

Tele Columbus AG

Invitation to the Annual General Meeting of Tele Columbus AG, Berlin
– ISIN DE000TCAG172 / WKN TCAG17 –

Dear Shareholders,

you are cordially invited to attend the

Annual General Meeting of Tele Columbus AG

on **Thursday, 29 August 2019** at 11:00 a.m.,
at “Tagungswerk”, Lindenstraße 85, 10969 Berlin

Agenda

- 1. Presentation of the adopted annual financial statement of Tele Columbus AG, the approved consolidated annual financial statements and the combined management report for Tele Columbus AG and the Group, including the explanatory report of the Management Board on the information required pursuant to Sec. 289a paras. 1 and 2, Sec. 315a paras. 1 and 2 German Commercial Code (*Handelsgesetzbuch - HGB*) as well as the report of the Supervisory Board for the financial year 2018.**

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements prepared by the Management Board. The annual financial statements are thus adopted according to Sec. 172 sent. 1, half sentence 1 German Stock Corporation Act (*Aktiengesetz - AktG*). Therefore no resolution by the Annual General Meeting is necessary on this Agenda item.

As of the day on which the invitation to the Annual General Meeting is published, the aforementioned documents are available on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/>. Upon request, copies will be provided to each shareholder free of charge and without undue delay. They will also be available at the Annual General Meeting and will be explained in greater detail by the Management Board and - as regards the report by the Supervisory Board - by the chairman of the Supervisory Board.

- 2. Resolution on the discharge of the members of the Management Board for the financial year 2018**

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board of Tele Columbus AG in office in the 2018 financial year be ratified for this period.

- 3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2018**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of Tele Columbus AG in office in the 2018 financial year be ratified for this period.

4. Resolution on the appointment of the annual auditor and the group auditor for the financial year 2019 as well as the auditor for the audit review of the financial reports in the course of the year.

Based in each instance on the recommendation of the Audit Committee, the Supervisory Board proposes that the audit firm Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin, is appointed

- a) as annual auditor (HGB) and group auditor (IFRS) for the financial year 2019,
- b) as auditor for the review of the condensed interim consolidated financial statements and the Group interim management report for the financial year 2019, as far as these are reviewed, and
- c) as auditor for the review of any additional condensed interim consolidated financial statements and Group interim management reports for the quarters which end before the date of the Annual General Meeting in the financial year 2020, as far as these are reviewed.

The audit committee has declared in its recommendation that the recommendation is not influenced by any improper interference of a third party and that no clause restricting its choice within the meaning of Art. 16 para 6 of the EU statutory auditor regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) has been imposed on it.

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin, declared vis-à-vis the Supervisory Board that no business, financial, personal and other relationships between itself, its organs and auditors, on the one hand, and the company and its governing body, on the other, which may give rise to doubt its independence.

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin, was appointed by the Annual General Meeting on 21 June 2017 as the group auditor of Tele Columbus AG for the first time.

5. Amendments to the Articles of Association of Tele Columbus AG regarding the size of the Supervisory Board

According to Sec. 9 no. 1 of the Articles of Association of Tele Columbus AG, the Supervisory Board shall consist of eight members. The enlargement of the Supervisory Board from six to eight members was resolved upon by the Annual General Meeting in 2016 to enable the then new majority shareholder, United Internet Investments Holding AG & Co. KG, a subsidiary of United Internet AG, to propose candidates of its trust for the election, taking into account that none of the members elected until the end of this year's

Annual General Meeting would have to resign from office. Since an election of all members of the Supervisory Board takes place at this year's Annual General Meeting, it is no longer necessary to maintain the enlarged Supervisory Board. The Supervisory Board and the Management Board are of the opinion that a Supervisory Board consisting of six members can act efficiently and corresponds to the competence profile adopted by the Supervisory Board. Therefore, the Supervisory Board and the Management Board recommend the reduction in size of the Supervisory Board to six members.

The Management Board and the Supervisory Board propose to adopt the following resolution:

Sec. 9 no. 1 of the Articles of Association of Tele Columbus AG is reformulated as follows:

"1. The supervisory board shall consist of 6 members."

6. Amendments to the Articles of Association of Tele Columbus AG regarding the adoption of resolutions of the Supervisory Board

Sec. 15 no. 5 of the Articles of Association provides a simple majority for the adoption of a resolution of the Supervisory Board, unless otherwise stipulated by law. Since an equality of votes, and hence a stalemate, may easily occur in the case of eight or, as proposed under agenda item 5, six members of the Supervisory Board, it is usually provided for such cases that the vote of the chairman of the Supervisory Board shall be decisive for the resolution. Therefore, following a possible new discussion and a second voting, he shall be given two votes in such second voting. To prevent possible stalemates while passing a resolution of the Supervisory Board of the Company, a corresponding provision shall also be included in the Articles of Association of the Company.

The Management Board and the Supervisory Board propose to adopt the following resolution:

The following two sentences are added after the last sentence of Sec. 15 no. 5 of the Articles of Association of Tele Columbus AG:

"If a vote leads to an equality of votes, a new discussion shall be held only if decided by the majority of the members of the Supervisory Board. Otherwise, a new voting must be taken immediately. Should an equality of votes occur also in the repeated voting on the same agenda item, the chairman of the Supervisory Board shall have two votes."

7. Elections to the Supervisory Board

At the end of the Annual General Meeting on 29 August 2019, the term of office of the current five Supervisory Board members elected by the Annual General Meeting ends. Three of the originally eight Supervisory Board members elected by the Annual General Meeting have resigned from offices prior to the Annual General Meeting at the end of 3 October 2018 (Frank Krause and Dr. Volker Ruloff) and at the end of 2 April 2019 (Frank Donck).

