



Kabel Deutschland Holding AG
Unterföhring

WKN: KD8888 ISIN: DE000KD88880

Dear Sir or Madam,

You are cordially invited to the

Ordinary General Meeting of Kabel Deutschland Holding AG

on Friday, 12 November 2021, 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 (except for the proxies appointed by the Company) 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 2021**

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

The Management Board and the Supervisory Board propose to discharge the members of the Management Board of Kabel Deutschland Holding AG holding office in the fiscal year ending on 31 March 2021.

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

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board of Kabel Deutschland Holding AG holding office in the fiscal year ending on 31 March 2021.

- 4. Resolution on the election of auditors**

The Supervisory Board proposes to appoint Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, as auditors of the annual financial statement and the consolidated financial statement for the fiscal year ending 31 March 2022.

5. Resolution on the election of Supervisory Board members

Ms. Tanja Richter's term as shareholder representative on the Company's Supervisory Board will end with effect from the end of the Ordinary General Meeting 2021. 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 Codetermination 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,

Ms. Tanja Richter, Technology Director Consumer Products and Service, Vodafone Group Services Limited, residing in Hamburg, Germany

until the end of the General Meeting that resolves on the discharge 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.

Further information and notes on the General Meeting

In view of the ongoing COVID-19 pandemic, the Management Board, with the approval of the Supervisory Board, has decided to conduct the Ordinary General Meeting in 2021 as a virtual meeting without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the Company). The legal basis for this is section 1 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic ("Covid-19 Act"), published as Art. 2 of the Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020, extended and amended by Article 11 of the Law on the Further Shortening of Residual Debt Relief Proceedings and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law and in Rental and Lease Law of 22 December 2020.

As the conducting of the General Meeting in a virtual format on the basis of the COVID 19 Act results in some changes in the way the meeting is conducted and shareholder rights are exercised, we ask our shareholders to pay particular attention to the following information on the possibility of following the audio and video transmission of the General Meeting, on the exercising of voting rights and the right to ask questions, as well as other shareholder rights.

Conducting the General Meeting as a virtual meeting of without the physical presence of shareholders and their proxies, audio and video transmission, access data

In its virtual format, the General Meeting shall be held with the physical presence of the chairman of the meeting, members of the Management Board and the notary public commissioned to record the minutes, as well as the proxies appointed by the Company. The venue of the General Meeting shall be the business premises of Vodafone GmbH, Ferdinand-Braun-Platz 1, 40549 Düsseldorf, Germany.

Shareholders and their proxies (with the exception of the proxies appointed by the Company) cannot physically attend the General Meeting. However, they can follow the entire General Meeting via video and audio transmission on the shareholder portal at the internet address

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

Password-protected shareholder portal

At the internet address

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

the Company will maintain a password-protected shareholder portal from 22 October 2021. Properly registered shareholders (and, if applicable, their proxies) can use this shareholder portal to follow the video and audio transmission of the General Meeting, exercise their voting rights, issue proxies, submit questions or raise objections for the record. To use the shareholder portal, shareholders must log in using the individual access data they receive with their voting card. The various options for exercising your rights then appear in the form of buttons on the user interface of the shareholder portal.

Shareholders will receive further details on the shareholder portal and the registration and usage conditions together with their voting rights card.

Requirements for participation in the virtual General Meeting and the exercising of shareholder rights, in particular voting rights

In accordance with the following provisions and explanations, only those shareholders who have registered with the Company in due time and who have provided proof of their share ownership are entitled to participate in the General Meeting and exercise their shareholder rights, in particular their voting rights (section 14 (1) of the Company's Articles of Association).

The registration must be in text form (section 126b of the German Civil 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 and must be in German or English. The certificate must refer to the beginning of the 21st day prior to the General Meeting, i.e. **22 October 2021, 12:00 midnight (CEST) ("record date")**.

