



Drillisch Aktiengesellschaft

Maintal

ISIN DE 0005545503 / WKN 554550
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We invite the shareholders of our company to the

Extraordinary General Meeting

of Drillisch Aktiengesellschaft

on

Tuesday, July 25, 2017
at 10:00 a.m. (CEST)

at

Gesellschaftshaus Palmengarten
Palmengartenstraße 11
60325 Frankfurt am Main.

I. Agenda

Drillisch Aktiengesellschaft (“**Drillisch**” or the “**Company**”) has today disclosed pursuant to Article 17(1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (market abuse regulation) (“**MAR**”) that it has agreed with United Internet AG, Elgendorfer Strasse 57, 56410 Montabaur, (“**United Internet**”), which currently holds 20.08% of the voting shares in Drillisch through its wholly owned subsidiary United Internet Investments Holding GmbH, on a step-by-step acquisition of 1&1 Telecommunication SE (“**1&1**”) – a wholly owned subsidiary of United Internet with its registered office in Montabaur – connected with an increase in United Internet’s stake in Drillisch. Background and rationale for the transaction is the desire of the two companies to consolidate the mobile communications and access business of United Internet that is bundled in 1&1 with the mobile communications business of Drillisch in order to create an integrated provider of services in the mobile communications and fixed-line area.

For this purpose, United Internet, as a first step, intends to contribute to the Company by utilizing the existing 2014/I authorized capital of the Company 7.75% of all outstanding shares in 1&1, that is 9,372 no-par value shares, against the issue of 9,062,169 new Drillisch shares to United Internet under the exclusion of the statutory subscription rights of the shareholders of the Company (“**Capital Increase I**”). On May 11, the management board of the Company therefore decided with the consent of the supervisory board to partly utilize the 2014/I authorized capital to this end, and today filed for the registration of Capital Increase I in the Commercial Register.

In a second step, Drillisch shall be able to acquire 1&1 completely by contributing to the Company the remaining 92.25% of the outstanding shares in 1&1, that is 111,628 shares, against the issue of another 107,937,831 new Drillisch shares. These new Drillisch shares are to be created with the capital increase through contributions in kind to be decided upon under Agenda Item 1. The statutory subscription right of the other shareholders is to be excluded, and only United Internet is to be admitted to subscribe for these shares (“**Capital Increase II**”).

United Internet, in turn, today disclosed pursuant to Section 10(1) and (3) Sentence 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – “**WpÜG**”) and Article 17(1) MAR its decision to launch a takeover bid to the shareholders of the Company in form of a cash offer in accordance with the provisions of the WpÜG which aims at the acquisition of all shares of Drillisch. As consideration the shareholders of Drillisch are to be offered a price of EUR 50.00 for each no-par value Drillisch share held (“**Takeover Offer**”).

ITEM 1

Resolution on the increase of the share capital of the Company against contributions in kind under the exclusion of the statutory subscription rights of the shareholders and on the related change to the articles of association

The supervisory board and the management board of the Company propose that the following resolution be adopted:

1. The share capital of the Company currently registered in the Commercial Register in the amount of EUR 60,241,113.90, divided into 54,764,649 ordinary no-par bearer shares (no-par value shares) with a proportionate interest in the share capital of EUR 1.10 and, after the registration of Capital Increase I in the amount of EUR 70,209,499.80, divided into 63,826,818 ordinary no-par bearer shares (no-par value shares) with a proportionate interest in the share capital of EUR 1.10, shall be increased by EUR 118,731,614.10 to EUR 188,941,113.90 through the issue of 107,937,831 ordinary no-par bearer shares (no-par value shares) with a proportionate interest in the share capital of EUR 1.10 (“New Shares”) against contributions in kind.

If the execution of Capital Increase I has not yet been registered in the Commercial Register at the time of the registration of this capital increase in the Commercial Register, the registered share capital of the company is increased to EUR 178,972,728.00.

The issuing price of the New Shares is EUR 1.10 per no-par value share. The difference between the issuing price of the New Shares and the contribution value of the assets contributed in kind is to be allocated to the capital reserve (*schuldrechtliches Agio*).