According to Sec. 96 para. 1 AktG and Sec. 9 no. 1 of the Articles of Association of Tele Columbus AG, the Supervisory Board consists of eight and, following the amendment of the Articles of Association as proposed under agenda item 5, six members, who are elected by the Annual General Meeting. The Annual General Meeting is not bound by the election proposals.

Election proposals of the Supervisory Board

The Supervisory Board proposes in accordance with the proposals of its Nomination Committee to elect the persons listed below as members of the Supervisory Board until the end of the Annual General Meeting resolving on their discharge for the financial year 2023.

The nominations take into account the objectives set forth by the Supervisory Board in March 2019 regarding its composition and seek to fulfill the competences profile developed by the Supervisory Board for the entire board. In accordance with the competence profile, the member of the Supervisory Board shall provide a large scale of experiences and technical expertise and shall be able to devote the expected amount of time required for the membership in the Supervisory Board. To prevent conflicts of interest, members of the Supervisory Board must not assume board or consulting functions of or with material competitors of Tele Columbus AG. Further, the competence profile sets forth a maximum office term of four entire terms and a maximum age limit.

a) Dr. Hans-Holger Albrecht

Chief Executive Officer and member of the administrative board of Deezer S.A., resident in Umhausen, Austria

b) Mr Christian Boekhorst

Investor, resident in London, United Kingdom

c) Mr Heinz Herren

Head of Strategic Projects & Mandates of SwissCom Group and member of the board and of the board committee of the Swiss economics association Economiesuisse, resident in Bern, Switzerland

d) Mr André Krause

Chief Financial Officer of Sunrise Communications AG, resident in Herrliberg, Switzerland

e) Ms Catherine Mühlemann

Self-employed media consultant, resident in Berlin, Germany

f) Ms Carola Wahl

Master of Business Administration, resident in Winterthur, Switzerland

It is intended to elect each member of the Supervisory Board separately. In the event of his election to the Supervisory Board, Christian Boekhorst shall be proposed as candidate for the chairmanship of the Supervisory Board.

Information about the candidates proposed for election in accordance with Sec. 125 para. 1 sent. 5 AktG and in accordance with Sec. 5.4.1 to 8 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*).

a) Dr. Hans-Holger Albrecht

Dr. Albrecht has been Chief Executive Officer and board member of Deezer S.A., Paris, one of the globally leading music streaming providers, since 2015. Previously, Dr. Albrecht was President and Chief Executive Officer of Millicom International Cellular S.A., Luxembourg and Miami, and Chief Executive Officer of Modern Times Group, Stockholm and London. He started his career as Director of RTL Group, Luxembourg, as well as President and Chief Executive Officer of Viasat Broadcasting A.B., Stockholm. Dr. Albrecht studied law at the University of Freiburg and graduated by passing the judicial state examination. He also holds a doctoral degree in law from the University of Bochum.

Memberships in other statutory supervisory boards and comparable national and foreign supervisory bodies: Chairman of the supervisory board of Scout24 AG, Berlin, Germany, and chairman of the board of directors of the Ice Group AS, Oslo, Norway.

Dr. Albrecht has many years of experience in the areas of telecommunications and media, in particular in the areas of content, product development and individual customer sales as well as subscriber models. He is also an experienced supervisory board member with legal understanding.

b) Mr Christian Boekhorst

Mr Christian Boekhorst currently works as a self-employed investor. Prior to this, he worked as a Partner at Pamplona Capital Management, London, as an analyst at York Capital and as a Partner at Sequoia Capital and worked in investment banking at Merrill Lynch. He started his career as a lawyer with Loyens & Loeff (at that time Loeff Claeys Verbeke). Christian Boekhorst studied law and business administration at the Radboud University Nijmegen, the Netherlands and the Université René Descartes, Paris, and graduated with a Master degree in Dutch Law and Business Administration. He also holds an MBA from Kellogg School of Management, Northwestern University.

Memberships in other statutory supervisory boards and comparable national and foreign supervisory bodies: Member of the board of directors of Digital Reality Corp Ltd, London.

Christian Boekhorst has been a member of the Supervisory Board since 10 September 2014. His current term of office ends at the end of this Annual General Meeting.

In particular due to his background in investment banking and his expertise in the areas of accounting and auditing, Mr Christian Boekhorst is suited for the position as a financial expert within the meaning of Section 100 para. 5 AktG. As he has been a member of the Supervisory Board since 2014, Mr Boekhorst has many years of experience in the business and development of Tele Columbus AG.

c) Mr Heinz Herren

Until 31 January 2019, Mr Heinz Herren worked at Swisscom Group, since 2014 as a member of the board and Head of IT, Network & Infrastructure. In this position, he was responsible for all technical and technological transformation matters throughout Europe as well as for investment decisions for the entire Swisscom Group, particularly within the framework of infrastructure projects. After leaving the management of the group, he continues to work for the Swisscom Group on strategic projects and tasks in a managerial capacity and serves as member of the board of directors within the Group. Previously, Mr Herren held various Board and Management positions at Swisscom Group in which he initiated the further development and management of the Small & Medium Enterprises (SME) business as well as wholesale marketing. Prior to this, he was Director of 3Com Corporation GmbH. Mr Herren started his career with XMIT Ltd, Zurich, Switzerland, Ascom Telematic Ltd, Bern, Switzerland, and Bedag Ltd, Bern, Switzerland. Heinz Herren studied electrical engineering at the School of Engineering Biel HTL, Switzerland, and completed a Program for Executive Development (PED) at the International Institute for Management Development in Lausanne, Switzerland. He is member of the board of economiesuisse, Zurich, Switzerland, the largest umbrella organization of the Swiss economy.

