

# Tele Columbus AG

## **Invitation to the Annual General Meeting of Tele Columbus AG, Berlin**

– ISIN DE000TCAG172 / WKN TCAG17 –

– ISIN DE000TCAG214 / WKN TCAG21 –

Dear Shareholders,

We hereby invite you to the

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

which will take place on **Friday, 28 May 2021** at 10:00 hours CEST

as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies.

Shareholders and their proxies (excluding the Company-appointed proxies) have neither the right nor the opportunity to be present at the location of the Annual General Meeting. The entire Annual General Meeting will be held as a virtual Annual General Meeting in accordance with the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (“**COVMG**”) and will be broadcast live with video and sound for the shareholders of Tele Columbus AG or their proxies via the shareholder portal on the Tele Columbus AG website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/>. This broadcast does not enable participation in the Annual General Meeting as per Section 118 para. 1 sent. 2 of the German Stock Corporation Act (AktG). Details regarding the rights and options of shareholders and their proxies are provided in the Section “Further information on the convocation”, which is printed after the agenda. The location of the Annual General Meeting as per the German Stock Corporation Act (AktG) is Kaiserin-Augusta-Allee 108, 10553 Berlin, Germany.

## I. Agenda

- 1 Presentation of the adopted annual financial statements of Tele Columbus AG, the approved consolidated financial statements and the consolidated management report for Tele Columbus AG and the Group including the explanatory report of the Management Board on the disclosures as per Sections 289a para. 1, 315a para. 1 of the German Commercial Code (HGB) and the report of the Supervisory Board for the 2020 financial year**

The Supervisory Board has approved the annual financial statement and consolidated financial statement prepared by the Management Board. Therefore, the annual financial statement has been adopted in accordance with Section 172 sent. 1 clause 1 of the German Stock Corporation (AktG). Accordingly, the Annual General Meeting need not pass a resolution on this agenda item.

The above-mentioned documents will be available on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> from the time the Annual General Meeting is called and will also be accessible there during the Annual General Meeting. Upon request, they will be sent to the shareholder immediately and free of charge. They will also be explained in greater detail at the Annual General Meeting by the Management Board and – insofar as the report of the Supervisory Board is concerned – by the Chairperson of the Supervisory Board.

- 2 Resolution on the discharge of the Management Board members for the 2020 financial year**

The Management Board and the Supervisory Board propose that the Management Board members who held office in the 2020 financial year be discharged for this period.

- 3 Resolution on the discharge of the Supervisory Board members for the 2020 financial year**

The Management Board and the Supervisory Board propose that the Supervisory Board members who held office in the 2020 financial year be discharged for this period.

- 4 Resolution on the appointment of the auditor of the financial statement and the auditor of the consolidated financial statement for the 2021 financial year as well as the auditor for the review of interim financial information**

In view of the corresponding recommendation of the Supervisory Board Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany,

- a) be appointed as the auditor (HGB) and the Group auditor (IFRS) for the 2021 financial year and
- b) as auditor for the review of any condensed financial statements and interim management reports for the Group for the quarters ending prior to the date of the Annual General Meeting in the 2022 financial year if and to the extent that these are subject to review by an auditor

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, has declared to the Supervisory Board that no business, financial, personal or other relationships exist between it, its executive bodies and audit managers – or between the company and the members of its executive bodies – that could justify doubts regarding its independence.

## **5 Resolution on the new version of the Authorised Capital 2021/I against cash contributions and/or contributions in kind with the authorisation to exclude the subscription right as well as the corresponding amendments to the Articles of Association**

By resolution of the Extraordinary General Meeting from 20 January 2021, the Management Board of the Company was authorised to increase the Company's share capital by up to EUR 63,778,125 against cash contribution and/or contributions in kind by issuing up to 63,778,125 new registered no-par-value shares with a pro rata share capital amount of EUR 1.00 (Authorised Capital 2021/I) once or on multiple occasions until 19 January 2026. The capital increase with subscription rights approved on 20 January 2021 is expected to be entered into the commercial register on 12 May 2021, whereupon the Company's share capital will then amount to EUR 273,666,138. The Authorised Capital 2021/I will then be adjusted in accordance with the new share capital amount in order to ensure that the Company will also remain capable of covering its financial needs quickly and flexibly to an appropriate amount in the future. The legal amendment will be carried out by issuing a new version of the entire authorisation and cancelling the previous Authorised Capital 2021/I. The authorisation to exclude subscription rights must also be revised accordingly and correspond to the content of the authorisation resolved on 20 January 2021.

The Management Board and the Supervisory Board propose to resolve:

- a) The authorisation of the Management Board laid out in Section 4 para. 5 of the Articles of Association to increase the Company's share capital by up to EUR 63,778,125 against cash contributions and/or contributions in kind by issuing up to 63,778,125 new registered no-par value shares representing a pro rata share capital amount of EUR 1.00 (Authorised Capital 2021/I) once or on

multiple occasions up until 19 January 2026, shall be cancelled with effect as of the registration of the revised Authorised Capital 2021/1.

b) Section 4 para. 5 of the Articles of Association shall be revised as follows:

“The Management Board is authorised, with the consent of the Supervisory Board, to increase by and until 27 May 2026 the share capital of the Company in one or several tranches by up to EUR 136,833,068 against cash contribution and/or contribution in kind by issuing up to 136,833,068 new no-par value registered shares with a proportional amount of the share capital of EUR 1.00 (Authorised Capital 2021/I). Shareholders must generally be granted a corresponding subscription right; the statutory subscription right may also be granted by one or more companies operating in accordance with Section 53 para. 1 sent. 1 or Section 53b para. 1 sent. 1 or para. 7 of the German Banking Act (KWG) or a group or a syndicate of banks and/or such companies acquiring the new shares with the obligation to offer them to the Company’s shareholders for subscription. However, the Management Board, with the approval of the Supervisory Board, has the right to exclude shareholder subscription rights partially or completely in the following cases:

- to the extent necessary to compensate for fractional amounts;
- to the extent necessary to grant holders or creditors of option rights or convertible bonds or participation rights issued by the Company or its subordinate Group companies, conversion or subscription rights to new shares to the extent to which they would be entitled upon exercising the option or conversion rights or upon exercising share delivery rights or the fulfilment of conversion or option obligations;
- for capital increases against contributions in kind or payments in kind, in particular in order to be able to offer the new shares in the context of mergers or also for the (indirect) acquisition of companies, operations, parts of companies, investments or other assets or claims to the acquisition of assets, including claims against the Company or its Group companies;
- if the new shares are issued against cash contributions at an issue price that is not significantly lower than the stock market price of Company shares in accordance with Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG) and the pro rata amount of the shares issued in accordance with Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG) with the exclusion of subscription rights to the share capital of the Company does not exceed 10% of the share

capital at the time the resolution is adopted or – if this amount is lower – at the respective time the authorisation is exercised. The 10% limit shall include any shares newly issued by the Company during the period of this authorisation, excluding subscription rights pursuant to or in accordance with Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG), as part of a cash capital increase or sold following repurchase. The 10% limit shall include the pro rata amount of share capital attributable to shares to which conversion and/or option rights or obligations under bonds or in favour of which the Company has a share delivery right relate that are issued from the time this authorisation takes effect, excluding subscription rights in accordance with Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG).

Furthermore, Management Board is also authorised, with the approval of the Supervisory Board, to define the further details of the execution of capital increases from the Authorised Capital 2021/I.

The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the utilisation of the authorised capital or after the end of the authorisation period.”

The Management Board and the Supervisory Board are instructed to only register the new Authorised Capital if the execution of the capital increase with subscription right resolved on 20 January 2021 has been entered into the commercial register.

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### **Report of the Management Board on agenda item 5**

The amendment of the Authorised Capital (Authorised Capital 2021/I) is proposed at the Annual General Meeting under agenda item 5. In accordance with the legal revision of the entire authorisation, the Management Board submits the full report in accordance with Section 203 para. 2 sent. 2 in combination with Section 186 para. 4 sent. 2 of the German Stock Corporation Act (AktG).

The previous Authorised Capital 2021/I was approved by the Annual General Meeting on 20 January 2021 for a period of five years. This authorisation has not been exercised thus far. The capital increase with subscription rights also approved on 20 January 2021 is expected to be entered into the commercial register on 12 May 2021 whereupon the Company's share capital will then amount to EUR 273,666,138. The Authorised Capital 2021/I will now be adjusted in accordance with the current share capital amount in order to ensure that the Company will also remain capable of

covering its financial needs quickly and flexibly to an appropriate amount in the future. The legal amendment will be carried out by issuing a new version of the entire authorisation and cancelling the previous Authorised Capital 2021/1.

Therefore, Section 4 para. 5 of the Articles of Association will be revised by resolution of the Annual General Meeting on 28 May 2021. Agenda item 5 proposes the creation of a newly revised Authorised Capital of up to EUR 136,883,068 against cash contributions and/or contributions in kind by issuing up to 136,883,068 new, registered no-par value shares with a pro rata share capital amount of EUR 1.00 (Authorised Capital 2021/I). The proposed Authorised Capital 2021/I is intended to enable the Company's management to increase equity capital quickly and flexibly when necessary for the following five years. The corresponding change in the amount compared to the Authorised Capital created on 20 January 2021 is intended to serve as an adjustment to the new capital structure as a consequence of the effectiveness of the capital increase with subscription rights also approved on 20 January 2021.

The Company intends to further expand its fibre optic network. This also requires extensive investment. The necessary funds will have to be provided in part as equity due to the Company's already high level of debt. Kublai GmbH has agreed to inject a further EUR 75 million into the Company. It is particularly important that financing options are available to the Company independently of the Annual General Meeting cycle, as it is not always possible to determine in advance when funding is required. In addition to investments in network expansion, acquisitions may also require equity. Moreover, such transactions can frequently only be carried out successfully in competition with other interested parties if the financing has already been secured upon commencing negotiations. Finally, the Company may need to reduce its level of debt in order to achieve greater financial leeway or to avoid breaching covenants in loan agreements. Legislation has addressed the resulting need of the companies in this regard and has granted public limited companies the option of authorising the management to increase the share capital without a further Annual General Meeting resolution for a limited period of time and to a limited amount.

