

Articles of Association

of

United Internet AG

in Montabaur

August 2020

I.
GENERAL PROVISIONS

Section 1
Name and Registered Office

- (1) The name of the Company is:
- United Internet AG.
- (2) The Company's registered office is in Montabaur, Germany.

Section 2
Object of the Company

- (1) The general purpose of the Company is to render marketing, sales and other services, especially in the field of telecommunications, information technology including the internet, and data processing or related areas. The object of the Company also includes the acquisition, holding, and management of equity interests in other companies, especially those which are active in the aforementioned business fields. The Company is entitled to combine the companies in which it holds equity interests under its common control and to confine itself to the management or administration of these investments.
- (2) The Company is authorized to acquire companies of all kinds at home and abroad or to acquire equity interests in such companies, and to engage in all business activities which are conducive to the object of the Company.
- (3) The Company is also authorized to conduct its business through subsidiaries, investments, and joint ventures. It may spin off its operations wholly or partly to affiliated companies or transfer its operations to such affiliated companies.

Section 3
Fiscal Year

The fiscal year is the calendar year.

Section 4
Announcements

Announcements of the Company shall be published in the German Federal Gazette ("Bundesanzeiger").

II.
CAPITAL STOCK AND SHARES

Section 5
Capital Stock

- (1) The Company's capital stock amounts to EUR 194,000,000.00.
- (2) The capital stock is divided into 194,000,000 registered no-par value shares.
- (3) The shares are registered in the names of the holders. In order to record the shares in the Company's stock register, shareholders are required to submit to the Company the number of shares held by them and, in the case of individuals, their name, address and date of birth, or in the case of legal entities, their company name, registered office, and business address.
- (4) The Management Board is authorized, subject to the approval of the Supervisory Board, to increase the capital stock in the period ending August 31, 2023 by a maximum of EUR 77,500,000.00 by issuing on one or more occasions new no-par value shares in return for cash and/or non-cash contributions (Authorized Capital 2020).

Subject to the following restrictions, shareholders shall be granted subscription rights. The Management Board is authorized, subject to the approval of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription rights and to also exclude subscription rights to the extent that this is necessary in order to grant subscription rights for new shares to bearers of warrants and convertible bonds issued by the Company or its subsidiaries in the amount to which they would be entitled on exercise of their warrant or conversion rights or fulfillment of their conversion obligation.

In the case of a capital increase in return for cash contribution, the Management Board is further authorized, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights for an amount of up to 10% of the capital stock existing at the time Authorized Capital 2020 becomes effective, or – if this amount is lower – at the time the resolution to use Authorized Capital 2020 is adopted, if the new shares are issued at an issuance price which is not substantially below the market price of those Company shares already listed at the time of the final determination of the issuance price, which shall be as near in time as possible to the share issuance date. This maximum amount of 10% of the capital stock includes the proportionate share of capital stock attributable to treasury shares sold on or after the effective date of this authorization in direct or analogous application of Section 186 (3) Sentence 4 German Stock Corporation Act (AktG), as well as the proportionate share of the capital stock attributable to shares subject to conversion and/or warrant rights or conversion obligations from bonds issued pursuant to the authorization of the Annual Shareholders' Meeting of May 20, 2020, with the exclusion of subscription rights in accordance with Section 186 (3) Sentence 4 AktG.

The Management Board is further authorized, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights in the case of capital increases in return for non-cash contribution in order to grant shares for the purpose of acquiring companies, parts of companies, interests in companies or

other assets, including rights and receivables, or as part of business combinations.

The above mentioned authorizations to exclude subscription rights are limited in total to an amount of up to 20% of the capital stock existing at the time Authorized Capital 2020 becomes effective, or – if this amount is lower – at the time the resolution to use Authorized Capital 2020 is adopted. This maximum amount of 20% of the capital stock includes the proportionate share of capital stock attributable to shares subject to conversion and/or warrant rights or conversion obligations from bonds issued pursuant to the authorization of the Annual Shareholders' Meeting of May 20, 2020, with the exclusion of subscription rights, as well as the proportionate share of capital stock attributable to treasury shares sold on or after the effective date of this authorization in a manner other than via the stock exchange or by means of an offer to all shareholders.

The Management Board is further authorized, subject to the approval of the Supervisory Board, to determine the further details of the capital increase and its execution.