Memberships in other statutory supervisory boards and comparable national and foreign supervisory bodies: Member of the board of Schweizerische Mobiliar Genossenschaft, Bern, Switzerland, non-executive member of the board HC Holding AG, Bubikon, Switzerland, the holding company of Schulthess Maschinen AG. Schulthess Maschinen AG is not listed on the stock exchange. In addition, Mr Herren is member of the respective board of directors of the following companies of the Swisscom group: Swisscom Broadcast Ltd., Bern, Switzerland, Park Innovaare Ltd., Vilingen, Switzerland, Fastweb S.p.A., Milan, Italy, Cablex AG, Bern, Switzerland, Belgacom International Carrier SA, Brussels, Belgium, and tiko Energy Solutions Ltd, Ittigen, Switzerland. In addition, Mr Heinz Herren is a member of the board of trustees of Swiss Innovation Park.

As former Head of the IT, Network & Infrastructure Division of Swisscom Group and based on his other professional experience, Mr Heinz Herren has many years of professional experience in setting up and developing telecommunications companies and can therefore contribute this expertise very well to Tele Columbus' growth strategies. He is also networked with key technology leaders in the telecommunications sector across Europe. Due to his activities in various supervisory boards, he can also contribute extensive experience in supervisory board activities. As Mr Herren only works for the Swisscom Group for 60% of his time, he has the necessary time capacities for the Supervisory Board activities at the Tele Columbus Group.

d) Mr André Krause

Mr André Krause is currently Chief Financial Officer of Sunrise Communications AG, Zurich, Switzerland, a telecommunications company providing mobile, internet, TV and landline telephone services. Previously, Mr Krause served as Chief Financial Officer and previously as Vice President for Strategy and Consulting for O2 Germany GmbH, Munich. Mr Krause started his career with Arthur Andersen, Dusseldorf, and McKinsey & Company, Dusseldorf, Germany. Mr André Krause studied business sciences at the University of Bielefeld and graduated with a Bachelor degree in economics.

Mr Krause is not a member of any other statutory supervisory boards or comparable national or foreign supervisory bodies.

André Krause has been a member of the Supervisory Board since 10 September 2014. His current term of office ends at the end of this Annual General Meeting.

Mr André Krause combines many years of professional experience in the telecommunications industry with expertise in the areas of accounting and auditing and hence, is a financial expert within the meaning of §100 Abs. 5 AktG. Further, as long-standing member and current chairman of the Supervisory Board, he has many years of experience in the business and development of Tele Columbus.

e) Ms Catherine Mühlemann

Ms Catherine Mühlemann is a self-employed entrepreneur, investor and board member. Previously she was partner at Andmann Media Holding GmbH, an international investment and consulting company in the media sector. Many years, she was Chief Executive Officer and European Vice President of Viacom/MTV Networks Central and of VIVA Media Group. Before this, Ms Mühlemann worked as co-founder and program director of TV3. She started her career as program executive and head of media research with the Swiss public broadcaster SF DRS. Catherine Mühlemann studied German Studies, Media Science and Constitutional Law at the University of Bern, as well as PR and Marketing at the SAWI Academy for Marketing and Communication and at the Management School St. Gallen.

Memberships in other statutory supervisory boards and comparable national and foreign supervisory bodies: Member of the supervisory board of Messe Berlin GmbH, Berlin and Vice President of Schweiz Tourismus (a public-law corporation).

Catherine Mühlemann has been a member of the Supervisory Board since 10 September 2014. Her current term of office ends at the end of this Annual General Meeting.

Ms Catherine Mühlemann is able to contribute her professional experience in various media companies and the digital industry, in particular in the areas of e-commerce and digital marketing, to the Supervisory Board. As a proven media expert, she understands the business relations between Tele Columbus and the broadcasters in Germany very well. Further, she has many years of experience in the business and development of Tele Columbus. Prior to Tele Columbus, she was a member of the Swisscom Supervisory Board and the Supervisory Board of Kabel Deutschland and has many years of experience in such committees.

f) Ms Carola Wahl

Ms Carola Wahl is a business economist (MBA). She was a member of the management board of AXA Switzerland, Winterthur, Switzerland, until the end of last year and served as Chief Transformation and Market Management Officer. Previously, she worked twelve years at Deutsche Telekom AG as Division Manager in sales and customer service. Ms Wahl started her career with Bertelsmann AG, Gütersloh, and later joined Booz Allen Hamilton, Munich, where she worked on growth and transformation strategies for European media and telecommunications companies. Ms Carola Wahl studied business administration at the European Business School in Reutlingen and London and earned an MBA from the University of Texas, Austin, USA.

Ms Wahl is not a member of any other statutory supervisory boards or comparable national and foreign supervisory bodies.

Ms Carola Wahl has expertise in transformation strategies, as well as in the areas sales and customer service for telecommunications companies. Due to her previous experience in

other supervisory boards (Auricardo AG, AXA Venture Partners, EnBW AG and congstar GmbH), she has extensive experience regarding supervisory board activities.

Apart from this, the persons proposed for election are not members of any other statutory supervisory boards or comparable national and foreign supervisory bodies.

The Supervisory Board has interviewed the proposed members to assure itself that they can afford the expected time to exercise their mandates.

The election proposal of the Supervisory Board takes into account the objectives adopted by the Supervisory Board for its composition and corresponds to the competence profile that the Supervisory Board has set forth for itself. Objective for the composition and the competence profile are stated in the Corporate Governance Report (page 19 of the Annual Report 2018).

In the opinion of the Supervisory Board, there are no personal or business relationships between the persons proposed for election as members of the Supervisory Board and the Company, the Company's bodies and the Company's majority shareholders that Sec. 5.4.1 para. 6 of the German Corporate Governance Code recommends to disclose.

