

Kabel Deutschland Holding AG  
Unterfoehring

WKN: KD8888  
ISIN: DE000KD88880

Dear Shareholders,

You are cordially invited to the

**Ordinary General Meeting of Shareholders of Kabel Deutschland Holding AG**

on Friday, 6 November 2020, at 10:00 am (CET).

The General Meeting will be conducted as a virtual meeting without the physical presence of shareholders and their proxies. Shareholders and their proxies will participate by way of electronic communication in accordance with the provisions and explanations set out below in the section "*Further information and notes on the General Meeting*".

**Agenda**

- 1. Presentation of the adopted annual financial statement, the approved consolidated financial statement and the combined management report, as well as the report of the Supervisory Board, in each case for the fiscal year ending 31 March 2020**

- 2. Resolution on the discharge of the members of the Management Board**

The Management Board and the Supervisory Board propose discharge of the acts of the members of the Management Board of Kabel Deutschland Holding AG for the fiscal year ending 31 March 2020.

- 3. Resolution on the discharge of the members of the Supervisory Board**

The Management Board and the Supervisory Board propose discharge of the acts of the members of the Supervisory Board of Kabel Deutschland Holding AG for the fiscal year ending 31 March 2020.

- 4. Resolution on the election of auditors**

The Supervisory Board proposes the appointment of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, as auditor of the annual financial statement and the consolidated financial statement for the fiscal year ending 31 March 2021.

- 5. Resolution on the election of Supervisory Board members**

Ms. Sonia Hernandez resigned as shareholder representative on the Company's Supervisory Board with effect from the end of the General Meeting and will have retired from the Company's Supervisory Board at this point in time.

In addition, the term of office of Supervisory Board member Dr. Christoph Clément, who was elected by the shareholders, will end at the close of the Ordinary General Meeting 2020. New elections will therefore have to be held.

In accordance with section 7 (1) of the Articles of Association, section 96 (1) of the German Stock Corporation Act (AktG) and section 7 (1) sentence 1 no. 1 of the German Co-determination Act (MitbestG), the Supervisory Board of Kabel Deutschland Holding AG consists of twelve members, six of whom are elected by the General Meeting and six by the employees in accordance with the provisions laid down in the German Codetermination Act. The General Meeting is not bound by election proposals. The intention is to conduct the elections separately for each Supervisory Board candidate.

The Supervisory Board proposes to elect,

5.1 Ms. Aikaterini Stathaki, Vodafone Business Unit Director, Vodafone Greece, residing in Athens, Greece

5.2 Dr. Christoph Clément, lawyer, residing in Graefelfing, Germany

in each case until the end of the General Meeting that resolves on the discharge of the actions of the Supervisory Board for the fourth financial year following the commencement of the term of office. The fiscal year in which the term begins is not counted in this respect.

**6. Presentation and publication of the report of the special auditor Mr. Martin Schommer, c/o Constantin GmbH, Frankfurt am Main, on the special audit under the German Stock Corporation Act (AktG) in accordance with section 142 et seq. German Stock Corporation Act at Kabel Deutschland Holding AG, by decision of the Munich Regional Court I (Landgericht Muenchen I), taken on 9 June 2016 (file number: 17 HK O 6754/15)**

The motion for the appointment of a special court auditor in accordance with section 142 (2) German Stock Corporation Act (AktG) was filed by a qualified minority of shareholders. On 9 June 2016, the Munich Regional Court I resolved to order a special audit (file number: 17 HK O 6754/15). According to the court decision, within the framework of the special audit, the special auditors at Kabel Deutschland Holding AG were to examine the actions and measures of the Management Board and/or Supervisory Board in connection with a potential or definite future takeover of the Company by a third party and the impact of these actions and measures on the effected takeover by Vodafone Vierte Verwaltungs AG as well as all related internal and external communication by the Management Board and/or Supervisory Board and the communication between the two bodies after 31 March 2013, as well as changes in the incentive structure for members of the Company's bodies in connection with these contacts at the time. The Munich Regional Court I appointed Mr. Martin Schommer, auditor/tax consultant c/o Constantin GmbH, Neue Boersenstr. 6, Frankfurt am Main, as special auditor. The report of the special auditor was submitted to the Company on 25 August 2020. The Board of Management submitted the special audit report to the Supervisory Board. The report is hereby published by notice as an agenda item in accordance with section 145 (6) sentence 5 German Stock Corporation Act (AktG).

