



Joint Press Release of United Internet AG and Drillisch AG

German Federal Cartel Office grants approval for the strong fourth player in the German telecommunications market

- **United Internet and Drillisch make substantial further progress**
- **German Federal Cartel Office approves the planned overall transaction without conditions**
- **Acquisition of 1&1 Telecommunication by Drillisch in exchange for the issue of new shares to United Internet is now only subject to the effective approval at Drillisch's extraordinary general meeting on July 25**

Montabaur/Maintal, June 9, 2017. United Internet AG and Drillisch AG made substantial further progress towards the creation of a strong fourth player in the German telecommunications market. Today, the German Federal Cartel Office has approved the planned overall transaction without any conditions. On May 12, 2017, United Internet and Drillisch had agreed that Drillisch will take over the mobile and fixed-network business with retail customers bundled in 1&1 Telecommunication SE in a step-by-step transaction from United Internet. In return, United Internet receives new Drillisch shares from two capital increases by way of contribution-in-kind. Subject to the required approval at Drillisch's extraordinary general meeting, United Internet's stake in Drillisch will rise to at least 72.7 percent.

Drillisch already successfully accomplished the first step of the transaction with an acquisition of a 7.75-percent stake in 1&1 Telecommunication SE through the completion of the first capital increase by way of contribution-in-kind on May 16, 2017. However, the synergies expected by the companies, which should increase to €250 million annually by 2025, can only then be realized if the overall transaction is completed successfully. Therefore, both companies keep working constantly towards the second step of the transaction, i.e. the acquisition of the remaining 92.25 percent of 1&1 Telecommunication SE by Drillisch in exchange for the issue of new Drillisch shares. The required approval for the execution of this step in accordance with antitrust law was granted with today's decision of the German Federal Cartel Office. Thereby, the complete acquisition of 1&1 Telecommunication SE by Drillisch and the completion of the overall transaction are now only subject to the effective approval of the Drillisch shareholders at the extraordinary general meeting on July 25, 2017.

The transaction includes a voluntary public tender offer by United Internet to all external Drillisch shareholders. According to the offer document published on May 26, 2017, this offer is subject to merger control approval. With today's decision of the German Federal Cartel Office, this condition is fulfilled. The tender offer is now unconditional.

About United Internet

With 17.16 million fee-based customer contracts and 34.56 million ad-financed free accounts as of March 31, 2017, United Internet AG is Europe's leading internet specialist. At the heart of United Internet is a high-performance "Internet Factory" with approx. 8,100 employees, of which around 2,600 are engaged in product management, development and data centers. In addition to the high sales strength of its established brands 1&1, GMX, WEB.DE, Strato, united-domains, Fasthosts, Arsys, home.pl, InterNetX, Sedo, affilinet and 1&1 Versatel, United Internet stands for outstanding operational excellence with around 51 million customer accounts worldwide.

About Drillisch

With 3.462 million mobile customers as of March 31, 2017, Drillisch AG is one of the largest network-independent telecommunications providers in Germany. The company offers a comprehensive portfolio of products and services for mobile voice and data services. In the premium segment, Drillisch concentrates on its brands smartmobil.de (with soccer star Lukas Podolski as its brand ambassador) as well as yourfone, which lends its name to the more than 200 stores Drillisch operates in top locations in German cities. In addition, many other successful mobile communications brands are part of Drillisch AG, including simply, sim.de, McSim, helloMobil, WinSim and discoTEL.

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Important note:

This publication is neither an offer to purchase nor a solicitation of an offer to sell shares of United Internet AG ("United Internet Shares") or of Drillisch Aktiengesellschaft ("Drillisch Shares"). The terms of the takeover offer by United Internet AG as well as other terms pertaining to the takeover offer are contained in the offer document of United Internet AG as approved by the German Federal Financial Supervisory Authority. The offer document is available at www.united-internet.de/investor-relations/uebernahme/. Investors and holders of Drillisch Shares are strongly advised to read the offer document and as well as all other documents related to the takeover offer when they are made available because they will contain important information.

The voluntary takeover offer for the Drillisch Shares is implemented solely in accordance with German law and certain applicable provisions of the law of the United States of America (the "United States"). An implementation of the takeover offer according to provisions of other jurisdictions does not occur.

The takeover offer will be made in the United States pursuant an exemption from the U.S. tender offer rules provided by Rule 14d-1(c) under the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Securities Exchange Act") and the takeover offer will otherwise be made solely in accordance with the applicable regulatory requirements in Germany. Accordingly, the takeover offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law. No U.S. federal or state securities commission or regulatory authority has approved or disapproved of the transaction or passed upon the adequacy or accuracy of the information in the offer related documents. Any representation to the contrary is a criminal offence in the United States of America ("United States").

To the extent that this announcement contains forward-looking statements, also with respect to the takeover offer, such statements do not represent facts and are characterized by the words "will", "expect", "believe", "estimate", "intend", "aim", "assume" or similar expressions. Such forward-looking statements express the intentions, opinions or current expectations and assumptions of United Internet AG and the persons acting together with United Internet AG as well as of Drillisch Aktiengesellschaft. Such forward-looking statements are based on current plans, estimates and forecasts which United Internet AG and the persons acting together with United Internet AG and the persons acting together with United Internet AG as well as Drillisch Aktiengesellschaft have made to the best of their knowledge, but which do not claim to be correct in the future. Forward-looking statements are subject to risks, uncertainties and changes in the accompanying circumstances that are difficult to predict and usually cannot be influenced by United Internet AG or the persons acting together with United Internet AG or by Drillisch Aktiengesellschaft. These expectations and forward-looking statements can turn out to be incorrect and the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. United Internet AG and the persons acting together with United Internet AG as well as Drillisch Aktiengesellschaft do not assume an obligation to update the forward-looking statements with respect to the actual development or incidents, basic conditions, assumptions or other factors.

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