- (5) The Management Board determines the form of share certificates, dividend coupons, and renewal coupons. The right of shareholders to have their ownership interests evidenced by document is excluded.
- (6) Capital stock is conditionally increased by up to EUR 25,000,000.00, divided into up to 25,000,000 no-par value registered shares (Conditional Capital 2020). The conditional capital increase shall only be implemented to the extent that the bearers or holders of warrant rights or conversion rights or obligations from bonds with warrants or convertible bonds that have been issued or guaranteed by the Company or a subordinated Group company in the period ending August 31, 2023, on the basis of the Management Board's authorization resolved by the Annual Shareholders' Meeting of May 20, 2020, exercise their warrant or conversion rights or, to the extent that they are obligated to convert their bonds, fulfill their obligation, or to the extent that the Company exercises a right to grant shares in the Company, instead of paying the cash amount due (or parts thereof), and to the extent that cash compensation is not granted or treasury shares or shares in another listed company are not used to service bonds. The new shares shall be issued at the warrant or conversion price to be determined in accordance with the above authorizing resolution. The new shares shall participate in profits from the beginning of the fiscal year in which they are created; to the extent that it is legally permissible, the Management Board may, with the approval of the Supervisory Board, determine the profit participation of new shares and, notwithstanding Section 60 (2) AktG, also for a fiscal year already expired. The Management Board is authorized, subject to the approval of the Supervisory Board, to determine the further details concerning the execution of the conditional capital increase.

III.
MANAGEMENT BOARD

Section 6
Composition and Rules of Procedure

- (1) The Management Board shall consist of one or more persons. The number is to be determined by the Supervisory Board. The Supervisory Board may appoint one of the members of the Management Board as its chair. Deputy members of the Management Board may be appointed.
- (2) The Supervisory Board shall issue Rules of Procedure for the Management Board together with a catalogue of business transactions requiring approval.

Section 7
Representation of the Company

- (1) The Management Board represents the Company in court and out of court. If the Management Board consists of just one person, then the Company is represented by this person. If the Management Board consists of several persons, then the Company is represented by two Management Board members or by one Management Board member together with an authorized signatory (“Prokurist”); however, the Supervisory Board may determine that certain Management Board members are authorized to represent the Company on their own. Deputy Management Board members are on an equal footing with ordinary Management Board members in terms of power of representation.
- (2) The Supervisory Board may exempt certain Management Board members from the restrictions of Section 181 (2nd Alt.) of the German Civil Code (BGB). The representation of the Company vis-à-vis the Management Board is excluded from this provision (Section 112 AktG).

IV.
SUPERVISORY BOARD

Section 8
Members of the Supervisory Board

- (1) Subject to mandatory regulations regarding the participation of workers' representatives on supervisory boards, the Supervisory Board has six members who are elected by the Annual Shareholders' Meeting. Mr. Ralph Dommermuth is personally entitled to nominate two members of the Supervisory Board. This nomination right is exercised by naming to the Company's Management Board one or two individuals to serve as Supervisory Board members. In each case, the nomination becomes effective as soon as the respective nominated individual declares to the Management Board his or her acceptance of the Supervisory Board seat. The aforementioned nomination rights presuppose that, when exercising the nomination rights, Mr. Ralph Dommermuth holds shares himself or via affiliated companies pursuant to Sections 15 et seq. AktG that represent at least 25% of the Company's voting

capital and that the Management Board can be provided with proof of this in the form of custody account statements or similar documents when nominating the Supervisory Board members.

- (2) The members of the Supervisory Board are appointed until the close of the Annual Shareholders' Meeting that passes resolutions on the formal discharge for the fourth fiscal year after the period of office commences. The fiscal year in which the term of office commences is not included.
- (3) Members of the Supervisory Board may resign from their office at any time by written notice to the Chair of the Supervisory Board. Retirement from the Supervisory Board becomes effective four weeks after receipt of such notice.
- (4) Substitute members may also be elected to replace members of the Supervisory Board. A substitute may also be elected to replace several Supervisory Board members. If a Supervisory Board member elected by the Annual Shareholders' Meeting resigns prematurely, the substitute member takes the place of the retired Supervisory Board member for the remaining term of office.

Section 9 ***Chair and Deputy Chair***

- (1) Directly after each election, the Supervisory Board shall appoint a Chair and a Deputy Chair for the duration of the term of office. If one of these two resigns prematurely, the Supervisory Board must elect a successor without delay.
- (2) The Deputy Chair assumes the duties of the Chair for the Supervisory Board should the latter be prevented from performing such duties. In the case of resolutions to be adopted by the Supervisory Board, however, the Deputy Chair is not entitled to exercise the Chair's casting vote.
- (3) Statements of intent of the Supervisory Board are issued on behalf of the Supervisory Board by the Chair or Deputy Chair, who are also authorized to accept certain declarations for the Supervisory Board.

