



Kabel Deutschland Holding AG  
Unterföhring

WKN: KD8888  
ISIN: DE000KD88880

Dear Shareholders,

You are cordially invited to the

**2022 Ordinary General Meeting of Shareholders of Kabel Deutschland Holding AG**

scheduled to take place on Friday, 26 August 2022 at 10.00 am (CEST),

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 proxy representatives 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 and the report of the Supervisory Board, in each case for the fiscal year ending 31 March 2022**

**2. Resolution on the formal approval of the acts of the members of the Management Board**

The Management Board and the Supervisory Board propose formal approval of the acts of the members of the Management Board of Kabel Deutschland Holding AG for the fiscal year ending 31 March 2022.

**3. Resolution on the formal approval of the acts of the members of the Supervisory Board**

The Management Board and the Supervisory Board propose formal approval of the acts of the members of the Supervisory Board of Kabel Deutschland Holding AG for the fiscal year ending 31 March 2022.

**4. Resolution on the election of auditors**

The Supervisory Board proposes the appointment of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, as auditors of the annual financial statement and the consolidated financial statement for the fiscal year ending 31 March 2023.

## **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 of Shareholders in 2022 as a virtual meeting without the physical presence of shareholders or their proxies (with the exception of the proxy representatives 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 Discharge 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 well as by Article 15 of the Act on the Establishment of a "Reconstruction Aid 2021" Special Fund and on the Temporary Suspension of the Insolvency Application Requirement Due to Heavy Rainfall and Floods in July 2021 and on the amendment of further laws of 10 September 2021.

As the organizing of the Ordinary General Meeting of Shareholders 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 Ordinary General Meeting of Shareholders, on the exercising of voting rights and the right to ask questions, as well as other shareholder rights.

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

In its virtual format, the Ordinary General Meeting of Shareholders 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 proxy representative(s) appointed by the Company. The venue of the Ordinary General Meeting of Shareholders shall be the business premises of Vodafone GmbH, Ferdinand-Braun-Platz 1, 40549 Düsseldorf, Germany.

Shareholders and their proxies (with the exception of the representatives appointed by the Company) cannot physically attend the Ordinary General Meeting of Shareholders. However, they can follow the entire Ordinary General Meeting of Shareholders 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 5 August 2022. Duly registered shareholders (and, if applicable, their proxies) can use this portal to follow the video

and audio transmission of the Ordinary General Meeting of Shareholders, exercise their voting rights, issue proxies, submit questions or raise objections for the record. To be able to use the shareholder portal, shareholders must log in with 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 card.

### **Requirements for participation in the virtual shareholders' 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 Ordinary General Meeting of Shareholders and exercise their shareholder rights, in particular their voting rights (section 14 (1) of the Company's Articles of Association).

Registration must be in text form (section 126b German Civil Code) in German or English. The right to participate in the Ordinary General Meeting of Shareholders 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 Ordinary General Meeting of Shareholders, i.e. **midnight (CEST) on 5 August 2022 ("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 Ordinary General Meeting of Shareholders 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 Ordinary General Meeting of Shareholders 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 at the following address no later than **midnight (CEST) on 19 August 2022**:

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

Upon timely receipt of the registration and proof of share ownership by the Company at the above address, shareholders will be sent voting cards for exercising their rights in relation to

the Ordinary General Meeting of Shareholders, including the individual access data for the shareholder portal for the purpose of connecting to the Ordinary General Meeting of Shareholders and exercising shareholder rights.

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 provide 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 the 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 Company's proxies, questions can be asked via electronic communication and, if necessary, objections can be raised with regard 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 submitted in writing. 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 midnight (CEST) on 25 August 2022 (time of receipt):

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)

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 no later than midnight (CEST) on 25 August 2022 (time of receipt).