The Company received the report of the special auditor only a few days before the document convening the Ordinary General Meeting was adopted. Up to that point in time, the Company's executive bodies had not yet been able to make a final evaluation

and assessment. The special audit report will be comprehensively examined, also with regard to whether and what consequences must be drawn from any auditing and reporting deficiencies. A detailed opinion will be provided at the General Meeting.

## **Further information and notes on the General Meeting**

Due to the spread of the novel SARS-CoV-2 virus (COVID-19 pandemic), the Management Board, with the approval of the Supervisory Board, has decided to conduct this year's General Meeting as a virtual meeting without the physical presence of shareholders and their proxies. The legal basis for this is Art. 2 section 1 (2) sentence 1, (6) of the Act on the Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (COVID-19 Mitigation Act). This involves some special arrangements regarding the conducting of the General Meeting and the exercising of shareholders' rights. We therefore ask our shareholders to pay particular attention to the following information:

### **Requirements for participation in the General Meeting and the exercising of voting rights**

Only those shareholders who have registered with the Company in due time and who have provided proof of their share ownership (section 14 (1) of the Company's Articles of Association) may participate in the General Meeting and exercise their voting rights in accordance with the following terms and conditions.

Registration must be in text form (section 126b German Commercial Code) in German or English. The right to participate in the General Meeting and to exercise voting rights must be proven by a certificate of share ownership issued by the custodian bank. The certificate must be in text form in German or English. The certificate must refer to the beginning of the 21st day prior to the General Meeting, i.e. **12:00 midnight (CEST) on 16 October 2020 ("Record Date")**. This means that shareholders who acquired their shares after the Record Date will neither be able to participate nor to have voting rights in the General Meeting. The Record Date has no effect on the disposability of shares. Shareholders who sell their shares after the Record Date are therefore still entitled to participate in the General Meeting and exercise their voting rights in relation to the Company, provided they register and submit proof of share ownership in good time.

The Company must receive both the registration and the proof of share ownership in writing at the following address, **at the latest by 12:00 midnight (CEST) on 30 October 2020:**

Kabel Deutschland Holding AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

Upon receipt of the registration and proof of share ownership by the Company at the above address, shareholders will be issued with voting cards for the General Meeting so that they can exercise their rights both before and during the (virtual) General Meeting.

We request that shareholders ask their custodian bank for a voting card as early as possible in order to ensure a timely receipt of the voting cards. In such cases, the sending of the registration and the proof of share ownership is usually carried out by the custodian bank. Therefore, shareholders who request a voting card for the General Meeting in good time via their custodian bank do not usually need to do anything else. In case of doubt, we ask shareholders to ascertain from their custodian bank whether it will undertake the registration and proof of share ownership on their behalf.

The voting card is not a prerequisite for participation, but merely serves to facilitate the organisation of the General Meeting. However, it does contain the information required, in particular, for use of the password-protected shareholder portal, through which, among other things, voting rights can be exercised by means of electronic communication (by postal vote), proxies and instructions for exercising voting rights can be issued to the proxies appointed by the Company, questions can be asked via electronic communication and, if necessary, objections can be raised with regard to a resolution of the General Meeting.