When utilising the Authorised Capital, the shareholders always have a subscription right. Accordingly, the shares may also be acquired by a bank or a company operating as such (financial institution) in accordance with Section 53 para. 1 sent. 1 of the German Banking Act (KWG) or Section 53b para. 1 sent. 1 or para. 7 of the German Banking Act (KWG) or a syndicate of such banks or financial institutions with the obligation to offer them to the Company's shareholders for subscription (indirect subscription right in accordance with Section 186 para. 5 of the German Stock Corporation Act (AktG)).

However, in accordance with the resolutions proposed under agenda item 5, the Management Board will be authorised, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights in the specific cases described below.

- Subscription rights will be excluded for fractional amounts. This is intended to facilitate the processing of issuing shares with a fundamental subscription right for shareholders. Fractional amounts can arise as a result of the ratio between the issue volume, the number of issued shares and the subscription ratio. In other words, fractional amounts occur when the number of new shares per existing share is not a whole number. The value of such fractional amounts is generally low for the individual shareholders, whereas the leeway for an issue without such an exclusion is significantly reduced. The possible dilution effect is also generally negligible due to the restriction of fractional amounts. The new shares excluded from the subscription right due to the fractional amounts will be utilised in the best possible manner for the Company. Therefore, the exclusion of the subscription right serves the practicability and facilitates the issuing of shares and is in the interest of the Company and its shareholders. When determining the subscription ratio, the Management Board will consider the shareholders' interest in minimising the volume of fractional shares.
- Furthermore, it should be possible to exclude the subscription right to the extent that holders or creditors of option rights or convertible bonds or participation rights issued by the Company or its subordinate Group companies, are entitled to conversion or subscription rights to new shares in accordance with the terms of issue or where a conversion or subscription obligation or a share delivery right exists due to such instruments. In order to facilitate placement on the capital market, the terms for warrant bonds and convertible bonds usually provide protection against dilution, which ensures that the holders or creditors of the warrant bonds or convertible bonds or participation rights are granted subscription rights to these shares in the event of subsequent issues of shares, as is the case for shareholders. Therefore, the holders or creditors of the warrant bonds or convertible bonds or participation rights are treated as though they had exercised their conversion or subscription rights or as though their option or conversion obligations had been triggered or their share delivery rights had been exercised and as though the holders or creditors of the warrant bonds or convertible bonds or participation rights were shareholders. In order to protect the relevant issues (warrant bonds and convertible bonds or participation rights) against dilution, the shareholders' subscription rights to these shares must be excluded. This serves to facilitate the placement of the issues and, therefore, safeguard the interest of the Company and its shareholders in the optimal financial structure of the

Company. The Company currently has no authorisation to issue warrant bonds or convertible bonds. However, this may change in the future. If such authorisation is approved by the Annual General Meeting, it is no longer necessary to amend this Authorised Capital.

- It should also be possible to exclude shareholders' subscription rights in the case of capital increases against contributions in kind. This option to exclude subscription rights is intended to enable the Management Board, with the approval of the Supervisory Board, to utilise shares in the Company in appropriate cases to acquire companies, parts of companies or investments in companies or to acquire other assets, which also include receivables, including loan receivables. This is intended to enable the Company to react quickly and flexibly to advantageous offers or other opportunities that occur on national and international markets to acquire companies or interests in companies or other assets or to merge with companies that are active in related business areas. Not infrequently, shares rather than money must be provided as consideration. A consideration in shares can be a very attractive option for sellers as it enables them to benefit from synergies arising from the merger of both companies over the long term. Consideration in shares can facilitate an agreement with the seller regarding the purchase price. Therefore, it creates an advantage over the competition with a view toward interesting acquisition targets as well as the necessary leeway to take advantage of opportunities that arise to acquire companies, parts of companies and interests in companies or to acquire other assets. Assets that can be acquired as contributions in kind also include receivables due from the Company. The option of settling such liabilities against the issue of new shares rather than in cash enables the Company to preserve its liquidity and improve its financing structure. Therefore, the Management Board is of the opinion that the proposed authorisation to exclude subscription rights is in the interest of the Company and its shareholders. The Company will not suffer any disadvantage as a consequence as stock corporation law requires that, when issuing shares against contributions in kind, the value of the contribution in kind be in reasonable relation to the value of the shares. When determining the valuation ratio, the Management Board will ensure that the interests of the Company and its shareholders remain adequately represented and that the Company receives an appropriate consideration for the new shares. For this purpose, it will duly consider the stock market price of the Company's shares and obtain support from external expertise to the extent that this is possible and reasonable in each individual case.
- It should be possible to exclude the subscription right if the new shares are issued at an amount that is not significantly lower than the stock market price



of shares in the Company in the case of capital increases in accordance with Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG). This authorisation enables the Company to take advantage of market opportunities in its various business segments quickly and flexibly and to cover any capital requirements arising in this context or for other operational reasons, even at very short notice if necessary. The exclusion of subscription rights not only enables the Company to act more quickly but also to issue the shares at a price close to the market price, namely without the reduction usually required for issues with subscription rights. This leads to higher issue proceeds, which the Company then benefits from. In addition, such an issue can serve to attract new shareholder groups. The German Stock Corporation Act (AktG) does not set a fixed limit for the reduction. If the authorisation is exercised, the Management Board will, with the approval of the Supervisory Board, set the reduction as low as possible in accordance with the market conditions prevailing at the time of the issue, taking into account the legal requirements. The shares issued under exclusion of subscription rights in accordance with Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG) may not exceed a total of 10% of the share capital, neither at the time the resolution is adopted nor, if this amount is lower, at the time the authorisation granted by the Annual General Meeting is exercised. Shares which the Company issues or acquires during the term of the authorisation as part of a capital increase and then resells are to be counted towards this limit if and to the extent that the subscription right is excluded in accordance with Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG) or the shares are resold in accordance with this provision. If convertible bonds or warrant bonds or participation rights are issued during the term of the authorisation, excluding shareholders' subscription rights in accordance with Section 221 para. 4 sent. 2 in conjunction with Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG), the shares for which a conversion or option right, a conversion or option obligation or a share delivery right exists in favour of the Company on the basis of these instruments shall also be taken into account. In accordance with the statutory provisions, this structure takes account of the shareholders' need for protection against dilution of their shareholdings. Due to the limitation of the scope of the capital increase without subscription rights, each shareholder essentially has the opportunity to acquire the shares required to maintain their share quota on the stock exchange at approximately the same conditions. Therefore, it is ensured that, in accordance with the legal interpretation of Section 186 para. 3 sent. 4 of the German Stock Corporation Act (AktG), the interests of the Company regarding assets and voting rights are adequately safeguarded in the event that Authorised Capital 2021/I is utilised with the exclusion of subscription rights, while the Company is given further scope for action in the interests of all shareholders.

The approval of the Supervisory Board is required for all cases of exclusion of subscription rights proposed here.

The Management Board will also carefully consider each individual case to determine whether it will utilise the authorisation to increase the capital while excluding the shareholders' subscription rights. It will only do so if the Management Board and the Supervisory Board are of the opinion that this is in the interests of the Company and, therefore, of its shareholders.

The report of the Management Board on item 5 of the agenda reproduced above can be viewed online at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> from the date on which the Annual General Meeting is convened, where it will remain available throughout the Annual General Meeting. Upon request, a copy will be sent to every shareholder without delay and free of charge.

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## **6 Amendment of the Articles of Association of Tele Columbus AG regarding the size of the Supervisory Board**

In accordance with Section 9 para. 1 of the Articles of Association of Tele Columbus AG, the Supervisory Board consists of six members. The reduction of the Supervisory Board from eight to six members was resolved by the Annual General Meeting in 2019. Due to the change in the shareholder structure as a result of the takeover bid by Kublai GmbH, all Supervisory Board members will be newly elected at this year's Annual General Meeting. Furthermore, the Supervisory Board and the Management Board are also of the opinion that a Supervisory Board with eight members can better represent the interests of the shareholders in accordance with their shareholding ratio. Therefore, the Supervisory Board and the Management Board are in favour of increasing the size of the Supervisory Board to eight members.

In view of this, the Management Board and the Supervisory Board propose the following resolution:

Section 9 para. 1 of the Articles of Association of Tele Columbus AG, the Supervisory Board shall be amended as follows:

*“1. The Supervisory Board consists of 8 members.”*

## **7 Elections for the Supervisory Board**

Following the successful takeover bid, Kublai GmbH holds around 92% of the share capital. In the document for the takeover bid, Kublai GmbH announced that it would reconstitute the Supervisory Board after completion of the bid in order to achieve

representation in line with its shareholding. All current Supervisory Board members resigned their positions on 14 April 2021 effective as of the end of this Annual General Meeting 2021 in view of the change of control. Therefore, the Supervisory Board proposes that a new election of Supervisory Board members be held.

In accordance with Section 96 para. 1 of the German Stock Corporation Act (AktG) and Section 9 para. 1 of the Articles of Association of Tele Columbus AG, the Supervisory Board is composed of six and, after the amendment to the Articles of Association proposed under agenda item 6 becomes effective, eight Supervisory Board members who are elected by the Annual General Meeting. The Annual General Meeting is not bound by election proposals.

### **Election proposal of the Supervisory Board**

Based on the recommendations of its Nomination Committee, the Supervisory Board proposes that the following people be elected as Supervisory Board members for the period until the end of the Annual General Meeting that resolves the discharge of the Supervisory Board for the financial year 2025.

**a) Dr Claudia Borgas-Herold**

Managing Director at borgas advisory GmbH, resident in Kilchberg, Switzerland

**b) Martin Mildner**

CFO of United Internet AG, resident in Hamburg, Germany

**c) Christoph Oppenauer**

Asset Management Officer for Infrastructure Investments at Morgan Stanley Infrastructure Partners (“MSIP”) and Managing Director at Kublai GmbH, resident in Frankfurt am Main, Germany

**d) Michael Scheeren**

Banker, resident in Frankfurt am Main, Germany

**e) Marc van’t Noordende**

Operating Partner at MSIP and Managing Director at Kublai GmbH, resident in Amsterdam, the Netherlands

**f) Annelies van Zutphen**

Asset Management Officer at MSIP, resident in Amsterdam, the Netherlands

**g) Joachim Grendel**

Management consultant, resident in Neustadt am Rübenberge, Germany

**h) Ralph Dommermuth**

CEO at United Internet AG, resident in Montabaur, Germany

The candidates a) to f) will each be elected effective as of the end of this Annual General Meeting 2021. The candidates g) and h) will each be elected effective as of the date of entry of the amendment to the Articles of Association resolved under agenda item 6 into the commercial register.