2. The New Shares are entitled to a share in the profits from January 1, 2017.
3. The statutory subscription right of the shareholders of Drillisch Aktiengesellschaft is excluded. The shares from the capital increase in return for contributions in kind are issued as part of the step-by-step acquisition of 1&1 Telecommunication SE and specifically for the acquisition of 111,628 no-par registered shares with a proportionate interest in the share capital of EUR 1.00 each, which corresponds to an equity interest in the amount of 92.25% in the share capital of 1&1 Telecommunication SE.
4. The New Shares are subscribed for exclusively by United Internet AG. Accordingly, United Internet AG is herewith admitted to subscribe for the New Shares and will for its part contribute to Drillisch Aktiengesellschaft 111,628 no-par bearer shares each with a proportionate interest in the share capital of EUR 1.00 in 1&1 Telecommunication SE (registered in the Commercial Register of the Montabaur Local Court under number HRB 23963) as the party making the contribution in kind.

5. The capital increase in return for contributions in kind is to be conducted only to the extent in which new shares have been subscribed for by United Internet AG before the expiry of the time limitation specified in Section 8.
6. The management board is entitled to stipulate the further details of the execution of the capital increase in return for contributions in kind.
7. Article 4(1) of the articles of association (Share Capital) will be rewritten after the capital increase as follows:

“The share capital of the Company amounts to EUR 188,941,113.90 and is divided into 171,764,649 no-par value bearer shares (hereinafter: “shares”).”
8. The resolution on the increase of the share capital in return for contributions in kind will become invalid if this capital increase has not been registered in the Commercial Register within three months after this resolution has been registered, however no later than May 31, 2018; notwithstanding, the management board and the chairman of the supervisory board are instructed to file with the Commercial Register the registration of this resolution on the increase of the share capital in return for contributions in kind immediately after the requirements for its entry are met (in particular after approval by the German Federal Cartel Office (*Bundeskartellamt*) and, in the event of pending shareholder actions for avoidance, after the conclusion of an approval procedure pursuant to Section 246a German Stock Corporation Act (*Aktiengesetz* – “AktG”) in which the Company succeeds).

The basis for the issuing price for the capital increase specified in the proposed resolution is the currently registered share capital and registered share capital after the registration of Capital Increase I in the Commercial Register, respectively. Since January 1, 2017, 80,999 additional shares of the Company have been issued from contingent capital to holders of convertible bonds who have made use of their conversion right. It is possible that creditors of convertible bonds of the Company issued on December 12, 2013, in a total volume of EUR 100 million with a term of five years as fractional bonds of EUR 100,000 each (each one “**Convertible Bond**”) will make use of their conversion right under the terms of the Convertible Bond, up to the time of the resolution on the proposed increase in the share capital or of the execution of the proposed increase in the share capital, respectively.

II. Report of the management board

In accordance with Section 186(4) Sentence 2 AktG the management board has filed a report for Agenda Item 1 on the cause for excluding the subscription rights for the proposed capital increase against contributions in kind as well as the grounds for the proposed issuing price. The report can be accessed on the internet at <http://www.drillisch.de/investor-relations/aoHV2017>, as of the date the general meeting is convened. It will also be available for inspection by the shareholders at the general meeting. The management board report and its material contents are enclosed with this invitation to the general meeting as Annex 1.

III. Further Details Regarding the Convening of the General Meeting

1. Total Number of Dhares and Voting Rights at the Time the General Meeting is Convened

At the time that the general meeting is convened, the share capital of the Company amounts to EUR 60,330,212.80 and is divided into 54,845,648 no-par value shares. Each no-par value share entitles the holder to one vote at the Extraordinary General Meeting. The total number of participating and voting shares at the time the general meeting is convened thus amounts to 54,845,648. The Company does not hold any treasury shares at the time the meeting is convened.

Additional note: After Capital Increase I is completed, the total number of voting rights at the time the general meeting is held, taking into consideration the conversion rights arising from convertible bonds that have already been exercised and that may be exercised until then, will amount to no less than 63,908,444.

