that the following persons be elected as members of the Company's Supervisory Board in a block election for the period up to the end of the Annual General Meeting that will decide on the approval of the actions of the members of the Supervisory Board for the 2023 financial year:

1. **Mr Claus Beck**, Managing Director Technology of 1&1 Versatel GmbH, resident in Willich, Germany;
2. **Mr Hüseyin Dogan**, member of Management at Strato AG and 1&1 IONOS SE, resident in Heidelberg, Germany;
3. **Dr Susan Hennersdorf**, Managing Director of cresc. GmbH, resident in Hamburg, Germany;
4. **Mr Stefan Rasch**, Senior Partner and Managing Director of the Boston Consulting Group, resident in Grünwald, Germany;
5. **Dr Volker Ruloff**, management consultant for telecommunications and media, resident in Ratingen, Germany;
6. **Mr Michael Scheeren**, member of the Supervisory Board of United Internet AG and other supervisory boards, resident in Frankfurt am Main, Germany;
7. **Mr Ulrich Puhrsch**, Managing Director of BUP GmbH, resident in Soest, Germany;
8. **Ms Ingrid Schmidt-Roth**, Head of Corporate Accounting and Tax at United Internet Corporate Services GmbH, resident in Hünstetten, Germany.

The election proposal for the candidates proposed under items 7. and 8. is subject to the condition that the Annual General Meeting of Tele Columbus AG on 29 August 2019 does not resolve to reduce the size of the Supervisory Board to six members.

### Disclosures pursuant to § 125 (1) clause 5 AktG:

Mr Michael Scheeren is a member of the Supervisory Board of United Internet AG (Deputy Chairman of the Supervisory Board), 1&1 IONOS Holding SE, 1&1 Telecommunications SE (Chairman of the Supervisory Board), 1&1 Mail & Media Applications SE and 1&1 Drillisch AG (Chairman of the Supervisory Board).

Dr Susan Hennersdorf is currently already a member of the Supervisory Board of Tele Columbus AG.

In addition, the above candidates are not members of any other statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises.

### **Justification:**

As the largest single shareholder of Tele Columbus AG, we are concerned about the current situation at Tele Columbus. The price of the Tele Columbus share has fallen continuously in recent years. Compared to the level at the stock exchange listing four years ago, the share price fell by around 80 per cent by the end of May 2019 and Tele Columbus even dropped out of the SDAX index recently. In addition, normalised EBITDA (adjusted for extraordinary effects) fell by 13.1 per cent in the first quarter of 2019 compared with the same period of the previous year. As a result, the leverage of the company's loan liabilities also increased - it now amounts to 6.24 times EBITDA.

Last year, almost the entire management team of the company was replaced: Mr Degenhardt was appointed as the new CEO in January 2018 and Mr Walters as the new CFO in July 2018. In addition, Mr Riedl as CCO and Mr Pörtl as CTO joined the management team in summer 2018. Furthermore, Mr Schmidt was appointed as the new CSO Housing Industry in December 2018.

In addition to this change in management, we also believe that a new start is urgently needed in the Supervisory Board - with a committed and expert team. We are convinced that the candidates proposed by us have the necessary expertise and the necessary experience in the technical and business fields to optimally fulfil the tasks of the Supervisory Board and provide the Management Board with the best possible support in the face of the major challenges ahead. As the largest single shareholder, we want to contribute expertise from our Group, and so we propose Mr Claus Beck, a proven expert in the field of cable networks and technology in his capacity as CTO of 1&1 Versatel GmbH and former Director Network Engineering and Vice President Engineering at broadband provider Liberty Global. Mr Hüseyin Dogan is COO of 1&1 IONOS SE and Strato AG as well as a former Managing Director Customer Service at Amazon and Operations Director at PayPal, making him an expert in customer service, digitisation and online sales. Michael Scheeren, who was CFO of United Internet AG from 1991 to 2001, is a member of several supervisory boards of the United Internet Group and an expert in governance and finance. Ms Ingrid Schmidt-Roth, as head of group accounting and taxes at United Internet Corporate Services GmbH, is a proven expert for financial issues, in particular corporate accounting and taxes.

In addition, we propose four candidates who are wholly independent of both the Company and us. As former CFO of Vodafone Deutschland AG and Arcor AG, Dr Volker Ruloff is a finance and integration expert with a deep knowledge of the telecommunications industry. Dr Susan Hennersdorf, a former Marketing and Sales Director of EnBW AG and a former Managing Director of private customer sales at Vodafone Deutschland GmbH, is an expert in marketing and sales. Mr Stefan Rasch has been a Senior Partner of the Boston Consulting Group for many years in strategic consulting in the areas of transformation, growth strategy, market launch and profit optimisation and is a recognized expert in these areas. Mr Ulrich Puhersch, the founder and long-standing Managing Director of information and telecommunications technology wholesaler Actebis GmbH (now ALSO AG), is an expert in distribution and retailing.

It is particularly important to us that the new team on the Supervisory Board should not only be competent and committed but can also work well together. With the proposed team, we have complete confidence that it will succeed in working together in a trusting and professional manner and that the Supervisory Board will support the company constructively and resolutely in this decisive phase.

The purpose of our supplementary motion is the decision by the Annual General Meeting, which is solely responsible for this matter, on the election of the Supervisory Board members proposed by us; the reasons for our proposal are set out above. To ensure that shareholders are informed in good time about the election proposal, we are submitting it in the form of a supplementary motion with the invitation to the Annual General Meeting rather than as an election proposal pursuant to Sections 126 and 127 AktG. This also ensures that Tele Columbus AG is obliged to take account of our election proposal in the forms for proxies and instructions (also to the proxy nominated by the Company) as well as for absentee votes to make appropriate preparations so that shareholders can vote or issue proxies to vote on this matter.

At the same time, our election proposal must also be treated as a motion pursuant to Sections 126, 127 AktG. At the Annual General Meeting, we will oppose any proposal by the Supervisory Board of Tele Columbus that does not provide for the election of the candidates proposed by us and call on the other shareholders to vote in favour of our election proposal. We are already declaring now that we will propose to the Annual General Meeting pursuant to Section 137 AktG that our election proposal be voted on before the Supervisory Board's election proposal. Since we will achieve the necessary quorum for this, our motion on the sequence of voting at the Annual General Meeting must be approved, so our election proposal will be voted on first.

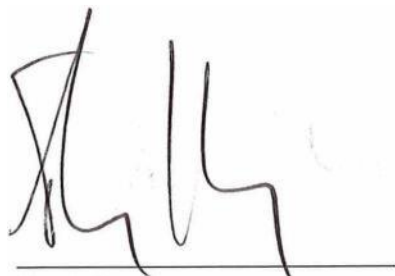
Finally, we would like to point out that we will modify the supplementary motion accordingly if an expansion of the Supervisory Board to nine members in accordance with the Articles of Association is to be included in the agenda of the Annual General Meeting. We would like to make it clear that we would welcome a reduction of the Supervisory Board to six members.

Yours sincerely

**United Internet Investments Holding AG & Co. KG**

Represented by their General Partner

**United Internet AG**



Frank Krause  
Management Board Member



Lutz Laffers  
Authorised Officer