The intent is to hold the elections to the Supervisory Board as individual elections. In the event of his election to the Supervisory Board, Marc van't Noordende is to be proposed as a candidate for the position of Chairman of the Supervisory Board.

The Supervisory Board has satisfied itself that the proposed members are in a position to dedicate the time expected for the mandate.

The Supervisory Board's election proposal takes into consideration the objectives resolved by the Supervisory Board for its composition and corresponds to the competence profile that the Supervisory Board has set for itself. Targets for the composition and competence profile are presented in the Report of the Supervisory Board as part of the Annual Report 2020.

**Information in accordance with Section 125 para. 1 sent. 5 of the German Stock Corporation Act (AktG) and Sections C.13 to C.14 of the German Corporate Governance Code regarding the candidates proposed for election**

**a) Dr Claudia Borgas-Herold**

Dr Claudia Borgas-Herold is a member of the supervisory board of United Internet AG and the advisory boards of 1&1 Drillisch AG and 1&1 Telecommunication SE.

**b) Martin Mildner**

Martin Mildner is a member of the supervisory boards of 1&1 IONOS Holding SE and 1&1 Mail & Media Applications SE; he is also a member of the advisory boards of 1&1 Versatel GmbH, uberall GmbH and AWIN AG.

Martin Mildner is also a member of the management board of United Internet AG, which will indirectly hold approximately 40% of the shares in Kublai GmbH in

the future, which in turn holds the majority of the shares in Tele Columbus AG following the settlement of the takeover offer on 1 February 2021.

**c) Christoph Oppenauer**

Christoph Oppenauer is a member of the supervisory boards of VTG AG and PNE AG.

Christoph Oppenauer is Asset Management Officer at MSIP and Managing Director at Kublai GmbH. MSIP will indirectly hold 60% of the shares in Kublai GmbH in the future, which in turn holds the majority of the shares in Tele Columbus AG following the settlement of the takeover offer on 1 February 2021.

**d) Michael Scheeren**

Michael Scheeren is not a member of any supervisory boards required by law and/or comparable national or international supervisory committees of commercial enterprises.

**e) Marc van't Noordende**

Marc van't Noordende is a member of the supervisory boards of VTG AG, Berenschot Group B.V. and ICE Endex Holding B.V. and of the boards of directors of FastFiber – Infraestruturas de Comunicações, S.A. and Ital Gas Storage S.p.A.

Marc van't Noordende is Operating Partner at MSIP and Managing Director at Kublai GmbH. MSIP will indirectly hold 60% of the shares in Kublai GmbH in the future, which in turn holds the majority of the shares in Tele Columbus AG following the settlement of the takeover offer on 1 February 2021.

**f) Annelies van Zutphen**

Annelies van Zutphen is a member of the supervisory boards of Vlisco Netherlands, Berenschot Group B.V., United Retail and Nederlandse Loterij.

Annelies van Zutphen is Asset Management Officer at MSIP. MSIP will in turn indirectly hold 60% of the shares in Kublai GmbH in the future, which in turn holds the majority of the shares in Tele Columbus AG following the settlement of the takeover offer on 1 February 2021.

**g) Joachim Grendel**

Joachim Grendel is a member of the advisory board of TTP GmbH.

**h) Ralph Dommermuth**

Ralph Dommermuth is a member of the supervisory boards of 1&1 IONOS Holding SE, 1&1 Mail & Media Applications SE and Drillisch Netz AG and a member of the advisory board of 1&1 Versatel GmbH.

Ralph Dommermuth is chairman of the management board and indirect majority shareholder of United Internet AG, which will indirectly hold approximately 40% of the shares in Kublai GmbH in the future, which in turn holds the majority of the shares in Tele Columbus AG following the settlement of the takeover offer on 1 February 2021.

In addition to the information provided above, the people proposed for election are not members of any other supervisory board required by law or of a comparable domestic or foreign supervisory body. In addition, in the opinion of the Supervisory Board, there are – apart from the information provided – no other personal or business relationships with Tele Columbus AG, its executive bodies or shareholders with a significant interest in Tele Columbus AG within the meaning of recommendation C.13 GCGC that can be regarded as significant.

The CVs of the candidates providing information on the previous activities, current primary employment, relevant knowledge and professional experience of the proposed candidates, as well as other information on the candidates proposed for election are available online at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/>.

## **8 Resolution on the approval of the remuneration system for the Management Board members**

The Act on the Implementation of the Shareholders' Rights Directive ("ARUG II") introduced a new Section 120a of the German Stock Corporation Act (AktG). Section 120a para. 1 of the German Stock Corporation Act (AktG) stipulates that the Annual General Meeting of listed companies approve the remuneration system for Supervisory Board members proposed by the Supervisory Board in the event of every significant change and, at the latest, every four years.

Based on the recommendations of the Executive Committee, the Supervisory Board proposes that the remuneration system for the Management Board members specified in agenda item 12 and adopted by the Supervisory Board effective as at 30 March 2021 be approved.

## **9 Resolution on the amendment of Section 18 of the Articles of Association**

Section 18 of the Articles of Association specifies the remuneration of the Supervisory Board. Section 18 para. 4 sent. 2 of the Articles of Association currently stipulates the following with regard to the requirements for entitlement to attendance fees:

*“Participation by way of video or telephone shall be regarded as participation in this sense.”* In view of the fact that, even after the coronavirus pandemic, meetings will increasingly be held via video and/or telephone conference in future, this sentence should be replaced by a more specific provision. This creates clarity regarding how Supervisory Board meetings that are not conducted exclusively with physical presence are to be treated with regard to the attendance fee.

Therefore, the Management Board and the Supervisory Board propose that Section 18 para. 4 be amended as follows:

*“4. Furthermore, the Supervisory Board members shall receive an attendance fee of EUR 1,000 per meeting day for each meeting of the Supervisory Board and its committees attended in person. To the extent that the meetings of the Supervisory Board do not take place in person but only virtually (in particular, if a meeting is held only via telephone or only by video conference), the Supervisory Board members shall receive (i) no attendance fee if the meeting did not last more than one hour, (ii) half of the attendance fee if the meeting lasted more than one hour but not more than two hours, and (iii) the full attendance fee if the meeting lasted two hours or more. Members who do not attend meetings of the Supervisory Board that take place physically in person (in particular by participating via telephone or video conference) always receive only 25% of the attendance fee, whereby participation solely through the delivery of a voting message does not give rise to an entitlement to an attendance fee. The attendance fee shall be paid only once for multiple meetings held on the same day.”*

## **10 Resolution on the remuneration of the Supervisory Board members**

ARUG II amended Section 113 para. 3 of the German Stock Corporation Act (AktG). The new provision stipulates that the Annual General Meeting of listed companies must pass a resolution on the remuneration of Supervisory Board members at least every four years. The initial resolution must be made by the end of the first Annual General Meeting after 31 December 2020.

After a thorough review, the Management Board and the Supervisory Board have come to the conclusion that the current remuneration regulations specified in Section 18 of the Articles of Association should be retained in future. With regard to the clarification of the requirements for the attendance fee, the regulation should be amended in accordance with the resolution proposed under agenda item 9.

Therefore, the Management Board and the Supervisory Board propose confirming the remuneration system of the Supervisory Board members as described under agenda

item 9 and stipulated in Section 18 of the Articles of Association of Tele Columbus AG as proposed under this agenda item.

**11 Resolution on the approval of the profit and loss transfer agreement with RFC Radio-, Fernseh- u. Computertechnik GmbH**

Tele Columbus AG will conclude a profit and loss transfer agreement with RFC Radio-, Fernseh- u. Computertechnik GmbH – as the profit-transferring company – during the 2021 financial year (Profit and loss transfer agreement).

The agreement between the Company and RFC Radio-, Fernseh- u. Computertechnik GmbH will be as follows:



## ***Profit and loss transfer agreement***

*between*

*Tele Columbus AG*

*Kaiserin-Augusta-Allee 108*

*10553 Berlin, Germany*

*represented by the Management Board Dr Daniel Ritz and Eike Walters,*

*– hereinafter referred to as the “Controlling Entity” –*

*and*

*RFC Radio-, Fernseh- und Computertechnik GmbH*

*Winklhoferstraße 15*

*09116 Chemnitz, Germany*

*represented by the Management Dr Daniel Ritz and Eike Walters,*

*– hereinafter referred to as the “Subsidiary Company” –*

### ***Preamble***

*The subsidiary company is a wholly-owned second-tier subsidiary of the controlling entity. A profit and loss transfer agreement shall be concluded between the Controlling Entity and the Subsidiary Company. Now therefore, the following contract is concluded:*

### ***Section 1 Profit transfer***

*1. The Subsidiary Company agrees to transfer its entire profit to the Controlling Entity for the first time from the beginning of the financial year in progress at the time of entry of this Contract into the commercial register, subject to the formation or release of reserves in accordance with Section 1 para. 2 of the Contract, during the term of the Contract, taking into account the valid version of Section 301 of the German Stock Corporation Act (AktG).*

*2. The Subsidiary Company may, with the consent of the Controlling Entity, allocate amounts from the annual profit – with the exception of statutory reserves – to retained earnings in accordance with Section 272 para. 3 of the German Commercial Code*

*(HGB) to the extent that this is permissible under commercial law and economically justified on the basis of a reasonable commercial assessment. Other revenue reserves formed during the term of this Contract shall be dissolved at the request of the Controlling Entity and used to offset any net loss or loss carryforward or transferred as profit to the extent legally permitted in accordance with Sections 301, 302 of the (valid version of the German Stock Corporation Act (AktG). A transfer of amounts from the release of retained earnings and of profit carryforwards which were formed or arose prior to the commencement of this Contract as well as of capital reserves formed prior to or during the term of this Agreement in accordance with Section 272 para. 2 of the German Commercial Code (HGB) is excluded.*