More information about the candidates proposed for election is published on the internet at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/>.

Election Proposal of United Internet Investment Holding AG & Co. KG

In accordance with Sec. 122 para. 2 AktG, United Internet Investments Holding AG & Co. KG, Montabaur, has filed an application on 18 June 2019, as amended on 18 July 2019, to include the following election proposal in the agenda including reasoning as an extension application to the Supervisory Board's election proposal:

Note: *The following translation is only for convenience purposes. The application submitted by United Internet Investments Holding AG & Co. KG was made in the German language.*

"Upon termination of the Annual General Meeting, which resolves on the discharge of the members of the Supervisory Board for the financial year 2018, the term of office of the currently five Supervisory Board members elected by the Annual General Meeting ends. Three of the initial eight Supervisory Board members elected by the Annual General Meeting resigned from office prior to the end of their term of office. The Supervisory Board of Tele Columbus AG consists of eight members in accordance with Sec 9 para. 1 of the Articles of Association of Tele Columbus AG.

We propose that the following persons be elected by way of block election as members to the Supervisory Board of the Company until the end of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the financial year 2023:

- 1. **Mr Claus Beck**, managing director of Technik der 1&1 Versatel GmbH, residing in Willich, Germany;*
- 2. **Mr Hüseyin Dogan**, member of the management board of Strato AG and of 1&1 IONOS SE, residing in Heidelberg, Germany;*
- 3. **Dr. Susan Hennersdorf**, managing director of cresc. GmbH, residing in Hamburg, Germany;*
- 4. **Mr Stefan Rasch**, Senior Partner and Managing Director at Boston Consulting Group, residing in Grünwald, Germany;*
- 5. **Dr. Volker Ruloff**, consultant for telecommunications and media, residing in Ratingen, Germany;*
- 6. **Mr Michael Scheeren**, member of the supervisory board of United Internet AG as well as further supervisory boards, residing in Frankfurt a.M., Germany;*
- 7. **Mr Ulrich Puhrsch**, managing director of BUP GmbH, residing in Soest, Germany;*
- 8. **Ms Ingrid Schmidt-Roth**, head of group accounting and taxes of United Internet Corporate Services GmbH, residing in Hünstetten, Germany.*

The election proposal for the candidates proposed in nos. 7 and 8 is subject to the condition subsequent that the Annual General Meeting of Tele Columbus AG on 29 August 2019 resolves to reduce the size of the Supervisory Board to six members.

Information in accordance with Sec. 125 para. 1 sentence 5 AktG:

Mr Michael Scheeren is a member of the supervisory board of United Internet AG (deputy chairman of the supervisory board), 1&1 IONOS Holding SE, 1&1 Telecommunications SE (chairman of the supervisory board), 1&1 Mail & Media Applications SE and 1&1 Drillisch AG (chairman of the supervisory board).

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

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

Reasons:

As the largest single shareholder of Tele Columbus AG, we are concerned about the current situation of Tele Columbus. The price of the Tele Columbus share has continuously decreased in recent years. Compared to the IPO four years ago, the share price as of the end of May 2019 has decreased by around 80 percent, and most recently Tele Columbus has even left the SDAX. In addition, normalized EBITDA (adjusted for special items) decreased by 13.1 percent in the first quarter of 2019 compared to the same period of the previous year. This resulted in an increased leverage of the Company's debt, which now is at 6.24x EBITDA.

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

In addition to this change in management, we also believe that the Supervisory Board needs a fresh start - with a committed and competent team. We are convinced that the candidates we propose have the necessary expertise and experience in the technical and economical areas in order to optimally fulfill the tasks of the Supervisory Board and to accompany the Management Board in the best possible way in the upcoming major challenges.

Since we as the largest single shareholder also want to contribute expertise from our group, we propose a proven expert in cable networks and technology with Mr Claus Beck, CTO of 1&1 Versatel GmbH and former Director Network Engineering and Vice President Engineering at broadband provider Liberty Global. Mr Hüseyin Dogan, COO of 1&1

IONOS SE and Strato AG, former Amazon Customer Service Manager and Operation Director of Paypal, is an expert in customer service, digitalization and online sales. Mr Michael Scheeren was CFO of United Internet AG from 1991 to 2001 and, as a member of several supervisory boards of the United Internet Group, is an expert on governance and finance. Ingrid Schmidt-Roth, Head of Group Accounting and Taxes at United Internet Corporate Services GmbH, is a proven expert on financial topics, in particular group accounting and taxes.

In addition, we propose four candidates that are completely independent of the company as well as of us. Dr. Volker Ruloff, as former CFO of Vodafone Deutschland AG and Arcor AG, is a finance and integration expert as well as an expert in the telecommunications industry. Dr. Susan Hennersdorf, formerly Head of Marketing and Sales at EnBW AG and former Managing Director of Private Customer Sales at Vodafone Deutschland GmbH, is an expert in marketing and sales. Mr Stefan Rasch has been a senior partner of the Boston Consulting Group in strategic consulting in the areas of transformation, growth strategy, market introduction and profit optimization for many years and is a recognized expert in these areas. Mr Ulrich Puhersch is the founder and long-time managing director of Actebis GmbH (today ALSO AG), a wholesaler of information and telecommunication technology. He is an expert in sales and retail.

It is very important to us that the new team on the Supervisory Board is not only competent and committed, but will work together well. In the proposed team, we have full confidence that it will succeed to establish a trusting and professional collaboration, and that the board will accompany the company constructively and decisively at this crucial stage.