### **Virtual General Meeting without the physical presence of shareholders or their proxies**

This year, the General Meeting will be held as a virtual meeting without the physical presence of shareholders or their proxies. To this end,

- a) the video and audio transmission of the entire General Meeting will be made available on the Internet (see also "*Live transmission of the General Meeting on the Internet*"),
- b) shareholders may exercise their voting rights by means of electronic communication (by postal vote) and by issuing a proxy. This will not affect any existing options for exercising voting rights by postal vote and granting a proxy by other means, such as by post (please also refer to the sections on "*Postal voting procedure*" and "*Authorized agent voting procedure*"),
- c) shareholders shall be given the opportunity to ask questions by means of electronic communication (please also refer to the section on "*Shareholders' right to ask questions*") and
- d) notwithstanding section 245 No. 1 German Stock Corporation Act (AktG), shareholders who have exercised their voting rights in accordance with letter b) above shall be given the opportunity to object to a resolution adopted by the General Meeting, whereby the requirement to appear at the General Meeting is waived.

Shareholders who have duly registered and provided the Company with proof of their share ownership will, on the day of the General Meeting, also have access to the password-protected shareholder portal at the Internet address

<https://www.kabeldeutschland.com/hauptversammlung.html>

There, they will also be able to exercise their voting rights on the day of the General Meeting by means of electronic communication (by postal vote) as well as issue proxies and instructions to the Company's voting proxy. In addition, they can also raise an objection to a resolution adopted by the General Meeting on the day of the General Meeting if necessary. Shareholders will find the access data required for the shareholder portal on the voting card sent by post.

With regards to exercising the right to ask questions, the Management Board, with the approval of the Supervisory Board, has decided in accordance with section 1 (1), (2), (6) of the German COVID-19 Mitigation Act that questions must be submitted by means of electronic communication at least two days before the General Meeting. Further details on how to exercise the right to ask questions can be found below in the section *"Shareholders' right to ask questions"*.

### **Postal voting procedure**

Shareholders also have the option, within the framework described below, to cast their votes by postal vote without participating in the General Meeting. This, too, requires proper registration and proper proof of share ownership, in each case as described above in the section *"Requirements for participation in the General Meeting and the exercising of voting rights"*.

Postal voting can be done in writing using the (postal vote) form printed on the voting card or the form available for this purpose at the Internet address <https://www.kabeldeutschland.com/hauptversammlung.html>. The form used for postal voting must be completed in full, including in particular the voting card number, and must be received by the Company at the following address by 12:00 midnight (CET) on 5 November 2020 (day of receipt):

Kabel Deutschland Holding AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

Votes cast by postal vote may be revoked or amended in writing at the postal address set out above in this section until 12:00 midnight (CET) on 5 November 2020 (date of receipt).

Voting rights may also be exercised by postal vote by means of electronic communication. To this end, the password-protected shareholder portal at the Internet address

<https://www.kabeldeutschland.com/hauptversammlung.html>

has been made available to shareholders who have duly registered and provided the Company with proof of their share ownership. In this way, postal voting (as well as any changes and the revocation thereof) is still possible on the day of the General Meeting, up to the time specified by the chairman of the meeting during the General Meeting on 6 November 2020. Details on the use of the password-protected shareholder portal can be found in the above section *"Virtual General Meeting without the physical presence of shareholders or their proxies"*.

### **Authorized agent voting procedure**

Voting rights can also be exercised through a representative, for instance through an intermediary, a shareholders' association, through the voting rights representatives appointed by the Company, or any other duly authorized third party. In this case, the shareholder must also register for the General Meeting in due time, as set out above, and must provide proof of his or her share ownership in due time. The granting of a proxy is permitted both before and

during the virtual General Meeting and can be declared both to the person to be authorized and to the Company. The password-protected shareholder portal can only be used by a proxy if the proxy receives the access data sent with the voting card from the person granting the power of attorney.

The granting of a power of attorney, revocation of it, and proof of authorization vis-à-vis the Company must be in text form pursuant to section 134 (3) sentence 3 of the German Stock Corporation Act in conjunction with section 14 (4) sentence 2 of the Articles of Association of our Company (section 126 German Civil Code). The special features described below in this section apply to the authorization of proxies appointed by the Company.