Section 10 ***Procedures***

- (1) The Chair of the Supervisory Board convenes the meetings of the Supervisory Board. Notice must be given in writing or by telefax, together with the agenda, two weeks prior to the meeting. In urgent cases, the Chair may shorten the period of notice appropriately and convene the meeting by e-mail or by telephone.
- (2) Moreover, the Supervisory Board may regulate its procedures by means of its own Rules of Procedure.

Section 11 ***Resolutions***

- (1) The Supervisory Board has a quorum if all members were duly invited and half of the total members of which it must consist, but no less than three, participate in the adoption of resolutions. Supervisory Board members may also take part in Supervisory Board meetings via videoconference. Absent Supervisory Board members may also participate in the adoption of Supervisory Board resolutions by submitting their votes in writing via other Supervisory Board members. Persons not belonging to the Supervisory Board are not entitled to participate in meetings of the Supervisory Board in lieu of Supervisory Board members unable to attend.
- (2) Unless otherwise required by law, the Supervisory Board adopts resolutions by a simple majority of votes cast. In the event of a tie, a second vote on the same subject matter shall take place on motion of the Chair or any other member of the Supervisory Board. If this second vote also results in a tie, the Chair of the Supervisory Board shall have the casting vote.
- (3) Resolutions of which the subject matter has not been duly announced may only be adopted if no member of the Supervisory Board objects; absent members of the Supervisory Board shall have the opportunity to object subsequently to these resolutions within a reasonable period of time to be specified by the Chair.
- (4) Minutes shall be kept of the meetings and resolutions of the Supervisory Board, and these shall be signed by the Chair of the Supervisory Board and the person taking the minutes.
- (5) A resolution adopted via votes submitted in writing, by telegraph, by telephone, or by telefax or e-mail is admissible if the Chair of the Supervisory Board orders such a vote and no member of the Supervisory Board objects to this procedure within the period prescribed by the Chair. The minutes of the resolution adopted in writing, by telegraph, by telephone, or by telefax or e-mail must be signed by the Chair.

Section 12 ***Resolutions and Committees***

- (1) The Supervisory Board has the rights and obligations assigned to it by law and the Articles of Association.
- (2) To the extent permitted by law, the Supervisory Board may delegate the execution of certain of its functions to committees or individual members of the Supervisory Board.
- (3) The members of the Management Board are entitled to participate in meetings of the Supervisory Board, unless the Supervisory Board decides otherwise in individual cases.

Section 13 ***Remuneration***

- (1) In addition^[1]_{SEP} to the reimbursement of their cash expenses, the members of the Supervisory Board shall receive remuneration as determined by the Annual Shareholders' Meeting.

- (2) The members of the Supervisory Board shall be reimbursed for value added tax.

V.
ANNUAL SHAREHOLDERS' MEETING

Section 14
Ordinary Annual Shareholders' Meeting

The Ordinary Annual Shareholders' Meeting resolves in particular on^[1]_{SEP}

- the appropriation of distributable net income,
- formal approval of the actions of the Management Board;
- formal approval of the actions of the Supervisory Board;
- the election of the external auditor.

Section 15
Venue and Convening, Image and Sound Transmission

- (1) The Annual Shareholders' Meeting takes place at the Company's registered offices or in a town in the Federal Republic of Germany which is home to a stock exchange.
- (2) The Annual Shareholders' Meeting is convened by the Management Board.
- (3) Inasmuch as no shorter period is allowed by law, the Annual Shareholders' Meeting is to be convened at least 30 days before the date of the Meeting. The day of convocation and the day of the Annual Shareholders' Meeting are not included in this period. The convocation period is extended by the days for the notification period.

The Company is entitled to submit information about the Company, and especially regarding the Annual Shareholders' Meeting, to shareholders registered in the share register by means of remote data transmission with their permission.

- (4) The Annual Shareholders' Meeting may be transmitted, in full or in part, in sound and image. The broadcast may also be made in such a way that it is fully accessible to the general public. The chair of the Annual Shareholders' Meeting is entitled to permit the complete or partial transmission of sound and images from the meeting in a manner to be determined by the chair.

Section 16
Notification and participation in the Annual Shareholders' Meeting

- (1) Those shareholders who are registered in the share register and who have notified the Company of their participation shall be entitled to participate in the Annual Shareholders' Meeting and to exercise their voting rights.