*3. The obligation on the part of the Subsidiary Company to transfer its entire profit also includes the profit from the sale of all of its assets to the legally permissible extent. This does not apply to profits accruing after the dissolution of the Subsidiary Company.*

*4. The Controlling Entity may demand an advance transfer of profits if and to the extent that an advance dividend could be paid in accordance with the law and the Articles of Association. Insofar as the amounts transferred in advance exceed the actual profit to be transferred in accordance with Section 1 para. 1, the parties agree that this shall be regarded as an interest-bearing loan.*

*5. The valid version of Section 303 of the German Stock Corporation Act (AktG) shall apply analogously.*

## ***Section 2 Loss transfer***

*1. The valid version of Section 302 AktG shall apply.*

## ***Section 3 Preparation of the annual financial statements***

*1. The annual financial statements of the Subsidiary Company must be submitted to the Controlling Entity for information, review and approval before they are adopted.*

*2. The annual financial statements of the Subsidiary Company must be prepared and approved before the annual financial statements of the Controlling Entity.*

*3. If the financial year of the Subsidiary Company ends at the same time as the financial year of the Controlling Entity, the result of the Subsidiary Company to be taken over must, nevertheless, be included in the annual financial statement of the Controlling Entity for the same financial year.*

## ***4 Entry into force, term of contract, termination***

*1. The Contract shall be concluded subject to the approval of the Annual General Meeting of the Controlling Entity and the shareholders' meeting of the Subsidiary Company.*

*2. The Contract shall take effect upon its entry in the commercial register of the Subsidiary Company. The Contract shall apply retroactively from the beginning of the financial year of the Subsidiary Company in which this Contract is entered into the commercial register of the Subsidiary Company.*

*3. The Contract shall be concluded for a period of five years, calculated as of commencement of its validity in accordance with para. 2, sent. 2. If these five years end during a current financial year of the Subsidiary Company, the minimum term of the Contract as per sent. 1 shall be extended until the end of this financial year. The Contract shall continue thereafter for an indefinite period unless it is terminated in writing with six months' notice in compliance with the aforementioned minimum contract period.*

*4. Termination for due cause without notice shall be permitted at any time. Due cause for early termination shall include, in particular, extraordinary grounds for termination under tax law as per Section R 14.5 para. 6 of the German Corporate Income Tax Code 2015 (KStR 2015) or a corresponding provision applicable at the time of the extraordinary termination of this Contract.*

*5. Notice of termination must be issued in writing and electronic form is excluded.*

#### **Section 5 Final provisions**

*1. Amendments and supplements to this Contract must be made in writing in order to be effective, unless notarisation is required, and must be approved by the shareholders' meeting of the Controlling Entity and the Subsidiary Company.*

*2. Should one or more provisions of this contract be or become invalid, void or unenforceable, the parties shall replace the invalid or void provision with a provision that comes as close as possible to the economic purpose of the invalid or void provision.*

*[Location],*

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*Controlling Entity*

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*Controlling Entity*

Tele Columbus Multimedia GmbH & Co. KG is the sole shareholder of RFC Radio-, Fernseh- u. Computertechnik GmbH. Tele Columbus AG holds 99.99% of the shares in Tele Columbus Multimedia GmbH & Co. KG. directly and 0.01% indirectly via Tele Columbus Betriebs GmbH. Therefore, the profit and loss transfer contract must neither include a compensation payment nor a settlement for outside shareholders. The profit and loss transfer contract is concluded for the purpose of establishing financial unity for corporate income tax purposes and requires the approval of the Annual General Meeting of Tele Columbus AG in order to be effective.

The Management Board of Tele Columbus AG and the management of RFC Radio-, Fernseh- u. Computertechnik GmbH have submitted a detailed joint report in accordance with Section 293a of the German Stock Corporation Act (AktG), in which the conclusion of the profit and loss transfer contract and the contract are explained and justified in detail from a legal and economic point of view. The joint report, together with the other documents to be made available in accordance with Section 293f of the German Stock Corporation Act (AktG), will be available online at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> from the day on which the Annual General Meeting is convened.

Therefore, the Management Board and the Supervisory Board propose the following resolution: The profit transfer agreement between Tele Columbus AG and RFC Radio-, Fernseh- u. Computertechnik GmbH, with the latter as profit transferring company, is approved.

**12 Resolution on the approval of the profit and loss transfer agreement with Lehmensiek Kabelnetze & Antennentechnik GmbH**

Tele Columbus AG will conclude a profit and loss transfer contract with Lehmensiek Kabelnetze & Antennentechnik GmbH – as the profit-transferring company – during the 2021 financial year (Profit and loss transfer agreement).

The agreement between the Company and Lehmensiek Kabelnetze & Antennentechnik GmbH will be as follows:

## ***Profit and loss transfer agreement***

*between*

*Tele Columbus AG*

*Kaiserin-Augusta-Allee 108*

*10553 Berlin, Germany*

*represented by the Management Board Dr Daniel Ritz and Eike Walters,*

*– hereinafter referred to as the “Controlling Entity” –*

*and*

*Lehmensiek Kabelnetze & Antennentechnik GmbH*

*Borsigstraße 1-3*

*23560 Lübeck, Germany*

*represented by the Management Dr Daniel Ritz and Eike Walters,*

*– hereinafter referred to as the “Subsidiary Company” –*

### ***Preamble***

*The subsidiary company is a 100% second-tier subsidiary of the Controlling Entity. A profit and loss transfer agreement shall be concluded between the Controlling Entity and the Subsidiary Company. Now therefore, the following contract is concluded:*

### ***Section 1 Profit transfer***

*1. The Subsidiary Company agrees to transfer its entire profit to the Controlling Entity for the first time from the beginning of the financial year in progress at the time of entry of this Contract into the commercial register, subject to the formation or release of reserves in accordance with Section 1 para. 2 of the Contract, during the term of the Contract, taking into account the valid version of Section 301 of the German Stock Corporation Act (AktG).*

*2. The Subsidiary Company may, with the consent of the Controlling Entity, allocate amounts from the annual profit – with the exception of statutory reserves – to retained earnings in accordance with Section 272 para. 3 of the German Commercial Code (HGB) to the extent that this is permissible under commercial law and economically*

*justified on the basis of a reasonable commercial assessment. Other revenue reserves formed during the term of this Contract shall be dissolved at the request of the Controlling Entity and used to offset any net loss or loss carryforward or transferred as profit to the extent legally permitted in accordance with Sections 301, 302 of the (valid version of the German Stock Corporation Act (AktG). A transfer of amounts from the release of retained earnings and of profit carryforwards which were formed or arose prior to the commencement of this Contract as well as of capital reserves formed prior to or during the term of this Agreement in accordance with Section 272 para. 2 of the German Commercial Code (HGB) is excluded.*

*3. The obligation on the part of the Subsidiary Company to transfer its entire profit also includes the profit from the sale of all of its assets to the legally permissible extent. This does not apply to profits accruing after the dissolution of the Subsidiary Company.*

*4. The Controlling Entity may demand an advance transfer of profits if and to the extent that an advance dividend could be paid in accordance with the law and the Articles of Association. Insofar as the amounts transferred in advance exceed the actual profit to be transferred in accordance with Section 1 para. 1, the parties agree that this shall be regarded as an interest-bearing loan.*

*5. The valid version of Section 303 of the German Stock Corporation Act (AktG) shall apply analogously.*

## ***Section 2 Loss transfer***

*1. The valid version of Section 302 AktG shall apply.*

## ***Section 3 Preparation of the annual financial statements***

*1. The annual financial statements of the Subsidiary Company must be submitted to the Controlling Entity for information, review and approval before they are adopted.*

*2. The annual financial statements of the Subsidiary Company must be prepared and approved before the annual financial statements of the Controlling Entity.*

*3. If the financial year of the Subsidiary Company ends at the same time as the financial year of the Controlling Entity, the result of the Subsidiary Company to be taken over must, nevertheless, be included in the annual financial statement of the Controlling Entity for the same financial year.*

## ***4 Entry into force, term of contract, termination***

1. *The Contract shall be concluded subject to the approval of the Annual General Meeting of the Controlling Entity and the shareholders' meeting of the Subsidiary Company.*

2. *The Contract shall take effect upon its entry in the commercial register of the Subsidiary Company. The Contract shall apply retroactively from the beginning of the financial year of the Subsidiary Company in which this Contract is entered into the commercial register of the Subsidiary Company.*

3. *The Contract shall be concluded for a period of five years, calculated as of commencement of its validity in accordance with para. 2, sent. 2. If these five years end during a current financial year of the Subsidiary Company, the minimum term of the Contract as per sent. 1 shall be extended until the end of this financial year. The Contract shall continue thereafter for an indefinite period unless it is terminated in writing with six months' notice in compliance with the aforementioned minimum contract period.*

4. *Termination for due cause without notice shall be permitted at any time. Due cause for early termination shall include, in particular, extraordinary grounds for termination under tax law as per Section R 14.5 para. 6 of the German Corporate Income Tax Code 2015 (KStR 2015) or a corresponding provision applicable at the time of the extraordinary termination of this Contract.*

5. *Notice of termination must be issued in writing and electronic form is excluded.*

#### **Section 5 Final provisions**

1. *Amendments and supplements to this Contract must be made in writing in order to be effective, unless notarisation is required, and must be approved by the shareholders' meeting of the Controlling Entity and the Subsidiary Company.*

2. *Should one or more provisions of this contract be or become invalid, void or unenforceable, the parties shall replace the invalid or void provision with a provision that comes as close as possible to the economic purpose of the invalid or void provision.*

*[Location],*

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*Controlling Entity*

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*Controlling Entity*

Tele Columbus Multimedia GmbH & Co. KG is the sole shareholder of Lehmsiek Kabelnetze & Antennentechnik GmbH. Tele Columbus AG holds 99.99% of the shares in Tele Columbus Multimedia GmbH & Co. KG. directly and 0.01% indirectly via Tele Columbus Betriebs GmbH. Therefore, the profit and loss transfer contract must neither include a compensation payment nor a settlement for outside shareholders. The profit and loss transfer contract is concluded for the purpose of establishing financial unity for corporate income tax purposes and requires the approval of the Annual General Meeting of Tele Columbus AG in order to be effective.