2. Requirements for Participation in the General Meeting and for Exercising the Voting Right

Only shareholders who have registered in due time are entitled to participate in the general meeting and to exercise their voting right. The registration must have been received by the Company by no later than **Tuesday, July 18, 2017 (24:00)** at the following address

Drillisch Aktiengesellschaft
c/o Commerzbank Aktiengesellschaft
GS-MO 3.1.1 General Meetings
60261 Frankfurt am Main
Germany
Telefax: +49 (0) 69 136 26351
E-mail: hv-eintrittskarten@commerzbank.com

and the shareholders must have furnished to the Company the specific proof that they were a shareholder of the Company at the beginning of **Tuesday, July 4, 2017 (0:00)** (record date). Specific proof of the shareholding issued by the custodian bank is sufficient as proof of the shareholding.

As with the registration, the proof of the shareholding must have been received by the Company at the address specified above by no later than **Tuesday, July 18, 2017 (24:00)**. The proof must be submitted in writing (*Textform*) and can be provided in German or English.

Importance of the record date:

In relation to the Company, only persons who have furnished the specific proof of shareholding are regarded as shareholders entitled to participate in the general meeting and to exercise voting rights. The entitlement to participate and the scope of the voting right are assessed exclusively based on the shareholding on the record date. The record date does not signify any obstruction of the ability to dispose of the shareholding. Even in the event that the shareholding is disposed of in full or in part after the record date, the participation and the scope of the voting right is exclusively determined based on the shareholding of the shareholder on the record date; i.e. disposals of shares after the record date do not have any effect on the entitlement to participate in the meeting or on the scope of the voting right. The same applies for acquisitions and additional purchases of shares after the record date. Any person, who does not possess any shares on the record date and becomes a shareholder only after that date is entitled to participate and to vote on the basis of the shares that they hold only if they have attained proxy rights or an authorization to exercise these rights.

3. Procedure for Voting by Proxy

Shareholders can also have their voting right exercised at the general meeting by a proxy, for example a financial institution, an association of shareholders or another third party, after issuing an appropriate power of attorney. In that event, it is also necessary for the shareholder to register in due time and to furnish proof of their shareholding in due time as described above.

The issue, the revocation and the proof of the authorization must be provided to the Company in writing (*Textform*) if neither a financial institution or a shareholders' association or a person, institution, company or association with the same status as these pursuant to Section 135(8) and Section 135(10) in conjunction with Section 125(5) AktG is authorized to exercise the voting right.

If powers of attorney for exercising the voting right are issued to financial institutions, shareholders' associations or persons, institutions, companies or associations with the same status as these pursuant to Section 135(8) and Section 135(10) in conjunction with Section 125(5) AktG, there is no text form requirement, but the issue of the power of attorney has to be verifiably recorded by the proxy. It must furthermore be complete and may only contain declarations relating to the exercise of the voting right. We therefore kindly ask shareholders, who authorize a financial institution, a shareholders' association or persons, institutions, companies or associations with the same status as these pursuant to Section 135(8) and Section 135(10) in conjunction with Section 125(5) AktG to exercise their voting right, to agree on the form of the power of attorney with the party to be authorized.

If the shareholder authorizes more than one person, the Company can reject one or more of these persons.

Shareholders who wish to authorize a representative are asked to issue the power of attorney using the form that the Company provides for this purpose. The authorization form will be provided by the Company together with the admission ticket after the registration.

The authorization form can furthermore be requested by mail, by fax, or by e-mail from the following address, fax number, or e-mail address – Drillisch Aktiengesellschaft, Investor Relations, Wilhelm-Röntgen-Strasse 1-5, 63477 Maintal, Germany, Telefax: +49 (0) 6181 412-183, E-mail: ir@drillisch.de.

Proof that authorization has been issued can be furnished by having the proxy present the power of attorney at the entrance on the day of the general meeting or a by sending the proof by mail, by fax or by e-mail, to the following address:

Drillisch Aktiengesellschaft
Investor Relations
Wilhelm-Röntgen-Straße 1-5
63477 Maintal
Germany
Telefax: +49 (0) 6181 412-183
E-mail: ir@drillisch.de

The above means of delivery may also be used if the power of attorney is to be issued through a declaration to the Company; separate proof that the authorization has been issued is not necessary in this case. The revocation of a power of attorney that has already been issued can similarly be declared to the Company using the above-mentioned means of delivery or by appearing in person at the general meeting.