- (2) Notification of attendance of the Annual Shareholders' Meeting must be made in text form (Section 126 b BGB), or in some other way specified by the Company, and handed in to the Company, or some other place specified in the announcement which convenes the Annual Shareholders' Meeting, and must be received no later than on the last day of the legally specified notice period, insofar as the Management Board has not specified any later deadline for receipt of notification. The deadline for the receipt of notification and all further details will be announced together with the convening of the Annual Shareholders' Meeting.
- (3) The Management Board may provide that the shareholders may also participate in the Annual Shareholders' Meeting without being physically present at the venue of the meeting and without having appointed an authorized representative, and that they may exercise some or all of their rights entirely or partly by means of electronic communication."

Section 17
Voting rights

- (1) Each share shall represent one vote.
- (2) Voting rights may also be exercised by a proxy nominated by the shareholder. If the shareholder authorizes more than one person, the Company may reject one or several of these persons.
- (3) The Management Board shall arrange proxies authorized to exercise the voting rights of shareholders according to their instructions.
- (4) Outside the scope of application of Section 135 AktG, the granting of proxies, as well as their annulment and proof of proxy to the Company must be made in text form (Section 126b BGB). Details, especially with regard to forms and deadlines for the authorization and annulment of proxies, as well as their proof and possible simplification of form – individually or each of these declarations – will be announced together with the convening of the Annual Shareholders' Meeting.
- (5) The Management Board may provide that the shareholders may cast their votes in writing or by means of electronic communication also without attending the meeting (absentee voting).

Section 18
Chair; Participation of Board Members

- (1) The Annual Shareholders' Meeting is chaired by the Chair of the Supervisory Board or a person appointed by the Chair.
- (2) The chair leads the meeting. The chair determines the type and form of the voting procedure. The chair is further authorized to set an appropriate time limit with respect to the right of shareholders to speak and ask questions. In particular, the chair is authorized to set an appropriate time limit for the duration of the entire Annual Shareholders' Meeting, discussion of individual agenda items and individual contributions of participants at the start of or during the Annual Shareholders' Meeting. Insofar as this should be necessary for the orderly holding of the Annual Share-

holders' Meeting within an appropriate time frame, the chair may also order an end to the debate.

- (3) In the case of elections to the Supervisory Board, the chair is entitled to allow the election of several Supervisory Board members to be voted on together.
- (4) If it is not possible for a Supervisory Board member to be present at the venue of the Annual Shareholders' Meeting for health reasons, because of an inability to attend for business reasons, or because he or she is abroad for an important reason, he or she may also participate in the Annual Shareholders' Meeting by means of video and audio transmission.^[11]_{SEP}

Section 19 ***Resolutions***

Unless otherwise required by law or the Articles of Association, the resolutions of the Annual Shareholders' Meeting are adopted by a simple majority of the votes cast and, where a majority of shares is required by law, by a simple majority of the voting stock represented.

VI. ***ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF PROFIT***

Section 20 ***Annual Financial Statements***

- (1) On completion of the respective fiscal year, the Management Board shall prepare the annual balance sheet and income statement (annual financial statements), as well as the management report, for the past fiscal year within the statutory period and submit them to the Supervisory Board immediately after preparation. Moreover, the Management Board shall submit to the Supervisory Board the proposal for the appropriation of distributable net income which it intends to recommend to the Annual Shareholders' Meeting. The Supervisory Board commissions the external auditor to audit the annual financial statements.
- (2) After receipt of the Supervisory Board report concerning the result of its examination, the Management Board shall immediately convene the Ordinary Annual Shareholders' Meeting, which shall take place within the statutory period. The legal provisions (Sections 172 ff. AktG) apply for the approval of annual financial statements.

Section 21 ***Appropriation of Profit***

- (1) The Annual Shareholders' Meeting shall resolve on the appropriation of distributable net income. It is bound by the approved annual financial statements. It may also resolve non-cash distributions.

- (2) In its resolution on the appropriation of distributable net income, the Annual Shareholders' Meeting may allocate amounts to revenue reserves or carry amounts forward.

Moreover, it may also resolve to appropriate profit in a manner other than that set forth in Sentence 1 or than distribution amongst the shareholders.

- (3) Shareholders participate in the profits according to their share in the capital stock.
- (4) In the event of an increase in capital stock, the date on which the new shares become entitled to receive dividends may differ from the date of the capital contribution.
- (5) The Management Board may, subject to the approval of the Supervisory Board, make an interim payment to the shareholders from the prospective distributable net income once a fiscal year has expired.