In relation to the Company, only those persons who have provided proof of share ownership shall be deemed to be shareholders for the purposes of participating in the General Meeting and the exercising of shareholder rights, in particular voting rights. Shareholder rights and the scope of voting rights are determined exclusively on the basis of the shareholder's share ownership on the record date. The record date has no effect on the disposability of shares. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is relevant for the exercising of shareholder rights, participation in the General Meeting and the exercising of voting rights. The same applies to the acquisition of shares after the record date. Persons who do not hold any shares on the record date and only become shareholders at a later date are not qualified, in particular not entitled to vote.

Registration and proof of share ownership must be received by the Company **no later than 5 November 2021, 12:00 midnight (CET)** at the following address:

Kabel Deutschland Holding AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 - 210 27 289
E-mail: inhaberaktien@linkmarketservices.de

After timely receipt of the registration and proof of shareholding by the Company at the above address, shareholders will be sent voting cards for exercising their rights in relation to the General Meeting, including the individual access data for the shareholder portal for the purpose of connecting to the General Meeting and exercising shareholder rights.

We ask shareholders to request a voting rights card from their custodian bank as early as possible to ensure the timely receipt of the voting rights cards. The required sending of the registration and proof of share ownership will generally be carried out by the custodian bank. Shareholders who request a voting rights card in good time via their custodian bank therefore generally do not need to take any further action. In case of doubt, we ask shareholders to ascertain from their custodian bank whether it will register them and provide proof of share ownership on their behalf.

The voting card is not a prerequisite for participation, but merely serves to facilitate organizational processing. However, it does contain the information required in particular for using the password-protected shareholder portal, which can be used, among other things, to exercise voting rights via electronic communication (by postal vote), to issue powers of attorney and voting instructions to the proxies of the Company, to ask questions via electronic communication, and, if necessary, to raise an objection to a resolution of the General Meeting.

Exercising voting rights by (electronic) postal vote

Votes may be cast by postal vote using the form printed on the voting card or the (postal vote) form made available for this purpose on the internet at <https://www.kabeldeutschland.com/hauptversammlung.html>. The form used for the postal vote must be completed in full, in particular indicating the voting card number and the number of shares, and received by the Company at the following address no later than 11 November 2021, 12:00 midnight (CET) (time of receipt):

Kabel Deutschland Holding AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: inhaberaktien@linkmarketservices.de

Votes cast in this way by postal vote may be revoked or changed in writing at the postal address given above in this section or by sending the declaration in writing by e-mail to the e-mail address given above in this section up to and including 11 November 2021, 12:00 midnight (CET) (time of receipt).

In addition, properly registered shareholders have the option of exercising their voting rights by postal vote also via electronic communication. Before and during the General Meeting, you can exercise your voting rights by electronic postal vote at the internet address

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

via the Company's password-protected shareholder portal. Electronic postal voting via the shareholder portal will be possible from 22 October 2021 until the start of voting on the day of the General Meeting. The "Postal vote" button is provided for this purpose in the shareholder portal. You can also use the shareholder portal during the General Meeting until the start of voting to change or revoke any votes previously cast by electronic absentee voting via the shareholder portal.

Exercising voting rights by granting power of attorney and issuing instructions to the proxies appointed by the Company

As a special service, the Company offers its shareholders the opportunity to authorize proxies appointed by the Company who are bound by instructions.

Before the General Meeting, shareholders who have duly registered can use the proxy and instruction form sent with the voting card. In addition, the proxy and instruction form can also be downloaded from the internet at

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

If the proxy or instruction form is used, it must be sent exclusively to the following address or e-mail address and must be received by the Company no later than 11 November 2021, 12:00 midnight (CET) (time of receipt):

Kabel Deutschland Holding AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: inhaberaktien@linkmarketservices.de

Before and during the General Meeting, shareholders may also exercise their voting rights by authorizing a proxy of the Company via the Internet at

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

Authorization via the shareholder portal is possible from 22 October 2021 until the start of voting on the day of the General Meeting. The "Proxy and instructions" button is provided for this purpose in the shareholder portal. You can also use the shareholder portal to change or revoke any previously issued proxy and instructions during the General Meeting until the start of voting. This also applies to proxies and instructions issued using the proxy and instruction form.