The purpose of our extension application is the resolution of the competent Annual General Meeting solely responsible for the election of the Supervisory Board members as proposed by us; the reasons for our extension proposal are set out above. The timely information to shareholders about the election proposal already in the invitation to the Annual General Meeting and not only as an election proposal pursuant to Secs. 126, 127 AktG is the reason for submitting this election proposal as an extension application. This also ensures that Tele Columbus AG is obliged to consider our election proposal in the forms for the proxies (including the proxies nominated by the company) as well as for the absentee voting and to take appropriate precautions to ensure that the shareholders also vote on this matter or grant a voting proxy, respectively.

At the same time, our election proposal is also to be treated as an application pursuant to Secs. 126, 127 AktG. At the Annual General Meeting, we will disagree with any suggestion made by the Tele Columbus Supervisory Board that will exclude the election of the candidates proposed by us and invite the other shareholders to vote in favor of our election proposal. We already announce that we will propose to the Annual General Meeting in accordance with Sec. 137 AktG that a vote with respect to our election proposal will be taken prior to the election proposal of the Supervisory Board. Since we will have the

required quorum for this application, our application regarding the order of voting in the Annual General Meeting must be approved, so that a vote is initially to be taken on our election proposal."

Statement of the Supervisory Board

If, based on an application pursuant to Sec. 137 AktG, a vote is initially to be taken on this election proposal in the Annual General Meeting, the Supervisory Board recommends that the shareholders reject the election proposal.

Reasons:

Two of the proposed candidates have executive functions at United Internet AG and its subsidiaries, respectively. In the opinion of the Supervisory Board, United Internet is a substantial competitor of the company. In the opinion of the Supervisory Board, these candidates are therefore not in line with the recommendation set forth in Section 5.4.2 of the German Corporate Governance Code. In accordance with the recommendation of the Corporate Governance Code in Section 5.4.1, the Supervisory Board has adopted specific objectives for its composition and adopted a competence profile, which is reproduced in the Corporate Governance Report (page 19 of the Annual Report for the financial year 2018). In accordance with this, *inter alia*, no member of the Supervisory Board shall be older than 70 and the Supervisory Board shall consist of 25% women. The election proposal of United Internet contains a candidate who has exceeded this age limit and only one female candidate, to the extent only 6 members are to be elected due to the change in the Articles of Association. In order to ensure the efficiency of the work of the Supervisory Board, the Supervisory Board considers partial continuity in the composition of the Supervisory Board to be important. The company is in a transition period. Important decisions must be taken quickly, even if they require the approval of the Supervisory Board. In such an important phase of transition, in case of a complete replacement of the members of the Supervisory board, there is a risk of slowing down the decision-making process and delaying the necessary transition, which can lead to competitive disadvantages.

8. Resolution on the consent to profit and loss transfer agreement with Tele Columbus Geschäftskunden Vertriebs GmbH

In 2019, Tele Columbus AG will enter into a profit and loss transfer agreement (result transfer agreement) with Tele Columbus Geschäftskunden Vertriebs GmbH as profit transferring company.

The profit and loss transfer agreement with Tele Columbus Geschäftskunden Vertriebs GmbH will be as follows:

"Profit and Loss Transfer Agreement

between

Tele Columbus AG

Kaiserin-Augusta-Allee 108

10553 Berlin

represented by its Management Board, Timm Degenhardt and Eike Walters,

- hereinafter the "**Parent Company**" -

and

Tele Columbus Geschäftskunden Vertriebs GmbH

Kaiserin-Augusta-Allee 108

10553 Berlin

represented by its Managing Directors, Timm Degenhardt and Eike Walters,

- hereinafter the "**Subsidiary**" -

Preamble

The Subsidiary is a fully owned 100% subsidiary of the Parent Company. A profit and loss transfer agreement shall be concluded between the Parent Company and the Subsidiary. In light of the above, the parties conclude the following agreement:

Sec. 1 Profit Transfer

1. The Subsidiary is obliged to transfer its entire profit for the term of this agreement to the Parent Company pursuant to Sec. 301 German Stock Corporation Act (*Aktiengesetz - AktG*) analogous, as amended from time to time, for the first time from the beginning of the then current financial year in which this agreement is registered with the commercial register. The transfer of profits is subject to the creation or dissolution of reserves in accordance with Sec. 1 para. 2 of this agreement.
2. With the consent of the Parent Company, the Subsidiary may allocate parts of its annual net income - except for statutory reserves - to the revenue reserves (Sec. 272 para. 3 German Commercial Code (*Handelsgesetzbuch - HGB*)) to the extent legally permitted under commercial law and economically justified by sound commercial judgement. Other revenue reserves created during the term of this agreement shall be dissolved upon demand of the Parent Company and used to compensate an annual net loss or transferred as profit to the extent permitted under the current version of Sec. 301, 302 AktG. A transfer of profits resulting from the dissolution of revenue reserves and profits carried forward which were created prior to the term of this agreement as well as capital reserves

pursuant to Sec. 272 para. 2 HGB which were created prior to or during the term of this agreement is excluded.

3. The obligation of the Subsidiary to transfer all profits includes, in so far as legally permissible, also the profits resulting from the disposal of all assets of the Subsidiary. This does not apply to profits accrued after the dissolution of the Subsidiary.
4. The Parent Company may request a prepayment of profits, if and insofar as the law and the Articles of Association permit the payment of an advance dividend. As far as the prepaid amounts exceed the actual profit to be transferred according to Sec. 1 para. 1 of this agreement, the parties agree that this is deemed as granting of an interest-bearing loan.
5. Sec. 303 AktG, as amended from time to time, is analogously applicable.