4. Procedure for Voting by a Proxy Appointed by the Company

In addition, the Company offers its shareholders the option of authorizing employees appointed by the Company as proxies who are subject to the shareholders' instructions. The proxies are required to vote in accordance with the instructions they are given; they cannot exercise the voting rights at their own discretion. Please note here that the proxies can exercise the voting right only on those items of the agenda for which shareholders issue clear instructions and that the proxies cannot accept instructions on procedural motions either prior to or during the general meeting. Similarly, the proxies cannot accept requests to address the general meeting, to file objections against resolutions of the general meeting or to submit questions or motions. Shareholders will receive an authorization and instruction form together with the admission ticket to the general meeting.

The form can furthermore be requested by mail, by fax, or by e-mail from the following address, fax number, or e-mail address – Drillisch Aktiengesellschaft,

Investor Relations, Wilhelm-Röntgen-Straße 1-5, 63477 Maintal, Germany, Telefax: +49 (0) 6181 412-183, E-mail: ir@drillisch.de.

The authorization of the proxies appointed by the Company and the issuing of instructions to them have to be received by **Monday, July 24, 2017 (24:00)**; they must be sent in writing (*Textform*). The authorization and issuing of instructions to the proxies appointed by the Company are to be sent by mail, telefax, or electronically (by e-mail) to the following address:

Drillisch Aktiengesellschaft
c/o Better Orange IR & HV Aktiengesellschaft
Haidelweg 48
81241 Munich
Germany
Telefax: +49 (0)89 889 690 655
E-mail: drillisch@better-orange.de

5. Other Shareholder Rights

- a) Shareholders' motions to add items to the agenda pursuant to Section 122(2) AktG

Shareholders, whose combined shares together comprise one twentieth of the share capital or the pro rata amount of EUR 500,000.00 (corresponding to 454,546 shares) may demand that items are placed on the agenda and published. Each new agenda item must be accompanied by an explanation or a draft resolution.

Such a request to amend the agenda has to be addressed to the management board in writing and must be received by the Company no less than 30 days before the meeting; the day on which the request is received and the day of the general meeting do not count in this respect. The last possible date of receipt therefore is **Saturday, June 24, 2017 (24:00)**. Requests to amend the agenda that are received later than this will be disregarded.

The affected shareholders have to furnish proof that they have owned their shares since no less than 90 days before the date that the request is received by the Company and that they will keep hold of the shares until the management board makes its decision on the request to supplement the agenda; Section 70 AktG applies for the calculation of the shareholding period. A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent work day will not be considered. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch* – “BGB”) shall not be applied accordingly.

Please send any requests for adding agenda items to the following address:

Drillisch Aktiengesellschaft
Management Board
Wilhelm-Röntgen-Straße 1-5
63477 Maintal
Germany

b) Countermotions from Shareholders pursuant to Section 126 AktG

Each shareholder has the right to submit a countermotion to the proposals of the management board and/or the supervisory board on specific items of the agenda at the general meeting. Countermotions must be accompanied by an explanatory statement.

Countermotions that are received by the Company at the address given below no less than 14 days before the meeting, where the date that the countermotion is received and the date of the general meeting are not counted, thus no later than by **Monday, July 10, 2017 (24:00)**, will be made available without delay on the Company's website at

<http://www.drillisch.de/investor-relations/aoHV2017>

together with the name of the shareholder, the explanatory statement and any statement that may be made by the management (cf. Section 126(1) Sentence 3 AktG).

Section 126(2) AktG provides reasons in the event of which a countermotion and its explanatory statement do not have to be made available on the homepage. These are described on the Company's website at

<http://www.drillisch.de/investor-relations/aoHV2017>

The explanatory statement does not need to be made available in particular if it comprises more than 5,000 characters in total.

Countermotions and explanatory statements should be sent only to the following address:

Drillisch Aktiengesellschaft
Investor Relations
Wilhelm-Röntgen-Straße 1-5
63477 Maintal
Germany
Telefax: +49 (0) 6181 412-183
E-mail: ir@drillisch.de

Countermotions sent to a different address will not be published.

