

## REPORT OF THE SUPERVISORY BOARD

Dear shareholders,

In the following, I would like to inform you about the work of the Supervisory Board in the fiscal year 2019.

In fiscal year 2019, the Supervisory Board of United Internet AG fulfilled its legal and statutory duties to regularly advise the Management Board and monitor its management of the Company. The Supervisory Board was directly involved in all decisions of fundamental significance for the Company. The Management Board provided the Supervisory Board with regular and comprehensive reports, both written and oral, and also between meetings, about all relevant questions concerning corporate strategy and planning, as well as the associated risks and opportunities, the development and progress of business, planned and current investments, the status of the Company, its exposure to risk, the risk management system, and issues of compliance. The Management Board discussed the Company's strategic alignment with the Supervisory Board and presented it with a comprehensive report every quarter about the state of business, the development of sales and earnings, and the position of the Company and its business policy. This also included information about deviations between planned and actual figures. With regard to both content and scope, these reports met all statutory requirements, the standards of good corporate governance, and the criteria set by the Supervisory Board. The Management Board's reports were made available to all members of the Supervisory Board. The Chairman of the Supervisory Board was also kept regularly informed by the Management Board on all business activities, also between the meetings, and gave advice on questions of business policy. The Supervisory Board examined the plausibility of the reports provided by the Management Board, discussed their content in detail, and gave a critical assessment.

The Supervisory Board was regularly informed by the Management Board about the internal control system, the Group-wide risk management system, and the Internal Audit system which it had introduced. On the basis of its own reviews, the Supervisory Board came to the conclusion that the internal control system, the Group-wide risk management system, and the internal audit system are fully functional and effective.

The Supervisory Board comprises three members and has formed no committees.

None of the Supervisory Board members holds any executive body or advisory positions with enterprises which the Company regards as its major competitors. There was no indication of any conflicts of interest involving members of the Supervisory Board or Management Board.

### Meetings and main topics

In addition to the regular statutory reports, the Supervisory Board discussed and reviewed the following issues in greater detail:

- The Annual Financial Statements and Consolidated Financial Statements for fiscal year 2018

- The Report of the Supervisory Board to the Annual Shareholders' Meeting for fiscal year 2018
- The Sustainability Report 2018
- Determining the Management Board's target achievement for fiscal year 2018 and approving the payment of variable compensation components, as well as agreeing new targets for the Management Board for fiscal year 2019
- The invitation to the Annual Shareholders' Meeting 2019, as well as the agenda and motions for resolutions
- Examining the independence of the proposed auditor of the Annual Financial Statements and adopting the corresponding resolution proposal
- The dividend proposal for the Annual Shareholders' Meeting
- The updates to the Declaration of Conformity with the German Corporate Governance Code in February and December 2019
- Audit planning and the quarterly reports of the Internal Audit department
- The Compliance Report 2018
- The quarterly reports on risk management and the risk management strategy
- The development of the proportion of women and the implementation status of the agreed targets
- The development of the Company during the year
- Regular information on 5G and the spectrum auction
- The purchase of further shares in 1&1 Drillisch AG
- The purchase of further shares in Tele Columbus AG
- The sale of shares in Rocket Internet SE
- Further changes in investments
- The launch of a share buyback program for up to 6 million treasury shares or 192 million in August 2019
- The public share buyback offer for up to 9 million treasury shares in December 2019 and the signing of purchase and tendering agreement with Rocket Internet SE, while simultaneously ending the current share buyback program of August 2019
- The adoption of new Rules of Procedure for the Management Board of United Internet AG
- The harmonization of Rules of Procedure for all Group companies
- The renewal of D&O insurance
- The possible changes to the German Corporate Governance Code and implementation of the second Shareholders' Rights Directive (ARUG II)
- The Supervisory Board's regular efficiency test
- The dates for future meetings and the financial calendar for the fiscal year 2020

The Supervisory Board held four meetings during fiscal year 2019 during which the Management Board presented detailed information about the business situation and the development of the Company and Group, as well as about significant business events. The meetings of the Supervisory Board were each attended by all members. In addition to the meetings, further resolutions on current topics were adopted by means of circular written consent and via conference call.

## **Corporate Governance**

The Supervisory Board once again discussed in detail the standards of good corporate governance in fiscal year 2019, and in this connection also the German Corporate Governance Code. The Management Board and Supervisory Board issued a Declaration of Conformity pursuant to section 161 AktG on February 19, 2019 and updated it on December 18, 2019. The declarations are permanently available on the corporate website and in the Federal Gazette (Bundesanzeiger). Declarations of Conformity of previous years can also be viewed here. Further details on corporate governance are provided in the Declaration on Company Management and the Corporate Governance Report on the fiscal year 2019.