Sec. 2 Assumption of Loss

1. Sec. 302 AktG, as amended from time to time, is applicable.

Sec. 3 Preparation of the Financial Statements

1. Prior to its approval, the financial statements of the Subsidiary are to be submitted to the Parent Company for information, review and alignment purposes.
2. The financial statements of the Subsidiary are to be prepared and approved prior to the financial statements of the Parent Company.
3. In case that the financial year of the Subsidiary ends at the same time as the financial year of the Parent Company, the transferring results of the Subsidiary are to be included nevertheless in the financial statements of the Parent Company for the same financial year.

Sec. 4 Effectiveness, Term, Termination

1. This agreement is concluded subject to the consent of the shareholders' meeting of the Parent Company and the shareholders' meeting of the Subsidiary.
2. The agreement will become effective upon its entry into the commercial register of the Subsidiary. The agreement shall apply retroactively for the financial year of the Subsidiary in which the agreement is entered into the commercial register.
3. The agreement has a five-year term starting upon its effective date pursuant to para. 2 sent. 2. If the five-year term ends during an ongoing financial year of the Subsidiary the

minimum term pursuant to sentence 1 is prolonged until the end of that financial year. The agreement continues for an unlimited term unless terminated with six months' written notice to the end of the minimum term mentioned above.

4. The right to terminate this agreement for cause without notice is permissible at any time. Cause for an early termination is, in particular, the termination rights for cause pursuant to tax law in the meaning of Sec. R 14.5 para. 6 German Corporate Income Tax Rules 2015 (*Körperschaftsteuerrichtlinien - KStR*) or another relevant provision, applicable at the time of a termination for cause of this agreement. The notice of termination must be issued in writing, the electronic form is excluded.

Sec. 5 Final Provisions

1. Changes and amendments of this agreement shall be made in writing, as far as a notarization is not required, and require the consent of shareholder's meeting of the Parent Company and the Subsidiary.
2. Should one or more of the provisions within this contract be or become invalid, be void or become void, the parties are obliged to agree upon a clause instead of the invalid or void provision that comes closest to economic meaning of such invalid or void provision."

Tele Columbus AG is the sole shareholder of Tele Columbus Geschäftskunden Vertriebs GmbH. The profit and loss transfer agreement therefore does not need to provide for either compensation or consideration payments for external shareholders. The profit and loss transfer agreement will be concluded in order to create a corporate-tax unit and requires, among others, the consent of the Annual General Meeting of Tele Columbus AG.

The Management Board of Tele Columbus AG and the managing directors of Tele Columbus Geschäftskunden Vertriebs GmbH have drawn up a detailed joint report pursuant to Sec. 293a AktG setting out the legal and economic reasons for entering into the profit and loss transfer agreement and explaining the agreement. In accordance with Sec. 293f AktG the joint report will be available on the Internet at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/> together with the other relevant documents from the date when the invitation to the Annual General Meeting is published. All documents to be made available will also be made available at the Company's Annual General Meeting.

The Management Board and Supervisory Board therefore propose the following resolution:

The profit and loss transfer agreement between Tele Columbus AG and Tele Columbus Geschäftskunden Vertriebs GmbH, the latter mentioned company as the profit transferring company, shall be approved.

Further Information regarding the convocation of the Annual General Meeting

1. Total number of shares and voting rights as at the time of calling of the Annual General Meeting

At the time of the calling of the Annual General Meeting, the share capital of Tele Columbus AG amounts to Euro 127,556,251.00. The share capital is divided into 127,556,251 no-par value registered shares with a pro-rata amount of EUR 1.00 per share. Pursuant to Sec. 21 no. 1 of the Articles of Association each share carries one vote in the Annual General Meeting. The Company has no treasury shares at the time of the calling of the Annual General Meeting.

2. Attendance at the Annual General Meeting

Only those shareholders shall be entitled to attend the Annual General Meeting and to exercise their voting rights who are registered in the stock register and have duly submitted notification of attendance in a timely manner prior to the Annual General Meeting. Such notification of attendance requires text form (Sec. 126b German Civil Code - *Bürgerliches Gesetzbuch - BGB*) and needs to be in either German or English.

The notification of attendance must be received by the Company by no later than 24:00 hrs on 22 August 2019 (CEST) at the following address:

Tele Columbus AG
c/o Computershare Operations Center
80249 Munich
Germany

or by telefax: +49 (0) 89-30903 74675
or by e-mail: anmeldestelle@computershare.de

Registration may also be made electronically by using the online service on the webpage provided by the Company at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/> in any case no later than 24:00 hrs on 22 August 2019 (CEST). The information for using the Online-Services will be sent to the shareholders along with the invitation to the Annual General Meeting.

With respect to those shares which credit institutions, shareholders' associations and persons, institutions or companies of equal status pursuant to Sec. 135 para. 8 or Sec. 135 para. 10 AktG in connection with Sec. 125 para. 5 AktG do not own but of which they are registered as holder in the Company's share register, the voting right can only be exercised if authorized so by the shareholder.

After the Company has received the shareholders' notification of attendance, admission tickets for the Annual General Meeting will be sent to the shareholders or their proxies. We kindly

request our shareholders to notify their attendance as early as possible in order to ensure the timely receipt of admission tickets.

Further information regarding the registration procedure is provided on the invitation to the Annual General Meeting sent to the shareholders.

3. Free disposal of shares and technical record date

A shareholders registration to attend the Annual General Meeting will not result in his or her shares being blocked. Shareholders may dispose of their status even after having registered for attendance at the Annual General Meeting. The right to attend and vote is based on the shareholding evidenced by entry in the Company's share register on the day of the Annual General Meeting. This number will correspond to the number of shares registered at the end of the closing date for the registration period, because any requests to enter changes in the Company's share register that the Company receives after the end of the notification period, i.e. from 24:00 hrs on 23 August 2019 (CEST) through 29 August 2019 will be processed and taken into account only with effect after the Annual General Meeting on 29 August 2019. The technically effective record date is therefore the end of 22 August 2019.