If proxies appointed by the Company are authorized, they must in any case be given instructions on how to exercise voting rights. The proxies are obliged to vote in accordance with the instructions. Without such express instructions, the proxies will not exercise the voting right.

Further instructions on granting power of attorney and issuing instructions to the proxies appointed by the Company are included on the voting card sent to duly registered shareholders.

Procedure for voting by proxy

Voting rights may also be exercised by proxy, e.g. by an intermediary, a shareholders' association, a voting advisor, the proxies appointed by the Company or any other authorized third party. In these cases, too, the shareholder must register for the General Meeting in due time and provide proof of share ownership in due time, as described above. Authorized third parties may exercise their voting rights by postal vote or by granting power of attorney and issuing instructions to the Company's proxies (see above).

The granting of a proxy is permissible both before and during the virtual General Meeting and can be declared both vis-à-vis the person to be authorized and vis-à-vis the Company. The use of the password-protected shareholder portal by a proxy is only possible if the proxy receives the access data sent with the voting card from the grantor of the proxy.

Pursuant to section 134 (3) sentence 3 AktG in conjunction with section 14 (4) sentence 2 of the Articles of Association of our Company, the granting of the proxy, its revocation and proof of authorization vis-à-vis the Company must be in text form (section 126b German Civil Code). The special requirements described above (see above) apply to the authorization of proxies appointed by the Company.

In order to grant proxy, shareholders can use the proxy form, which can be found on the voting card or 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 authorization vis-à-vis the Company may also be submitted prior to the General Meeting in text form (section 126b German Civil Code) 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

In the event credit institutions within the meaning of section 135 AktG, shareholders' associations or persons or institutions equivalent to these pursuant to section 135 (8) and (10) in conjunction with section 125 (5) AktG are authorized, the requirement of text form pursuant to section 134 (3) sentence 3 AktG does not apply. However, in these cases the provisions of section 135 AktG as well as possibly further special requirements must be observed which are specified by the respective proxy and which must be requested from the proxy.

The proxy may be granted to the proxy or to the Company. Proof of proxy authorization can be provided by the proxy sending the proof (e.g. the original or a copy or scan of the proxy) by mail or e-mail to the address specified for registration no later than the day of the General Meeting (receipt by the Company).

These communication routes are also available if the proxy is to be granted by declaration vis-à-vis the Company, a separate proof of the granting of the proxy is not required in this respect. The revocation of a proxy already granted may also be declared directly vis-à-vis the Company by the aforementioned communication routes.

If the granting or proof of a proxy or its revocation is made by way of a declaration vis-à-vis the Company by mail, this must be received by the Company by 11 November 2021, 12:00 midnight (CET) (time of receipt) for organizational reasons. Transmission to the Company by e-mail is still possible on the day of the General Meeting until the start of voting.

Proof of authorization granted at or during the General Meeting can be provided by sending the proof (e.g. as a scan of the authorization) by e-mail to the address stated for registration until the start of voting at the General Meeting.

Forms for granting power of attorney and issuing instructions are enclosed with each voting card and are also available on the Company's website at

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

Further instructions on granting power of attorney to third parties are included on the voting card sent to shareholders who have duly registered.

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 pro rata amount of € 500,000.00 may request that items be added to the agenda and published (section 122 (2) AktG).

Requests to add items to the agenda must be addressed in writing to the Management Board of the Company and must be received by the Company with all the information and evidence required by law at least 24 days before the General Meeting, i.e. by the end of **18 October 2021, 12:00 midnight (CEST)** at the latest. Please send any such requests to the following address:

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

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The shareholder(s) submitting the motion must prove that he/she/they has/have been the holder of the shares for at least 90 days prior to the date of receipt of the request by the Company and that he/she/they holds/hold the shares until the Management Board takes a decision on the request. Sections 70 and 121 (7) of the German Stock Corporation Act (AktG) must be observed when calculating this period.

Announcements and notifications of requests for additions to the agenda shall be made in the same way as for the convocation.