In addition, duly registered shareholders have the option of exercising their voting rights by postal vote also via electronic communication. Before and during the Ordinary General Meeting of Shareholders, 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 5 August 2022 until the start of voting on the day of the Ordinary General Meeting of Shareholders. 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 Company's proxies**

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 Ordinary General Meeting of Shareholders, 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 midnight (CEST) on 25 August 2022 (time of receipt):

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)

Before and during the Ordinary General Meeting of Shareholders, shareholders may also exercise their voting rights by authorizing a proxy of the Company by way of accessing the company's password-protected shareholder portal via the Internet at

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

Authorization via the shareholder portal is possible from 5 August 2022 until the start of voting on the day of the Ordinary General Meeting of Shareholders. 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 the proxy representatives appointed by the Company are authorized, they must in any case be given instructions on how to exercise the voting rights. The proxy representatives are obliged to vote in accordance with the instructions. Without such express instructions, the proxy representatives will not exercise the voting right.

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

### **Authorized agent voting procedure**

Voting rights can also be exercised through a representative, for instance through an intermediary, a shareholders' association, through the proxy 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. Authorized third parties may exercise their voting rights by postal vote or by granting power of attorney and issuing instructions to the Company's proxy representatives (see above).

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.

Pursuant to section 134 (3) sentence 3 of the German Stock Corporation Act (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 apply to the authorization of proxy representatives appointed by the Company (see above).

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 München  
Germany  
E-mail: [inhaberaktien@linkmarketservices.de](mailto: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 authorization 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 Ordinary General Meeting of Shareholders (receipt by the Company).

These communication routes are also available if the proxy is to be granted by declaration vis-à-vis the Company; 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 via 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 midnight (CEST) on 25 August 2022 (time of receipt) for organizational reasons. Transmission to the Company by e-mail is still possible on the day of the Ordinary General Meeting of Shareholders until the start of voting.

Proof of authorization granted at or during the Ordinary General Meeting of Shareholders 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 Ordinary General Meeting of Shareholders.

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 prorated amount of € 500,000.00 may request that items of business be set out in the agenda and be published (section 122 (2) AktG).

The request, including any legally required information and proof, must be sent to the Company's Management Board and must be received by the Company at the latest 24 days prior to the General Meeting, i.e. no later than **midnight (CEST) on 1 August 2022**. Please send any such requests to the following address:

Kabel Deutschland Holding AG  
- The 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 convening of the Ordinary General Meeting of Shareholders.

### **Counter motions and election proposals**

Shareholders of the Company may present counter motions against proposals made by the Management Board and/or the Supervisory Board with regard to any specific item on the agenda and may submit proposals on the election of Supervisory Board members and auditors prior to 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  
Telefax: +49 (0)89 - 210 27 298  
e-mail: [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

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

Proper counter motions and election proposals from shareholders received by the Company at the above address no later than Thursday, **midnight (CEST) on 1 August 2022**, will be published without delay via the website

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

including the name of the shareholder and, in particular, in the case of counter motions, 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 Ordinary General Meeting of Shareholders if the shareholder making the motion or submitting the election proposal is duly authorized and has registered for the Ordinary General Meeting of Shareholders.

### **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 Ordinary General Meeting of Shareholders. This means that questions may only be submitted by **midnight (CEST) on 24 August 2022** 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 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

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 Ordinary General Meeting of Shareholders, 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.

### **Lodging of objections for the record**

Duly registered shareholders who have exercised their voting rights by means of electronic communication or by appointing a proxy can lodge their objections to resolutions adopted by the General Meeting for the record from the beginning to the end of the Ordinary General Meeting of Shareholders via the electronic shareholder portal available at the internet address

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

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

### **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 from the time the Ordinary General Meeting of Shareholders 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 Ordinary General Meeting of Shareholders and exercise their rights in connection with the Ordinary General Meeting of Shareholders. 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 Ordinary General Meeting of Shareholders, 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 Ordinary General Meeting of Shareholders, the Company commissions various service providers. These service providers only receive personal data from the Company that is required for the

execution of the service commissioned. 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 Ordinary General Meeting of Shareholders within the framework of statutory provisions, namely via the register of attendance. Personal data is stored within the framework of statutory obligations and then deleted. As a rule, this takes place four years after the Ordinary General Meeting of Shareholders, 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. GDPR. 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](mailto:datenschutz@vodafone.com). Irrespective of this, you have the right to lodge a complaint with the competent data protection authority.

**Unterfoehring, July 2022**

**Kabel Deutschland Holding AG**

**The Management Board**