4. Proxy voting

Shareholders may exercise their voting rights also by proxy, e.g. a credit institution, a shareholders' association or any other person of their choice. In the case of proxy voting, the conditions for the attendance of the Annual General Meeting and the exercise of voting rights as stated above (see section 2 "*Attendance at the Annual General Meeting*") must also be observed. Any granting, revocation and proof of proxy vis-à-vis the Company shall be made in text form (Sec. 126b BGB), unless the proxy to exercise the voting right is granted to credit institutions or institutions or undertakings with equivalent status (Sec. 135 para. 10, 125 para. 5 AktG) or to shareholders' associations or any person within the meaning of Sec. 135 para. 8 AktG.

Shareholders may grant proxy by using the registration form sent along with the invitation. Proxy can also be granted electronically by using the online service provided by the Company at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/>. The information for using the online service will be sent to the shareholders along with the invitation to the Annual General Meeting. In addition, proxy forms may also be requested from the following address:

Tele Columbus AG
c/o Computershare Operations Center
80249 Munich
Germany

or by telefax: +49 (0) 89-30903 74675
or by email: TeleColumbus-HV2019@computershare.de

It is possible to grant proxy differently, but every proxy must likewise satisfy the text form requirement (Sec. 126b of the BGB) if neither a credit institution nor a shareholders' association nor other persons, institutions, or companies granted equal status under Sec. 135 para. 8 or Sec. 135 para. 10 AktG in conjunction with Sec. 125 para. 5 AktG are appointed.

Shareholders may also authorize proxy holders nominated by the Company to exercise their voting rights. In this case a timely registration of the shareholder for the Annual General Meeting in accordance with the provisions described above (see section 2 "*Attendance at the Annual General Meeting*") is also required. The proxy holders nominated by the Company will exercise the voting right only on the basis of express and unambiguous instructions. Therefore, the shareholders have to give express and unambiguous instructions in respect of the items on the agenda with regard to which they wish the voting right to be exercised. The proxy holders nominated by the Company are obliged to vote in accordance with the instructions given to them. In case of a voting on an individual item on the agenda, any instruction issued in this regard applies accordingly in respect of each individual sub-item. If no express and unambiguous instruction was given, the proxies nominated by the Company shall abstain from voting on this particular item. The proxy holders nominated by the Company shall not accept any instructions to request to speak, to object against Annual General Meeting resolutions, or to ask questions or submit requests. They are available only to vote on such resolution proposals of the Management Board, the Supervisory Board or the shareholders that have been published together with this convocation or later pursuant to Sec. 124 para. 1 or 3 AktG.

Any proxies granted and instructions given to proxy holders nominated by the Company must be in text form (Sec. 126b BGB). They may be granted, changed or revoked until 26 August 2019, 24:00 hrs (CEST) by using the proxy and instruction form included with the registration form sent along with the invitation to the Annual General Meeting, and by sending it to the following address:

Tele Columbus AG
c/o Computershare Operations Center
80249 Munich
Germany

or by telefax: +49 (0) 89-30903 74675
or by e-mail: TeleColumbus-HV2019@computershare.de

In each case, receipt by the Company is decisive. The forms can also be requested from the above address, telefax number and email address.

Proxies can also be granted until the Annual General Meeting electronically to proxy holders nominated by the Company by using the online service provided by the Company at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/>. A change or a revocation of proxies to proxy holders nominated by the Company is possible until the Annual General Meeting by using the online service provided by the Company only for the

proxies which have been granted by using the online service. During the Annual General Meeting, proxies and instructions to the proxy holders nominated by the Company may be granted, changed or revoked at the entrance and exit control until the end of the general debate.

All other permitted modes of attendance and representation, in particular attendance in person or attendance through a proxy, will, of course, not be affected by this offer to exercise voting rights through the proxy holders nominated by the Company. Further details on the exercise of voting rights through the proxy holders nominated by the Company and on the Annual General Meeting may also be found on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/>.

5. Absentee voting procedure

Shareholders registered in the Company's share register are entitled to submit their votes by way of absentee voting (voting by mail), even without attending the Annual General Meeting. Only those shareholders of record are entitled to vote by absentee voting who have submitted timely notification of attendance at the Annual General Meeting (see section 2 "*Attendance at the Annual General Meeting*"). Credit institutions, shareholders' associations and persons, institutions or companies of equal status pursuant to Sec. 135 para. 8 or Sec. 135 para. 10 AktG in connection with Sec. 125 para. 5 AktG may also take advantage of absentee voting.

Absentee votes must be received by the Company in writing or by using the electronic communication. Written absentee votes have to be submitted, changed or revoked by 26 August 2019, 24:00 hrs (CEST) at the latest. Decisive date is the date when the votes submitted are received by the Company. For absentee votes in written form the shareholders may use the registration form transmitted along with the invitation to the Annual General Meeting.

For absentee voting in written form, the vote must be submitted to the following address:

Tele Columbus AG
c/o Computershare Operations Center
80249 Munich
Germany

or by telefax: +49 (0) 89-30903 74675
or by e-mail: TeleColumbus-HV2019@computershare.de.

Absentee voting can be exercised until the beginning of the Annual General Meeting by using the online service provided by the Company at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2018/>.

Until the beginning of the Annual General Meeting, a change or a revocation of votes cast in the absentee voting is only possible by using the online service provided by the Company for the absentee voters who submitted their absentee votes using this service.