The Management Board of Tele Columbus AG and the management of Lehmsiek Kabelnetze & Antennentechnik GmbH have submitted a detailed joint report in accordance with Section 293a of the German Stock Corporation Act (AktG), in which the conclusion of the profit and loss transfer contract and the contract are explained and justified in detail from a legal and economic point of view. The joint report, together with the other documents to be made available in accordance with Section 293f of the German Stock Corporation Act (AktG), will be available online at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> from the day on which the Annual General Meeting is convened.

Therefore, the Management Board and the Supervisory Board propose the following resolution: The profit transfer agreement between Tele Columbus AG and Lehmsiek Kabelnetze & Antennentechnik GmbH, with the latter as profit transferring company, is approved.



## **Description of the remuneration system for the Management Board members (agenda item 8)**

### Principles and contribution to promoting the business strategy and the long-term development of Tele Columbus AG

Tele Columbus AG (the “Company”) is a leading fibre optic network operator with a reach of 3.3 million connected households. With the PŸUR brand, it offers high-speed Internet, basic and premium TV programs on a digital entertainment platform as well as fixed-line telephony. In addition, the brand also offers customised telecommunication solutions for corporate customers. With its new “Fiber Champion Strategy”, the Company aims to continuously upgrade its network to “fibre-to-the-building/home” (FTTB/H) in order to offer products with higher speed and greater bandwidth, strengthen its relationships with housing industry customers through the improved product offering, and generate additional revenue by making the network available to third parties. Tele Columbus AG’s management system for planning, managing, and controlling the targets is based on the Company’s relevant financial parameters of revenue, EBITDA and capex. In addition, contractually bound residential units are regarded as a key non-financial control variable. Furthermore, other significant performance indicators are used and include RGUs (Revenue Generating Units) or ARPU (Average Revenue Per User).

The remuneration of the Management Board is linked to central key performance indicators regarding the management of Tele Columbus AG. As a consequence, the remuneration system contributes to promoting the business strategy and the long-term development of the Company. In particular, the variable components (annual bonus and share-based remuneration) are oriented on the strategic objectives and serve as effective incentives to strengthen the Company’s operative success and sustainably increase its value.

Accordingly, interests of shareholders and stakeholders are given equal consideration. Moreover, the remuneration system is clear and comprehensible and remunerates the work performed by the Management Board members on the basis of the results achieved.

Overall, the remuneration system reflects the stipulations of the German Stock Corporation Act (AktG) as amended by ARUG II and the remuneration system recommendations for Management Board members in Section G of the German Corporate Governance Code as per the version from 16 December 2019.

### Procedures for determining, implementing and reviewing the remuneration

The Supervisory Board is the committee responsible for the structure of the remuneration system and determines appropriate remuneration for the individual

Management Board members. Accordingly, the duties and services of the individual Management Board members as well as the Company's situation form the framework determining the appropriateness of the remuneration. The Supervisory Board is supported by an external consultant. When appointing external remuneration consultants, the Supervisory Board ensures that they are independent of the Company, the Management Board and associated companies.

All of the Supervisory Board members must act in the Company's best interests and, therefore, may not pursue personal interests or the interests of third parties. The applicable regulations governing the prevention of conflicts of interest, insofar as such conflicts of interest may arise at all in connection with remuneration issues, apply to all decisions regarding the remuneration system and its implementation. In particular, every Supervisory Board member must disclose possible conflicts of interest to the Chairperson of the Supervisory Board.

The Supervisory Board regularly reviews the remuneration system, in particular with regard to its appropriateness, also in relation to comparable companies (horizontal comparison) and within the Company with the senior management team (top management team and directors excluding the Management Board) as well as the staff as a whole and also with a view toward its development over time (vertical comparison).

German companies listed on the MDAX and SDAX, which are comparable to Tele Columbus AG in terms of size and complexity, serve as the comparison group. In terms of size, measured by enterprise value, Tele Columbus AG is at the median of the comparison group.

The remuneration system shall be submitted to the Annual General Meeting for approval in the event of any significant changes to the remuneration system, however at least every four years. If the Annual General Meeting does not approve the remuneration system presented, a revised remuneration system will be presented for resolution at the following Annual General Meeting at the latest.

In accordance with Section 87a para. 2 of the German Stock Corporation Act (AktG), the Supervisory Board may temporarily deviate from the remuneration system if this is necessary in the interest of the Company's long-term well-being. Such deviations from the remuneration system require a corresponding Supervisory Board resolution which specifically explains the necessity for the deviation and why this is in the interest of the Company's long-term well-being. Furthermore, the Supervisory Board resolution must specify the duration of the deviation and the components of the

remuneration system deviated from. If the Supervisory Board temporarily deviates from the remuneration system, it will report on this transparently.

Temporary deviations in the above sense are possible with regard to the performance criteria for the short-term and long-term variable remuneration elements.

#### Overview of remuneration components

The total remuneration consists of three components. Firstly, it consists of a fixed basic remuneration not related to performance including fringe benefits and a contribution for a life insurance policy (fixed components). Secondly, it consists of two variable, performance-related components, namely an annual bonus (short-term incentive; STI) and a share-based bonus (long-term incentive; LTI) with a term of three to four years. In particular, the LTI represents a sustainable incentive for the Management Board members to increase the value of the Company and to align the interests of the shareholders and Management Board members.

As a rule, the basic remuneration comprises between 31% and 33% of the total remuneration (target remuneration). Within the variable remuneration components, the LTI proportion exceeds the STI proportion, which results in a sustainable remuneration with a long term orientation. The target LTI comprises between 46% and 50% of the total remuneration and the target STI between 15% and 16%. Fringe benefits and other elements comprise approximately 5% of the total remuneration. Furthermore, the Supervisory Board also has the right to grant special compensation for exceptional performance.

Whereas the fixed basic remuneration is paid to the Management Board member in twelve monthly instalments regardless of performance, the payment of the variable components depends on the achievement of their respective annual and long-term targets.

If the situation of the Company deteriorates the total remuneration of the Management Board member has been determined to such an extent continuing to grant of all of the remuneration components to the previous amount would be unreasonable for the Company, the Supervisory Board, in accordance with Section 87 para. 2 of the German Stock Corporation Act (AktG) or the court at the request of the Supervisory Board, in the case of Section 85 para. 3 of the German Stock Corporation Act, is entitled to reduce the overall remuneration of the Management Board member.

A maximum remuneration of the total remuneration components must be defined in accordance with Section 87a of the German Stock Corporation Act (AktG). Taking into account the LTI bonus and the annual vesting rate, this amounts to EUR 4,000,000 per year for the CEO and EUR 2,500,000 for the CFO. In the year in which the LTI

bonus is paid out, the maximum possible total remuneration for the CEO is EUR 8,000,000 and for the CFO EUR 5,400,000.

Fixed components	Variable remuneration	
	Annual bonus (STI)	Share-based bonus (LTI)
Basic remuneration	<b>Targets</b> Quantitative 60%-90% e Qualitative Max. 20% ESG 10%-20%	Total Shareholder Return 3-4 years Max. 400% 50% paid in cash, 50% in shares
Fringe benefits		
Contribution for life insurance		
Clawback		
Maximum (Cap)		
Special remuneration option		

**Figure 1: Overview of remuneration components**

### Fixed components

The Management Board members receive an annual fixed basic remuneration, which is paid out in twelve equal monthly instalments at the end of each month, regardless of performance. If an employment relationship lasts less than the full twelve months of a calendar year, the fixed basic remuneration is paid pro rata temporis.

In addition, the Management Board members are contractually entitled to fringe benefits and benefits in kind. These primarily include the use of a company vehicle, also for private purposes, along with the employer's contributions to health insurance as well as the usual insurance benefits. As a pension benefit, the Management Board members receive an annual contribution for a life insurance policy or a pension fund.

### STI

The annual bonus is structured as a short-term incentive and depends on achieving specific objectives or their target values during a financial year. The annual bonus consists of quantitative targets (such as EBITDA, cash flow, etc.), qualitative targets and ESG targets<sup>1</sup>. In consultation with the Management Board member, the

<sup>1</sup> ESG = Environmental, Social and Governmental.

Supervisory Board determines the targets and their weighting every year before the beginning of the respective financial year.<sup>2</sup>

The quantitative targets, in particular, reflect the financial performance of Tele Columbus AG and serve as key indicators for the success of the strategy and the Company's long-term successful development. The use of relevant key performance indicators encourages the connection between remuneration and the company's sustainable development. Due to the fact that the Company's strategy is aimed toward expanding its fibre optic network, efficient use of investments and increasing cash flow to finance the investments while maintaining or increasing profitability is essential for the successful implementation. Linking the STI to capex, cash flow and EBITDA KPIs encourages the implementation of the strategy.

Whereas quantitative targets account for 60% to 90% of the STI, qualitative targets account for a maximum of 20% and thus ESG targets amount to a minimum of 10% to a maximum of 20% of the STI. On one hand, this weighting ensures the focus on operational value creation. On the other hand, it also takes into account social and ecological aspects.

The annual bonus is calculated on the basis of the respective achievement of the individual targets, whereby their individual achievement is determined and then multiplied by the corresponding weighting with respect to the total STI. This then represents the respective bonus component. The sum of the three bonus components then represents the total annual bonus.

A target must be achieved by at least 80%, otherwise the corresponding bonus component is not applicable. If the target is achieved to 100%, the bonus component corresponds to the share of the respective target in the total STI (weighting of the respective target multiplied by 1). Target achievement between 80% and 100% is interpolated linearly and the corresponding target achievement is multiplied by the weighting. A maximum target achievement of 150% is possible. In this case and if a target is achieved by more than 150%, the bonus component is a maximum 150% of the STI proportion. Target achievement between 100% and 150% is also interpolated linearly.

If a Management Board member does not work for the Company for the full 12 months during a financial year, the annual bonus is reduced pro rata temporis. The annual bonus is paid within one month of the approval of the consolidated financial statements for the relevant financial year.