Counter motions are to be considered by the chair of the meeting only if they are brought up during the general meeting. The right of each shareholder to put forward counter motions to the various items of the agenda during the general meeting, also without these having been sent to the Company in advance and in due time, remains unaffected.

c) Candidate Nominations by Shareholders pursuant to Section 127 AktG

Each shareholder has the right at the general meeting to put forward candidate nominations for the election of the auditor and for the election of members of the supervisory board.

Candidate nominations by shareholders that are received by the Company at the address given below no less than 14 days before the general meeting, where the date that the nomination is received and the date of the general meeting are not counted, thus no later than by **Monday, July 10, 2017 (24:00)**, will be made available without delay on the Company's website at

<http://www.drillisch.de/investor-relations/aoHV2017>.

Candidate nominations by shareholders do not need to be made available if they do not contain the name, the profession, and the place of residence of the person nominated. There is no need to provide explanatory reasons for candidate nominations.

Section 127 Sentence 1 AktG in conjunction with Section 126(2) and Section 127 Sentence 3 in conjunction with Section 124(3) Sentence 4, Section 125(1) Sentence 5 AktG state further reasons in the event of which candidate nominations by shareholders do not have to be made available on the homepage. These are described on the Company's website at

<http://www.drillisch.de/investor-relations/aoHV2017>.

Candidate nominations should be sent to the following address:

Drillisch Aktiengesellschaft
Investor Relations
Wilhelm-Röntgen-Straße 1-5
63477 Maintal
Germany
Telefax: +49 (0) 6181 412-183
E-mail: ir@drillisch.de

Candidate nominations sent to a different address will not be published.

The right of each shareholder to put forward nominations during the general meeting remains unaffected. Nominations that have been sent to the Company in advance are to be considered by the chair of the general meeting only if they are put forward orally at the meeting.

d) Information Rights of Shareholders

Pursuant to Section 131(1) AktG, each shareholder is to be given information regarding the affairs of the company by the management board upon request at the general meeting, if it is required in order to make a proper assessment of the agenda item in question. This information obligation of the management board also extends to the legal and business relations of the company with an affiliated company and to the situation of the group and of the companies included in the consolidated financial statements of the group.

The management board may refuse to provide the information under certain conditions specified in more detail in Section 131(3) AktG. Pursuant to Article 18(3) Sentence 1 of the articles of association of Drillisch Aktiengesellschaft, the chair of the meeting is authorized to set a reasonable time limit on the rights of the shareholders to ask questions and speak at the meeting. A detailed presentation of the conditions under which the management board may refuse to provide information can be found on the website of the Company at

<http://www.drillisch.de/investor-relations/aoHV2017>.

6. Publications on the Website / Display of Documents at the Company's premises / Additional Information pursuant to Section 124a AktG

From the date of convening of the general meeting, in particular the following documents, together with this invitation, will be available on the Company's website at

<http://www.drillisch.de/investor-relations/aoHV2017>

and available for inspection by the shareholders at the business premises of Drillisch Aktiengesellschaft in Maintal (Wilhelm-Röntgen-Straße 1-5, 63477 Maintal).

Regarding Agenda Item 1:

- Report of the management board pursuant to Section 186(4) Sentence 2 AktG regarding Agenda Item 1 of the Extraordinary General Meeting scheduled Tuesday, July 25, 2017 on the cause for excluding the subscription right and the grounds for the proposed issuing price.

The above-mentioned documents will also be available for inspection during the general meeting on Tuesday, July 25, 2017. The statutory obligation is satisfied by the

publication on the Company's website. In addition, the documents will be sent once, promptly and free of charge by ordinary mail to each shareholder, at the shareholder's request.

Any countermotions, candidate nominations and requests for additions to the agenda made by shareholders shall also be published via the aforementioned Company website, provided they reach the Company by the specified deadlines and are subject to disclosure.

This Invitation has been forwarded to such media that can be expected to disseminate this information throughout the European Union.

The results of all voting results will be published at the same web address after the general meeting.

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Maintal, May 2017

Drillisch Aktiengesellschaft

– The Management Board –

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