When granting power of attorney, shareholders can use the authorization form on the voting card sent to them. The form is also available on the Company's website at

*<https://www.kabeldeutschland.com/hauptversammlung.html>*

The appointment of a proxy as well as the revocation and proof of proxy authorization vis-à-vis the Company can also be made prior to the General Meeting by transmission in text form (section 126b German Civil Code – BGB) to the following address

Kabel Deutschland Holding AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

When authorizing an intermediary as defined in section 135 of the German Stock Corporation Act (AktG), a shareholders' association, or an equivalent person as defined in section 135 (8) of the German Stock Corporation Act, the text-form requirement in accordance with section 134 (3) sentence 3 of the German Stock Corporation Act does not apply. In such cases, the rules in section 135 German Stock Corporation Act must be taken into consideration, and information must be requested from authorized agents regarding any other special conditions required by them.

As described in the following, shareholders may have their voting rights exercised at the virtual General Meeting in accordance with their instructions through voting representatives appointed for this purpose by the Company. In this case, the shareholder must also, as set out above, register for the General Meeting in due time and must provide proof of his or her share ownership in due time. If a shareholder wishes to authorize the voting representatives appointed by the Company, he or she must give them instructions in respect of every item on the agenda subject to a vote, indicating how the voting right is to be exercised. The proxies appointed by the Company are obliged to vote in accordance with the instructions given to them. It is not possible for the proxies appointed by the Company to exercise the voting rights at their own discretion.

The authorization of the proxies appointed by the Company, its revocation as well as the issuing of instructions or a change in instructions can also be made before the General Meeting to the following address:

Kabel Deutschland Holding AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

In this case, the granting of the proxy together with instructions to the proxies appointed by the Company and its revocation require text form (section 126b German Commercial Code – BGB). They must be received at the above address by 12:00 midnight (CET) on 5 November 2020. The form printed on the voting card or the form which shareholders can find on the Company's website at <https://www.kabeldeutschland.com/hauptversammlung.html> can be used to grant power of attorney and issue instructions to the proxies appointed by the Company.

The power of attorney and instructions to the proxies appointed by the Company can also be issued, revoked, or changed by providing the Company with a declaration to this effect by means of electronic communication using the password-protected shareholder portal, made available by the Company at the Internet address <https://www.kabeldeutschland.com/hauptversammlung.html>. Shareholders can obtain the necessary access data for the shareholder portal from the voting card sent by post. The shareholder portal can still be used to issue, change, or revoke the power of attorney and instructions to the proxies appointed by the Company during the General Meeting until the point in time specified by the chairman of the meeting during the virtual General Meeting on 6 November 2020.

If, in addition to a power of attorney and instructions granted to the proxies appointed by the Company, postal votes have also been received, the postal votes will always be given priority. If this is the case, the proxies appointed by the Company will not make use of the power of attorney granted to them and will not represent the shares concerned.

Please bear in mind that the voting representatives appointed by the Company do not accept authorizations for the raising of objections to resolutions adopted at the General Meeting, for exercising the right to speak and ask questions, or for the presentation of motions. Nor will they be available for voting on motions that have not been announced or published in advance.

### **Live transmission of the General Meeting on the Internet**

All shareholders and interested members of the public can follow the entire General Meeting live on the Internet from 10:00 am (CET) on 6 November 2020. Unlimited on-line access to the live broadcast will be provided via the internet address <https://www.kabeldeutschland.com/hauptversammlung.html>

Shareholders who have duly registered and provided the Company with proof of their share ownership can also follow the live broadcast via the password-protected shareholder portal at the internet address <https://www.kabeldeutschland.com/hauptversammlung.html>

The General Meeting will be broadcast live from the business premises of Vodafone GmbH, Ferdinand-Braun-Platz 1, 40549 Duesseldorf. The notary public appointed to record the minutes of the General Meeting will also be present there.

After the General Meeting, the opening remarks by the chairman of the meeting and the speech by the Chief Executive Officer will also be available as a recording on the Internet at the above address.