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<sup>2</sup> For example, in 2021, the "Core revenues" (15%), "Reported EBITDA" (20%), "eNPS index" (10%), "Operative cash flow" (15%), "Weighted U-NPS" (10%), "Green power conversion" (10%) and "Leadership behaviour" (20%) targets are used and apply equally to both Management Board members.

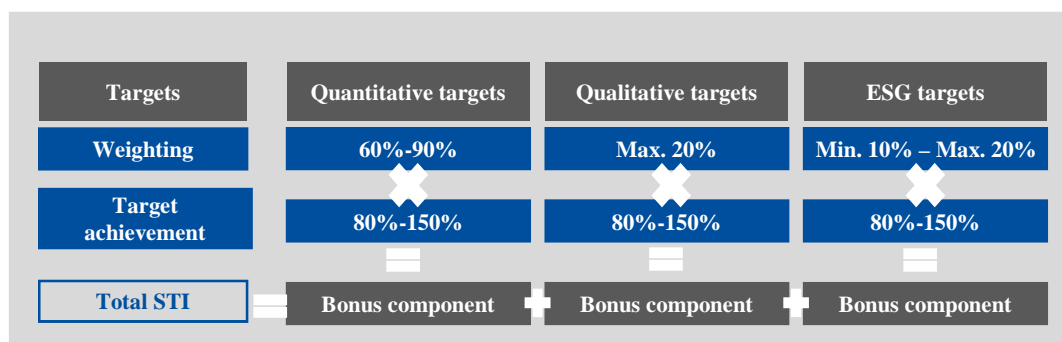


Figure 2: STI function

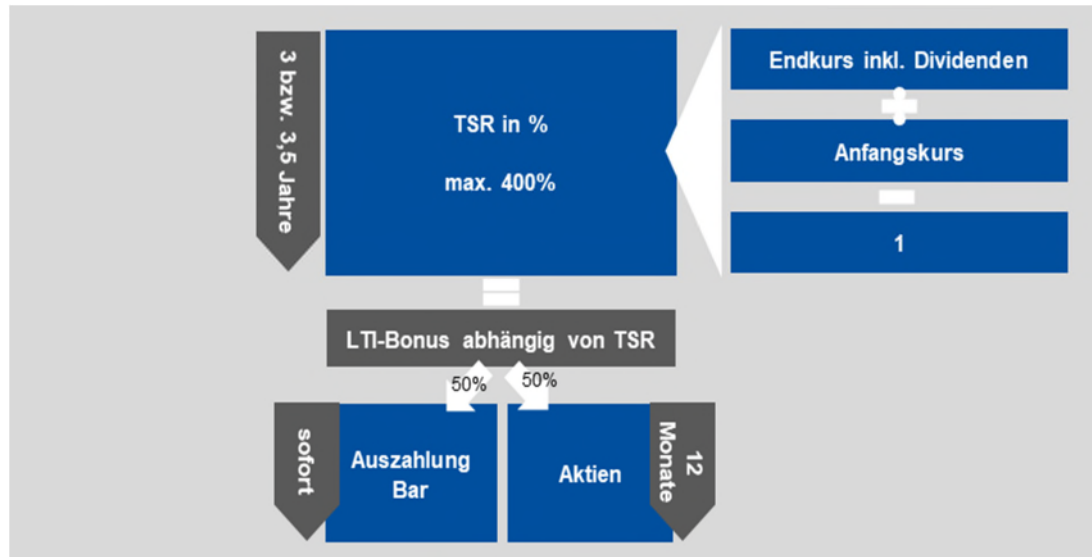
## LTI

Whereas the annual bonus rewards the performance for a single financial year, the long-term component of the variable remuneration is intended for a duration of three years for the CEO and 3.5 years for the CFO (performance period). At the end of the period, half of the LTI bonus is made available to the Management Board member in cash after deduction of taxes and contributions and the other half is paid in shares in Tele Columbus AG. These shares are subject to a 12-month holding period in order to create a further incentive for the Management Board members to align their actions with the Company's long-term development. In the process, Tele Columbus AG acquires shares in the Company on behalf of and for the account of the Management Board member or offers the Management Board member shares from a share buyback or a capital increase. This takes place within one month after the final share price has been determined. Together with a 12-month holding period regarding the shares paid as the LTI bonus, the Management Board members can, therefore, dispose of the entire LTI entitlement after a period of four years (CEO) or 4.5 years (CFO).

The LTI depends on the total shareholder return (TSR), namely the increase in the share price including all dividends throughout the corresponding period. In combination with the multi-year assessment period and the additional holding period, the Management Board remuneration, therefore, makes a significant contribution to focusing on the long-term development of Tele Columbus AG. This connection between the Management Board remuneration and the Company's success adequately addresses the objective of ensuring that the interests of the Management Board align with those of the shareholders. Orienting the remuneration on the TSR creates adequate incentives for a sustainable increase in the Company's value.

The TSR within the performance period is the target for the LTI and is calculated by dividing the closing share price by the opening price, subtracting one and adjusting for exceptional effects. The initial price corresponds to the volume-weighted average closing price of a Company share during the 90 Xetra trading days preceding the cut-off date at the beginning of the LTI period. The same applies to the final price, which corresponds to the volume-weighted average closing price of a Company share during

the 90 Xetra trading days preceding the cut-off date at the end of the performance period plus the gross amount of all dividends per share since the LTI was granted. Below a certain TSR (hurdle), a Management Board member does not receive an LTI bonus. An LTI bonus has a maximum TSR of 400% (cap), whereas the target values for the two Management Board members are different. Values in between are calculated using linear interpolation.



**Figure 3: LTI function**

### Change of control, leaver regulations and clawback

In the event of a change of control, a Management Board member may demand early settlement of the LTI bonus but only within four weeks of the change of control taking effect. In this case, the purchase price of the takeover bid is the final price.

Furthermore, generally applicable leaver regulations apply with regard to the LTI when a member leaves the Management Board. For example, a bad leaver does not receive an LTI and a good leaver only receives the pro rata temporis share earned. A bad leaver case exists, in particular, if the Company terminates the Management Board member's employment for due cause in accordance with Section 626 of the German Civil Code (BGB) for which the Management Board member is responsible or if the Management Board member resigns from office without due cause and also in the event of a material breach of essential duties.

In addition, the Management Board contracts include retention and clawback provisions. If a Management Board member breaches material duties towards the Company (in particular breach of the non-competition and non-solicitation clause and the duty of confidentiality) or breaches material post-contractual duties or if a bad leaver case is subsequently established due to material breach of duty, the LTI bonus already paid must then be repaid to Tele Columbus AG (clawback). The option expires at the latest three years after payment. Any claims for damages on the part of the

Company against the Management Board member, in particular as per Section 93 para. 2 of the German Stock Corporation Act (AktG), remain unaffected.

#### Remuneration-related legal transactions & further details

The contracts of the Management Board members have a term of between three and four years.

If a Management Board member leaves prematurely due to the premature termination of the contract, the payment of any outstanding variable remuneration components attributable to the period up until the termination of the contract will be made in accordance with the originally agreed targets and comparison parameters and in accordance with the due dates or holding periods specified in the contract (in particular for the LTI).

If the contract is terminated prematurely without due cause and an additional payment to the Management Board member has been agreed, this payment, together with the outstanding payments for the variable remuneration components, may not exceed the value of twice the annual remuneration (basic remuneration incl. fringe benefits) and may not exceed the value of the remuneration for the remaining term of the contract (severance payment cap). Possible compensation for non-competition will be offset. The remuneration presented in this remuneration system covers all of the activities of the Management Board members and also other roles within the Group and the activities of the respective Management Board members.

The contracts also stipulate a D&O insurance policy that includes the minimum deductible rate as required in accordance with Section 93 para. 2 sent. 3 of the German Stock Corporation Act (AktG).

Immediately after a resolution of the Annual General Meeting approving the remuneration system, the resolution and the remuneration system will be made publicly available free of charge via the Tele Columbus AG website in accordance with Section 120a para. 2 of the German Stock Corporation Act (AktG) for the duration of the validity of the remuneration system, however for at least ten years.



## **Description of the remuneration system for the Supervisory Board members (agenda item 10)**

Section 18 of the Articles of Association (with the version resulting from the amendment proposed under agenda item 9) governs the remuneration of the Supervisory Board members:

### *Section 18 Remuneration of the Supervisory Board*

- 1. In addition to reimbursement of their expenses, each Supervisory Board member shall receive a fixed annual remuneration to the amount of EUR 33,000. The Chairperson of the Supervisory Board shall receive EUR 75,000 per year.*
- 2. Additionally, for membership in a Supervisory Board committee*
  - a) the Chairperson of the Audit Committee shall receive EUR 12,000 and each other member of the Audit Committee shall receive EUR 4,000; and*
  - b) the Chairperson of the Executive Committee shall receive EUR 5,000.*
- 3. The additional remuneration requires that the committee has convened during the relevant financial year.*
- 3. Supervisory Board members who have not belonged to the Supervisory Board or a committee for a full financial year or have not chaired the committee shall receive the remuneration set out in para. 1 and 2 pro rata temporis to the amount of one twelfth for each month or part thereof of their activity.*
- 4. Furthermore, the Supervisory Board members shall receive an attendance fee of EUR 1,000 per meeting day for each meeting of the Supervisory Board and its committees attended in person. To the extent that the meetings of the Supervisory Board do not take place in person but only virtually (in particular, if a meeting is held only via telephone or only by video conference), the Supervisory Board members shall receive (i) no attendance fee if the meeting did not last more than one hour, (ii) half of the attendance fee if the meeting lasted more than one hour but not more than two hours, and (iii) the full attendance fee if the meeting lasted two hours or more. Members who do not attend meetings of the Supervisory Board that take place physically in person (in particular by participating via telephone or video conference) always receive only 25% of the attendance fee, whereby participation solely through the delivery of a voting message does not give rise to an entitlement to an attendance fee. The attendance fee shall be paid only once for multiple meetings held on the same day.*

5. *The remuneration in accordance with para. 1 and 2 is due at the end of each financial year. The attendance fee specified in para. 4 shall be payable after the respective meeting.*
6. *The Company shall reimburse each Supervisory Board member for the value-added tax payable on their remuneration.*
7. *The Supervisory Board members are included in a financial loss liability insurance policy for executive bodies and certain executives (D&O insurance) with an appropriate deductible rate, which is maintained by the Company in the interest of the Company. The premiums are paid by the Company.*

The Management Board and the Supervisory Board are of the opinion that this fixed non-performance-based remuneration of the Supervisory Board, as stipulated in the Articles of Association, has proven its worth. This model is practised by the majority of listed companies and corresponds to the suggestion G.18 p. 1 of the German Corporate Governance Code (DCGK). Furthermore, in accordance with Recommendation G.17 of the German Corporate Governance Code (DCGK), any additional work arising from activities as the chairperson and/or in a committee are remunerated additionally. The Management Board and Supervisory Board also continue to regard the amount of the fixed remuneration for the individual Supervisory Board members, as well as the increased remuneration for the Chairperson as be appropriate.