VII. ***FINAL PROVISIONS***

Section 22 ***Amendments to the Articles Concerning Form***

The Supervisory Board is authorized to make amendments to the Articles which merely concern their form.

Section 23 ***Non-cash Contributions, Change in Form***

- (1) The Company was formed by means of a change in legal form according to Sections 190 ff., 238 ff. German Reorganization Act (UmwG) from 1&1 Aktiengesellschaft & Co. Kommanditgesellschaft auf Aktien ("KGaA").
- (2) The capital stock of the KGaA resulted from non-cash contributions which the limited liability shareholders listed below provided to the Company in the form of shares in 1&1 Holding GmbH (entered in the Commercial Register of the District Court of Montabaur under HRB 3384) in accordance with a separate transfer agreement and for which they received ordinary shares with a par value of DM 5 (today: EUR 2.56) and a notional share of capital stock as follows (rounded in accordance with standard commercial practice):
 - (a) Mr. Ralph Dommermuth contributed a share in 1&1 Holding GmbH with a par value of DM 206,200.00 to the Company and received in return 182,634 shares with a total par value of DM 913,170.00.
 - (b) Mr. Michael Scheeren contributed a share in 1&1 Holding GmbH with a par value of DM 50,000.00 to the Company and received in return 44,286 shares with a total par value of DM 221,430.00.

- (c) Mr. Thomas Schieferstein contributed a share in 1&1 Holding GmbH with a par value of DM 50,000.00 to the Company and received in return 44,286 shares with a total par value of DM 221,430.00.
 - (d) Deutschland Investments (Holdings) IV. B.V. contributed two shares in 1&1 Holding GmbH with par values of DM 100,000.00 and DM 50,000.00 to the Company and received in return 132,857 shares with a total par value of DM 664,285.00.
 - (e) 3i Europe Investments Partners No. 1 contributed a share in 1&1 Holding GmbH with a par value of DM 14,900.00 to the Company and received in return 13,197 shares with a total par value of DM 65,985.00.
 - (f) 3i Europe Investments Partners No. 2 contributed a share in 1&1 Holding GmbH with a par value of DM 20,100.00 to the Company and received in return 17,803 shares with a total par value of DM 89,015.00.
 - (g) 3i Group plc. contributed a share in 1&1 Holding GmbH with a par value of DM 15,000.00 to the Company and received in return 13,286 shares with a total par value of DM 66,430.00.
 - (h) Mr. Klaus Günther Zulla contributed four shares in 1&1 Holding GmbH each with par values of DM 5,000.00 to the Company and received in return 17,714 shares with a total par value of DM 88,570.00.
 - (i) Private Equity Bridge Invest Ltd. contributed a share in 1&1 Holding GmbH with a par value of DM 45,000.00 to the Company and received in return 39,857 shares with a total par value of DM 199,285.00.
- (3) The capital contribution of the general partner of the KGaA, 1&1 Aktiengesellschaft & Co. Beteiligungsgesellschaft, Montabaur, with a par value of DM 8,800,000.00 was made by contributing its share in 1&1 Holding GmbH with a par value of DM 448,800.00 to the Company in accordance with the provisions of a separate transfer agreement. Prior to the change in legal form of the KGaA to the Company, the general partner requested that its capital contribution of EUR 4,499,368.56 be converted to common stock in accordance with Section 7 (1) of the Articles of the KGaA. Consequently, in accordance with Section 7 (1) of its Articles, the KGaA increased its capital stock by EUR 4,499,368.56 by means of a non-cash capital increase with the issue of 1,760,000 new, no-par bearer shares with an issue amount of EUR 2.56 each (notional share of capital stock, rounded in accordance with standard commercial practice) each with dividend entitlement from the beginning of fiscal year 2000. These new shares were subscribed and assumed by the general partner. The non-cash contribution of the general partner was provided by the contribution of its claim to payment of its capital contribution of EUR 4,499,368.56 that can be converted to common stock in accordance with Section 7 (2) of the Articles of the KGaA.

Section 24
Severability Clause

Should one or several provisions of the above Articles not comply with legal regulations or be legally invalid, or should the Articles be incomplete, the validity of the other pro-

visions shall remain unaffected. In place of the faulty provision or in order to rectify the incompleteness – possibly by means of a formal amendment to the Articles – a provision shall be agreed such as the founders would have agreed if they had been aware of the respective deficiency.

Section 25
Costs of Conversion

The Company bears the costs of conversion – in particular notary and court costs, any fees of the formation auditor and the costs of notification – up to an amount of EUR 100,000.00.