## **Discussion of the Annual Financial Statements 2019 for the Company and the Group**

The Annual Shareholders' Meeting of United Internet AG on May 23, 2019 elected Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, based in Eschborn/Frankfurt am Main, as auditors for the fiscal year 2019. Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft audited the accounting system, the Annual Financial Statements of United Internet AG, the Consolidated Financial Statements according to IFRS and the Combined Management Report for United Internet AG and the Group for the fiscal year 2019. In the course of the audit, the auditor focused in particular on the key audit matters. For the Consolidated Financial Statements in accordance with IFRS, these included the impairment of goodwill, revenue recognition in the retail business and, with regard to IFRS 15, the accounting and recognition of contract initiation and fulfillment costs. For the Annual Financial Statements in accordance with HGB, the auditor dealt in particular with the impairment of financial assets. The risk management system was also examined and analyzed as part of the audit of the Annual Financial Statements. The auditor did not detect any major weaknesses in the internal control system, Group-wide risk management system or Internal Audit system. Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft awarded an unqualified certificate in each case.

The Supervisory Board satisfied itself as to the independence of the auditors and received a written declaration to this end. In addition, the Supervisory Board was informed about services rendered in the past fiscal year and the awarding of non-audit-related services.

The aforementioned Annual Financial Statement documents, the proposal for the appropriation of profit, and the auditor's report were presented to all members of the Supervisory Board in due time. The chief auditor participated in the balance sheet meeting via conference call of the Supervisory Board on March 25, 2020, where he reported on his audits and their results, elaborated on the audit report, and answered the Supervisory Board's questions. Following its own inspection, the Supervisory Board came to the conclusion that the Annual Financial Statements, the Combined Management Report, the Consolidated Financial Statements and the auditor's report gave no cause for objections. The Supervisory Board concurs with the auditor that there are no major weaknesses in the internal control and risk management system, especially with regard to the accounting process. With a resolution on March 25, 2020, the Supervisory Board approved the Annual Financial Statements of United Internet AG, as prepared by the Company on March 23, 2020 and the Consolidated Financial Statements according to IFRS for fiscal 2019, also prepared by the Company on March 23, 2020. The Annual Financial Statements are therefore adopted pursuant to section 172 AktG. The Supervisory Board supports the proposal of the Management Board concerning the allocation of retained earnings.

### **Audit of the Management Board's report on relations with affiliated companies**

The Management Board presented its report on relations with affiliated companies (Dependent Company Report) for fiscal year 2019 to the Supervisory Board in good time.

The report prepared by the Management Board about relations with affiliated companies was also audited by the external auditors. The following certificate was awarded in this respect:

"On the basis of our statutory examination and evaluation, we can confirm that

1. the details made in the report are accurate,
2. the Company was compensated adequately for each transaction mentioned in the report,
3. in the case of those measures mentioned in the report, there is no evidence to suggest a significantly different assessment to that provided by the Management Board."

The external auditors submitted the audit report to the Supervisory Board. The Dependent Company Report and Audit Report were made available to the Supervisory Board in good time. The Supervisory Board reviewed the Management Board's Dependent Company Report and the audit report. The Supervisory Board performed the final review at its meeting held via conference call on March 25, 2020. The external auditors attended this meeting and reported on their audit of the Dependent Company Report and their main audit results, explained their audit report, and answered questions from members of the Supervisory Board. On the basis of our final examination, we concur with the Management Board's Dependent Company Report and the audit report and have no objections to raise regarding the Management Board's declaration at the end of the Dependent Company Report.

### **Reporting for the Sustainability Report**

United Internet AG submitted a non-financial statement for fiscal year 2019, which will be published as part of a separate non-financial report (Sustainability Report).

The Supervisory Board of United Internet already discussed the Sustainability Report during the course of the year. As part of its own final review, the Supervisory Board dealt in detail with the non-financial statement in its entirety. The Supervisory Board scrutinized the contents of the non-financial statement and discussed it at length with the Management Board, whose members were on hand to answer additional questions and provide further information. Following its own review, the Supervisory Board came to the conclusion that the non-financial statement did not give rise to any objections.

The Supervisory Board thanks the Management Board and all employees for their outstanding commitment to the Company in fiscal year 2019.

Montabaur, March 25, 2020

For the Supervisory Board

Kurt Dobitsch

The members of the Supervisory Board are

- Kurt Dobitsch, Markt Schwaben  
Chairman of the Supervisory Board of United Internet AG
- Kai-Uwe Ricke, Stallikon/Switzerland  
Member of the Board of Directors of Delta Partners/Dubai
- Michael Scheeren, Frankfurt  
Chairman of the Supervisory Board of 1&1 Drillisch AG