In the opinion of the Management Board and the Supervisory Board, the remuneration of the Supervisory Board members reflects the responsibility of the Supervisory Board members and the Company situation, in particular taking into account the remuneration regulations of comparable listed companies. This enables the best possible monitoring and advice of the Management Board. This, in turn, contributes significantly to a successful business strategy and the long-term success of the Company.

The new regulations governing attendance fees take account of the fact that, even after the coronavirus pandemic, an increasing number of meetings will be held via video conference in the future. This provision ensures clarity regarding how Supervisory Board meetings that are not conducted with physical presence shall be treated with regard to the attendance fee.

## **Further information regarding the convocation**

### **Total number of shares and voting rights at the time of convocation**

At the time at which the Annual General Meeting is convened, Tele Columbus AG has a share capital of EUR 127,556,251.00. The share capital is divided into 127,556,251 no-par value registered shares with a pro rata amount of the share capital of EUR 1.00 per share. In accordance with Section 21 para. 1 of the Articles of Association, each share grants one vote at the Annual General Meeting. The Company does not hold any treasury shares at the time of convocation.

### **Holding the Annual General Meeting without the physical presence of the shareholders and their proxies (virtual Annual General Meeting).**

On the basis of the COVMG, the Management Board resolved on 20 April 2021, with the approval of the Supervisory Board on 22 April 2021, to hold a virtual Annual General Meeting without the physical presence of the shareholders and their proxies.

The chairperson of the meeting, the CEO Dr Daniel Ritz, the CFO Mr Eike Walters, a Company-appointed proxy and the notary recording the minutes are expected to be physically present at the Company's premises at Kaiserin-Augusta-Allee 108, 10553 Berlin, Germany. The Supervisory Board will also be present to the extent possible and permissible. If it is not possible for the Supervisory Board to attend physically, the Supervisory Board will take part in the Annual General Meeting online. Shareholders or their proxies (with the exception of the Company-appointed proxy) will not receive access to this location but will participate purely virtually via a platform provided by Tele Columbus AG at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> (“**AGM Portal**”). The entire Annual General Meeting will be broadcast with video and audio. Please also note the technical information at the end of this invitation announcement.

### **Publication on the Company's website in accordance with Section 124a of the German Stock Corporation Act (AktG)**

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting and further information regarding the Annual General Meeting are available via the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> from the time the Annual General Meeting is called and will also be available there during the Annual General Meeting. Any counter motions, election proposals and supplementary motions of shareholders received by the Company and subject to publication will also be made available on the above-mentioned website and will also be accessible there during the Annual General Meeting. The Annual General Meeting can be viewed live in full length with audio and sound at the above-mentioned Internet address. The website also provides access to the AGM portal, which enables shareholders to exercise

their voting rights prior to the Annual General Meeting. The voting results will also be published at this Internet address after the Annual General Meeting.

### **Registration for the virtual Annual General Meeting**

Only those shareholders who are registered in the share register on the day of the Annual General Meeting and who have registered in due time before to the Annual General Meeting are entitled to participate in the virtual Annual General Meeting and to exercise their voting rights. The registration must be carried out in text form (Section 126b of the German Civil Code (BGB)) and must be in German or English.

The registration must be received by the Company at the following address no later than 21 May 2021, 24:00 hours CEST:

Tele Columbus AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 633  
E-mail: [telecolumbus@better-orange.de](mailto:telecolumbus@better-orange.de)

Registration can be made via the AGM portal at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> by 21 May 2021, 24:00 hours CEST at the latest. Shareholders who wish to register via the AGM portal will need their user ID and the corresponding password. The information regarding the use of the AGM portal will be sent to the shareholders together with the letter of invitation to the Annual General Meeting.

Authorised intermediaries (e.g. banks), shareholders' associations and persons, institutions or companies equivalent to these in accordance with Section 135 para. 8 of the German Stock Corporation Act (AktG) may only exercise the voting right for shares which do not belong to them but for which they are registered as the holder in the share register on the basis of an authorisation by the shareholder.

Further information regarding the registration procedure can be found in the letter of invitation to the Annual General Meeting sent to the shareholders.

### **Free availability of shares and technically relevant record date**

The shares are not blocked by registering for the Annual General Meeting. Shareholders remain entitled to dispose of their shares even after they have registered for the Annual General Meeting. The shareholding recorded in the share register on the day of the Annual General Meeting is decisive for participation and voting rights. This will correspond to the holdings at the end of the last day of the registration period, as orders for the rewriting of the share register

received by the Company after the end of the registration closing date in the period from 22 May 2021, 24:00 hours CEST up to and including 28 May 2021, 24:00 hours CEST will not be processed and considered with effect until after the Annual General Meeting on 28 May 2021 (rewrite stop). The Technical Record Date is therefore the end of 21 May 2021, 24:00 hours CEST.

### **Authorisation and proxy**

Shareholders may also have their voting rights exercised at the Annual General Meeting by a proxy, namely by a Company-appointed proxy (see below for further details) or by an intermediary, an association of shareholders or an outside third party. Proxies are not permitted to physically attend the Annual General Meeting. They may only exercise the voting right for shareholders that they represent by means of (electronic) absentee voting or by granting (sub)authorisation to the Company-appointed proxy. If a shareholder authorises more than one person, the Company may reject one or more of these people.

Until the beginning of the Annual General Meeting, the proxy must be granted, revoked and the proof of authorisation submitted to Company in text form in accordance with Section 21 para. 2 of the Articles of Association (Section 126b of the German Civil Code (BGB)). Exceptions from the text form requirement may exist for intermediaries in accordance with Section 135 of the German Stock Corporation Act (AktG) (e.g. banks), shareholders' associations or equivalent persons or institutions, cf. Section 135 para. 8 of the German Stock Corporation Act (AktG), Section 125 para. 5 of the German Stock Corporation Act (AktG). Therefore, we ask our shareholders to contact intermediaries (e.g. banks), shareholders' associations or equivalent persons or institutions and reach an agreement regarding the form of proxies.

Shareholders may also use the registration form sent to them together with the invitation letter to appoint a proxy. In addition, proxies may be issued electronically by means of the AGM portal. The information regarding the use of the AGM portal will be sent to the shareholders together with the letter of invitation to the Annual General Meeting. The proxy forms are also available on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/>.

Timely registration by the shareholder or the proxy is also required in the case of proxy voting. If a proxy is not granted until after the registration deadline has expired, the proxy no longer needs to be registered but may exercise the voting rights of the shareholder irrespective of their own registration, provided that the shareholder was registered in good time. For the proxy to use the password-protected Internet service, the proxy must receive the corresponding login information. In this case, the granting of the proxy is not subject to the written form.

Shareholders may also authorise the Company-appointed proxy ("**proxy**") to exercise their voting rights. In this case, the shareholder must also register for the Annual General Meeting

in due time in accordance with the above-mentioned provisions. The proxy will only exercise voting rights on the basis of explicit and unambiguous instructions. Therefore, shareholders must issue explicit and unambiguous instructions regarding the agenda items for which they wish to exercise their voting rights. The proxy must vote in accordance with these instructions. If an individual vote takes place on an item on the agenda, any instruction issued in this regard shall apply to each individual sub-item. In the absence of explicit and unambiguous instructions, the proxy will abstain from voting on the respective voting item. The proxy will not accept any instructions to file objections against resolutions of the Annual General Meeting or to ask questions or propose motions. The proxy is only available for voting on such proposals for resolutions by the Management Board, Supervisory Board or shareholders that have been announced with this invitation or later in accordance with Section 124 para. 1 or para. 3 of the German Stock Corporation Act (AktG).

Proxies and instructions to the proxy must be in text form (Section 126b of the German Civil Code (BGB)). These can be issued, changed or revoked by 27 May 2021, 24:00 hours CEST at the latest, using the proxy and instruction form provided for this purpose with the registration form sent with the letter of invitation to the Annual General Meeting at:

Tele Columbus AG  
c/o Better Orange IR & HV AG  
Haidelweg 48, 81241 Munich  
Germany  
Fax: +49 (0)89 889 690 633  
E-mail: [telecolumbus@better-orange.de](mailto:telecolumbus@better-orange.de)

The date of receipt by the Company is definitive.

Proxies may also be issued to the proxies electronically using the AGM portal up until the start of voting on the day of the Annual General Meeting. Proxies issued to the proxy via the AGM portal can be amended or revoked up until the start of voting.

All other permissible forms of participation and representation are not affected by this offer to exercise voting rights by proxy. Further details regarding the exercise of voting rights by proxy can also be found on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/>.

### **Procedure for (electronic) absentee voting**

Shareholders recorded on the share register may cast their votes via absentee voting. Only those registered shareholders who have registered in due time in accordance with the above-mentioned provisions are entitled to exercise their voting rights by absentee voting. Banks, shareholders' associations and persons, institutions or companies equivalent to these in

accordance with Section 135 para. 8 of the German Stock Corporation Act (AktG) may also use absentee voting.

Prior to and during the virtual Annual General Meeting, voting rights may then be exercised by means of electronic absentee voting via the password-protected Internet service on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> in accordance with the procedures stipulated for this purpose. This electronic absentee voting option will be available until the start of voting at the virtual Annual General Meeting on 28 May 2021.