### **Motions for items to be added to the agenda**

Shareholders whose holdings, alone or together, amount to at least 5% of the Company's share capital or the prorated amount of € 500,000.00 may request in writing (section 126 German Civil Code – BGB) that items of business be set out in the agenda and be published, citing the purpose and reasons therefor (section 122 (2) German Stock Corporation Act). A request for additions to the agenda must be sent to the Management Board at the address below:

Kabel Deutschland Holding AG  
- Management Board -  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

The request, including any legally required information and proof, must be received by the Company at the latest 24 days prior to the General Meeting, i.e. at the latest by **12:00 midnight (CEST) on 12 October 2020**.

However, in accordance with the concept underlying the COVID-19 Mitigation Act, any such motions will not be put to the vote at the General Meeting and will not be dealt with in any other way.

### **Countermotions and election proposals**

Shareholders may present countermotions against proposals made by the Management Board and the Supervisory Board with regard to any specific item on the agenda and may make proposals on the election of Supervisory Board members and auditors.

Countermotions or election proposals, which meet all the other legal requirements for their disclosure, that will be submitted to the following address

Kabel Deutschland Holding AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
E-Mail: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

by 12:00 midnight (CEST) on 22 October 2020 at the latest, will be made available to the other shareholders at the internet address <https://www.kabeldeutschland.com/hauptversammlung.html>. Any statements made by



management will also be published at the above Internet address after 22 October 2020. Countermotions or election proposals sent to other addresses will not be made available.

However, in accordance with the concept underlying the COVID-19 Mitigation Act, any such countermotions or election proposals will not be put to the vote at the General Meeting and not dealt with in any other way.

### **Shareholders' right to ask questions**

For this year's (virtual) General Meeting, shareholders who have duly registered and provided the Company with proof of their share ownership will be given the opportunity to ask questions by electronic means (Art. 2 section 1 (2) sentence 1 no. 3 of the COVID-19 Mitigation Act). With the approval of the Supervisory Board, the Management Board has decided that questions must be submitted by electronic communication no later than two days before the General Meeting (Art. 2 section 1 (2) sentence 2 clause 2 of the COVID-19 Mitigation Act; please also refer to the explanations above in the section "*Virtual General Meeting without the physical presence of shareholders or their proxies*"). This means that shareholders must submit their questions no later than 12:00 midnight (CET) on 3 November 2020, using the password-protected shareholder portal at <https://www.kabeldeutschland.com/hauptversammlung.html>. Shareholders can find the necessary access data for the shareholder portal on the voting card sent to them by post. In your own interest, therefore, please contact your custodian bank as early as possible to ensure early registration and timely receipt of the voting card. The Management Board will decide at its due and free discretion which questions to answer and how to answer them (Art. 2 section 1 (2) sentence 2 clause 1 of the COVID-19 Mitigation Act).

### **Option to object to resolutions adopted by the General Meeting**

By waiving the requirement to appear at the General Meeting, shareholders who have exercised their voting rights are given the opportunity to object to resolutions adopted by the General Meeting by means of electronic communication through the password-protected shareholder portal at <https://www.kabeldeutschland.com/hauptversammlung.html>. The right to object applies from the beginning of the General Meeting on 6 November 2020 until its conclusion by the chairman.

### **Additional explanations on shareholders' rights**

More detailed explanations of the rights of shareholders, in particular information on further requirements beyond compliance with relevant deadlines, can be found at <https://www.kabeldeutschland.com/hauptversammlung.html>

### **Information and documentation in respect of the General Meeting**

This invitation to the General Meeting and the documents to be made available by law are available on the Company's website at

<https://www.kabeldeutschland.com/hauptversammlung.html>

## **Notes on data protection**

Information on the processing of personal data in connection with our General Meeting can be found on the Company's website at

*<https://www.kabeldeutschland.com/hauptversammlung.html>*

**Unterfoehring, September 2020**

**Kabel Deutschland Holding AG**

**The Management Board**