Please note that the shareholder's personal attendance or the attendance of a proxy holder at the Annual General Meeting is automatically considered as revocation of any previously submitted absentee voting. In case of a voting on an individual item on the agenda, the absentee voting in this regard will apply accordingly in respect of each individual sub-item.

Further information regarding the absentee voting procedure is provided on the notification of attendance form sent to you together with the invitation to the Annual General Meeting and at the Company's website above.

6. Rights of shareholders pursuant to Sec. 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG

Motions to supplement the Agenda pursuant to Sec. 122 para. 2 AktG

Shareholders whose combined shares amount to at least one-twentieth of the share capital or a proportionate amount of at least EUR 500,000.00 (this is the equivalent of 500.000 shares) may request that items be placed on the agenda and be published. Such request must be made in writing or in electronic form pursuant to Sec. 126a BGB (i.e. with a qualified electronic signature in accordance with the German Digital Signature Act (*Signaturgesetz – SigG*)) to the Management Board of the Company and has to be received by the Company by no later than 24:00 hrs 29 July 2019 (CEST). Such requests must be addressed solely to:

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

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

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

Motions and nominations by shareholders pursuant to Sec. 126 para. 1 and 127 AktG

Each shareholder has the right to bring forward counter-proposals to proposals for resolutions by the Management Board and/or the Supervisory Board concerning a specific item on the agenda and to nominate candidates for the election of members of the Supervisory Board and auditors. Such counterproposals and nominations for election, including the name of the

shareholder, are to be published by the Company pursuant to Sec. 126 para. 1, 127 AktG if addressed to:

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

or by e-mail: andrea.bretschneider@pyur.com.

Such counter-proposals must have been received by the Company by no later than 24:00 hrs 14 August 2019 (CEST), and otherwise satisfy the legal requirements. This includes in particular that counter-proposals (but not nominations for election) must include statements of reasons. Sec. 126 para. 2, 127 sent. 1 and 3 AktG also set forth under which prerequisites counter-proposals and nominations for election do not have to be made accessible. Accessibility will be provided in accordance with statutory provisions on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/>. Any responses by management to counter-proposals and nominations for election will also be published at this internet address.

In order for counter-proposals and nominations for election to be considered at the Annual General Meeting, they must be brought forward verbally at the Annual General Meeting, even if they have been duly submitted to and made accessible by the Company pursuant to Sec. 126 para. 1, 127 AktG.

The right of each shareholder to bring forward counterproposals to the agenda during the Annual General Meeting without a previous timely provision to the Company remains unaffected.

Right to information pursuant to Sec. 131 para. 1 AktG

Insofar as information about the Company's affairs is necessary for the assessment of a particular item on the agenda, the Management Board shall provide shareholders, upon their request at the Annual General Meeting, with such information. The obligation to provide information also includes the Company's legal and business relations with associated companies, as well as the situation of the Group and the companies included in the consolidated financial statements. The information provided shall comply with the principles of diligent and accurate accountability. In principle, information shall be given orally; shareholders are not entitled to receive information in writing. Sec. 131 para. 3 AktG stipulates the conditions under which the Management Board can refuse to provide information.

Additional explanations

Additional explanations with respect to shareholders rights pursuant to Sec. 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG are provided on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/>.

7. Reference to the Company's website

The invitation regarding this year's Annual General Meeting with statements and explanations according to the legal requirements and further information pursuant to Sec. 124a AktG is available on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/>.

8. Results of voting

The results of voting ascertained by the chairman of the Annual General Meeting will be published on the Company's website at <https://www.telecolumbus.com/en/investor-relations/annual-general-meeting-2019/> within the statutory period.

9. Information regarding data protection

For preparation and holding of its Annual General Meeting, the Company processes personal data of its shareholders, any shareholder representatives and guests. These data include in particular surname, given name, place of residence or address, any email address, the respective shareholding, the admission ticket number and the granting of any proxy voting powers. As the case may be, additional personal data may also be processed.

The Company is the responsible body for data processing. The purpose of the data processing is to enable the shareholders and shareholder representatives to attend the Annual General Meeting and to exercise their rights before and during the Annual General Meeting. The legal basis of the data processing is Art. 6 para. 1 sent. 1 lit. c) of the Regulation (EU) 2016/679 of 27 April 2016 (EU General Data Protection Regulation, GDPR).

For its Annual General Meeting, the Company engages various service providers and advisers. The Company will provide them with personal data only to the extent required to enable them to carry out the respective order. The service providers and advisers will process these data exclusively according to the Company's instructions. All employees of Tele Columbus AG and the employees of the engaged service providers and advisers who have access to personal data and/or process them are obliged to treat them as confidential. Apart from this, personal data will be made available to the shareholders and shareholder representatives participating in the Annual General Meeting within the framework of the legal regulations, in particular via the list of participants.

The personal data will be stored for as long as this is required by law or the Company has a legitimate interest in storing, for example in case of disputes before a court or out of court in connection with the Annual General Meeting. Subsequently, the personal data will be deleted.

Under certain legal prerequisites, affected shareholders and shareholder representatives have a right to information, correction, restriction, opposition and cancellation with regard to their personal data or their processing as well as a right to data portability according to Chapter 3 of the GDPR. In addition, they have a right of appeal to the Company as the responsible body and to the data protection supervisory authority as provided for in Art. 77 GDPR.

The contact details of the Company as the responsible body are:

Tele Columbus AG
Ms Andrea Bretschneider
Kaiserin-Augusta-Allee 108
10553 Berlin

You can contact our data protection officer at:

Tele Columbus Betriebs GmbH
Datenschutzbeauftragte
Messe-Allee 2
04356 Leipzig
Email: datenschutz@pyur.com

Berlin, July 2019

Tele Columbus AG

The Management Board