Any votes previously cast by means of electronic absentee voting via the password-protected Internet service on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/> can also be changed or revoked during the virtual Annual General Meeting up until the start of voting.

Casting votes by means of electronic absentee voting is limited to voting on the resolution proposals of the Management Board and/or the Supervisory Board announced in the convocation note of the virtual Annual General Meeting and on resolution proposals from shareholders announced with a possible addition to the agenda in accordance with Section 122 para. 2 of the German Stock Corporation Act (AktG) as well as on any counter motions and election proposals from shareholders received in due time which are deemed to have been submitted at the virtual General Meeting.

If an individual vote is held on an agenda item without this having been announced prior to the Annual General Meeting, a vote regarding this agenda item as a whole issued by means of electronic absentee voting shall also be regarded as a corresponding vote for each item of the individual vote.

If an explicit or unambiguous vote is not cast on an agenda item via absentee voting, this is regarded as an abstention for this agenda item. If the Company receives multiple votes via electronic absentee voting for the same shareholding, the last formally valid vote via electronic absentee voting will be deemed binding.

**Shareholders' rights in accordance with Section 122 para. 2 of the German Stock Corporation Act (AktG), Section 126 para. 1 of the German Stock Corporation Act (AktG), Section 127 of the German Stock Corporation Act (AktG) and Section 131 para. 1 of the German Stock Corporation Act (AktG); additions to the agenda in accordance with Section 122 para. 2 of the German Stock Corporation Act (AktG)**

Motions for additions to the agenda in accordance with Section 122 para. 2 of the German Stock Corporation Act (AktG)

Shareholders whose cumulative shares amount to one-twentieth of the share capital or the pro rata amount of EUR 500,000.00 (this corresponds to 500,000 shares) may request that items be

placed on the agenda and announced. The request must be submitted to the Management Board of the Company in writing or in electronic form in accordance with Section 126a of the German Civil Code (BGB) (namely with a qualified electronic signature) and must have been received by the Company by 13 May 2021, 24:00 hours CEST. Corresponding written requests must be sent exclusively to the following address:

Tele Columbus AG  
Attn. Anja Winter  
Kaiserin-Augusta-Allee 108, 10553 Berlin  
Germany

or in electronic form by e-mail in accordance with Section 126a of the German Civil Code (BGB) to [Anja.Winter@pyur.com](mailto:Anja.Winter@pyur.com).

Requests for additions to the agenda that are submitted to another address or are formally incorrect will not be considered. Each new item for the agenda must be accompanied by a justification or a resolution proposal. The motion must be signed by all of the shareholders who together reach the quorum of five percent of the share capital or the pro rata amount of EUR 500,000.00, or by their duly appointed representatives. In all other respects, reference is made to the requirements of Section 122 para. 1 sent. 3 in conjunction with para. 2 sent. 1 and Section 70 of the German Stock Corporation Act (AktG). The announcement and distribution of requests for additions to the agenda shall be made in the same manner as for convening the meeting.

Motions and election proposals in accordance with Section 126 para. 1 and 127 of the German Stock Corporation Act (AktG)

Every shareholder has the right to submit countermotions to resolutions proposed by the Management Board and/or Supervisory Board on specific items on the agenda as well as election proposals for the election of Supervisory Board members or auditors. Such countermotions and election proposals, including the name of the shareholder, must be made accessible by the Company in accordance with Sections 126 para. 1 and 127 of the German Stock Corporation Act (AktG) if they are submitted to the Company via:

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

by 13 May 2021, 24:00 hours CEST at the latest and otherwise comply with the statutory requirements. This includes, in particular, that countermotions (but not election proposals) must be justified. Sections 126 para. 2 and 127 sent. 1 and 3 of the German Stock Corporation



Act (AktG) also regulate the conditions under which countermotions and election proposals do not have to be made available. In accordance with the statutory regulations, the information is made available on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/>. Any statements by the management regarding countermotions and election proposals will also be published at the above-mentioned Internet address.

Given that it is held as a virtual Annual General Meeting in accordance with Section 1 para. 2 COVMG, a repetition of the motion during the Annual General Meeting is not necessary. Instead, the Company will treat countermotions and election proposals from properly registered shareholders to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act (AktG) as part of the virtual Annual General Meeting as though they had been submitted during the Annual General Meeting. This also applies to countermotions to items on the agenda that have been placed on the agenda at the request of a minority of shareholders in accordance with Section 122 para. 2 of the German Stock Corporation Act (AktG) on the basis of permissible and timely amendments to the agenda.

Countermotions may not be proposed or distributed during the virtual Annual General Meeting.

#### Shareholders' right to information in accordance with Section 131 para. 1 of the German Stock Corporation Act (AktG) in conjunction with Section 1 para. 2 sent. 2 COVMG

Shareholders do not have a right to information in accordance with Section 131 para. 1 of the German Stock Corporation Act (AktG) in the context of the virtual Annual General Meeting (without the physical presence of the shareholders or their proxies). However, properly registered shareholders or their proxies have a right to ask questions in accordance with Section 1 para. 2 sent. 1 no. 3 COVMG. The questions must be submitted in advance via electronic communication in German no later than one day before the meeting, i.e. by 26 May 2021, 24:00 hours CEST. The AGM portal can be used for this purpose. Submission of the questions in any other form or at a later time is excluded.

In accordance with Section 1 para. 2 sent. 2 of the COVMG, the Management Board may decide which questions it answers and how at its own reasonable discretion. In particular, the Management Board is not required to answer all questions. Instead, it may summarise questions and select questions in the interest of the other shareholders.

The Management Board reserves the right to state the name the questioners when answering the question. Shareholders who do not agree to this have the option of objecting their names being revealed via the shareholders' portal.

#### **Objection option by shareholders or their proxies**

Shareholders still retain their ability to voice their objections. These can be declared via a separate area in the AGM portal. The objection must be submitted during the Annual General

Meeting. Accordingly, the shareholder must make it sufficiently clear that they have adequate concerns regarding the legality of one, several or all of the resolutions adopted at the Annual General Meeting. The objection must clearly state the resolution against which the objection is directed. The shareholder need not use the word “objection”.

The Company would like to point out once again that the Company-appointed proxy by the does not accept any instructions to submit objections.

### **Further explanations**

Further explanations of the shareholders’ rights in accordance with Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act (AktG) are available on the Company’s website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/>.

### **Technical information regarding the virtual Annual General Meeting**

To view the virtual Annual General Meeting, use the AGM portal and exercise your shareholder’s rights, you require an Internet connection and an Internet-capable device. In order to be able to optimally view the video and audio transmission of the Annual General Meeting, the Company recommends a stable Internet connection with adequate transmission speed.

If you use a computer to receive the video and audio transmission of the virtual Annual General Meeting, you will need an Internet browser and loudspeakers or headphones. Your browser must support a secure internet connection (SSL). Furthermore, JavaScript must be activated and cookies must be accepted.

To access the password-protected AGM portal, you require your individual login information, which you will receive with the letter of invitation to the Annual General Meeting. Using this login information, you can log in to the AGM portal via the login page.

Shareholders will receive further details about the AGM portal and the terms of registration and use together with the letter of invitation to the Annual General Meeting or on the Internet at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2021/>.

### **Note regarding the availability of the video and audio transmission**

Shareholders or their proxies may view the Annual General Meeting in full length live with video and audio on 28 May 2021, from 10:00 hours CEST onwards, following proper registration via the AGM portal. Given the current state of technology, the video and audio transmission of the Annual General Meeting and the availability of the AGM portal may be subject to fluctuations due to restrictions in the availability of the telecommunication network and third-party Internet services, over which the Company has no influence. Therefore, the Company assumes no warranty or liability for the functionality and constant availability of the

Internet services and network elements of third parties used, the video and audio transmission as well as the access to the AGM portal and its general availability. The Company also accepts no responsibility for errors and defects in the hardware and software used for the AGM portal, including those of the service companies used, unless intent exists. To the extent that data protection or security considerations make it absolutely necessary, the Chairperson of the Annual General Meeting reserves the right to interrupt or completely stop the virtual Annual General Meeting.

### **Information on data protection**

The Company processes the personal data of its shareholders and any proxies in order to prepare and hold its Annual General Meeting. This data includes, in particular the name, first name, place of residence or address, any e-mail address, the respective shareholding, the admission ticket number and the granting of any voting proxies. Depending on the situation, other personal data may also be considered.

Company is the controller for the data processing. The purpose of the data processing is to enable shareholders and proxies to participate in the Annual General Meeting and to exercise their rights before and during the Annual General Meeting. The legal basis for the data processing is Section 6 para. 1 sent. 1 lit. c of Regulation (EU) 2016/679 of 27 April 2016 (EU General Data Protection Regulation – “**GDPR**”).

On the occasion of its Annual General Meeting, the Company hires the services of various service providers and consultants. These only receive such personal data from the company as is necessary for the execution of the respective task. The service providers and consultants process this data exclusively in accordance with the Company’s instructions. All employees of Tele Columbus AG and the employees of the commissioned service providers and consultants who have access to and/or who process personal data must treat this data confidentially. In addition, personal data will be made available to shareholders and proxies attending the Annual General Meeting in accordance with the statutory provisions, namely via the list of participants.

Personal data will be stored for as long as required by law or for as long as the Company has a legitimate interest in storing such data, for example in the event of disputes in or out of court arising from the Annual General Meeting. The personal data will then be deleted.

Under certain legal conditions, affected shareholders and proxies have a right to information, correction, restriction, objection and deletion of their personal data or its processing, as well as a right to data transfer in accordance with Chapter III of the GDPR. Furthermore, they have the right to submit a complaint to the Company as the controller and with the data protection supervisory authority in accordance with Art. 77 GDPR.

The contact details of the Company as the controller are:

Tele Columbus AG  
Anja Winter  
Kaiserin-Augusta-Allee 108  
10553 Berlin, Germany

You can contact our data protection officer at:

MORGENSTERN Rechtsanwaltsgesellschaft mbH  
Sabine Pernikas  
– Data Protection Officer –  
Große Himmels-gasse 1  
67346 Speyer, Germany  
E-mail: [datenschutz@pyur.com](mailto:datenschutz@pyur.com)

Berlin, April 2021  
Tele Columbus AG  
The Management Board