Countermotions and election proposals

Shareholders of the Company may submit countermotions to proposals of the Management Board and/or Supervisory Board on specific agenda items and election proposals for the election of Supervisory Board members or auditors before the General Meeting. Any such motions (including reasons) and election proposals are to be addressed exclusively to:

Kabel Deutschland Holding AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 - 210 27 298
E-mail: antraege@linkmarketservices.de

Countermotions should be substantiated, this does not apply to election proposals.

Proper countermotions and election proposals from shareholders received by the Company at the above address no later than **Thursday, 28 October 2021, 12:00 midnight (CEST)**, will be published without delay on the website at

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

including the name of the shareholder and, in particular, in the case of countermotions, the reasons and, in the case of election proposals, the contents to be supplemented by the Management Board if necessary in accordance with section 127 (4) AktG as well as any comments by the management.

Counter-motions and election proposals published in this way shall be deemed to have been made at the General Meeting if the shareholder making the motion or submitting the election proposal is duly authorized and has registered for the General Meeting.

Shareholders' right to ask questions

Duly registered shareholders have the right to ask questions by electronic communication. With the approval of the Supervisory Board, the Management Board has decided that questions must be submitted by electronic communication no later than one day before the General Meeting. This means that questions may only be submitted by **10 November 2021, 12:00 midnight (CET)** at the latest using the password-protected shareholder portal at the internet address

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

Shareholders can find the necessary access data for the shareholder portal on the voting rights card sent to them by mail. Shareholders are therefore advised to contact their custodian bank as early as possible in their own interest to ensure early registration and timely receipt of the voting rights card. The Management Board decides at its own discretion how to answer the questions. The Board may in particular summarize questions.

Questions submitted after the expiry of the aforementioned deadline cannot be considered. When answering questions during the General Meeting, the name of the shareholder submitting the question may only be disclosed (insofar as questions are answered individually) if express consent to the disclosure of the name was given when the question was submitted.

Raising of objections for the record

Properly registered shareholders who have exercised their voting rights by means of electronic communication or by appointing a proxy can raise their objections for the record from the beginning to the end of the General Meeting via the electronic voting system available at the internet address

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

The "Submit objection" button is provided in the shareholder portal for this purpose.

Further explanations of shareholders' rights

Further explanations of shareholders' rights, in particular information on additional requirements beyond the compliance with the relevant deadlines, can be found at

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

Information and documents on the General Meeting

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

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

Notes on data protection

The Company processes personal data on the basis of the applicable data protection laws to enable shareholders to participate in the General Meeting and exercise their rights in connection with the General Meeting. The Company is the controller with regard to the processing of data. The legal basis for processing is Article 6 (1) sentence 1 c) of the General Data Protection Regulation (GDPR) in conjunction with the relevant provisions of the German Stock Corporation Act (AktG) and the COVID 19 Act. If shareholders make use of the opportunity to submit a question in advance of the virtual General Meeting, the question will only include their name if consent to the disclosure of their name has been declared with the submission of the question. This consent is voluntary and can be revoked at any time with effect for the future. Any revocation of consent must be sent to the contact details below. For the purpose of organizing the General Meeting, the Company commissions various service providers. These service providers only receive personal data from the Company that is required for the execution of the commissioned service. The service providers are obliged to process this data exclusively in accordance with the Company's instructions. In addition, personal data is made available to shareholders and shareholder representatives in connection with the General Meeting within the framework of statutory provisions, namely via the list of participants. Personal data is stored within the framework of statutory obligations and then deleted. As a rule, this takes place four years after the General Meeting, unless longer data storage is necessary due to legal obligations to provide evidence or to retain data or due to proceedings conducted by or against the Company.

Subject to the statutory requirements, shareholders have the right to information, rectification, restriction, objection and erasure of their personal data at any time, as well as the right to data transfer pursuant to Art. 12 et seq. DSGVO. To exercise the aforementioned rights and to lodge complaints regarding the processing of your personal data, please contact the Company's data protection officer at datenschutz@vodafone.com. Irrespective of this, you have the right to lodge a complaint with the competent data protection authority.

Unterfoehring, September 2021

**Kabel Deutschland Holding AG
The Management Board**