

ADDITIONAL INFORMATION ON AGENDA ITEM 6

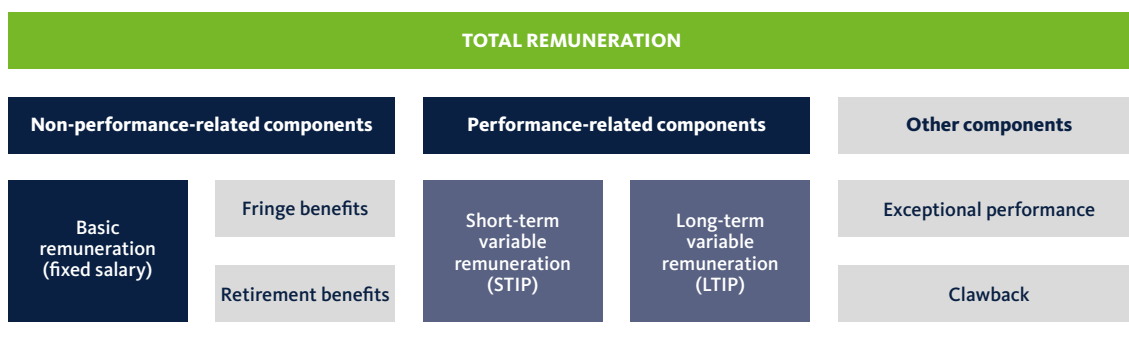
REMUNERATION SYSTEM FOR MEMBERS OF THE EXECUTIVE BOARD OF FREENET AG

1. Structure and components of Executive Board remuneration

Executive Board remuneration consists of non-performance-related and performance-related elements and includes the following main components: basic remuneration (fixed salary), short-term variable remuneration ("STIP") and long-term share-based payment ("LTIP")

or "long-term variable remuneration"). Fringe benefits and retirement benefits also form part of the remuneration system.

Figure 1: Overview of total remuneration

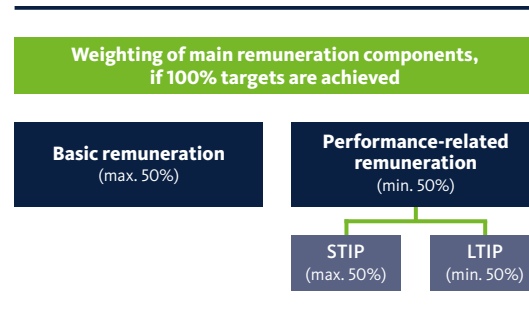


If targets are 100% achieved, the main components are weighted as follows:

Basic remuneration (fixed salary)	maximum 50%
Performance-related remuneration	at least 50%
of which short-term variable remuneration (STIP)	maximum 50%
and long-term share-based payment (LTIP)	at least 50%

provided that the weighting is carried out on an annual basis in each case.

Figure 2: Weighting of main remuneration components



2. Non-performance-related components

Non-performance-related remuneration consists of basic remuneration (fixed salary) as well as fringe benefits and retirement benefits.

a) Basic remuneration (fixed salary)

Basic remuneration consists of a non-performance-related fixed salary paid in equal monthly instalments. This usually remains unchanged for the duration of the contract.

b) Fringe benefits

The company takes out appropriate accident insurance for the benefit of the Executive Board members as well as pecuniary loss liability insurance (“D&O”) to the extent customary for Executive Board members at comparable companies. For the D&O insurance, a deductible is agreed that meets the statutory minimum requirements of section 93 (2) sentence 3 of the German Stock Corporation Act (AktG) (currently at least 10% of the loss up to at least one-and-a-half times the fixed annual remuneration of the Executive Board member). The company pays the premiums and any applicable taxes arising in connection with them.

The company also provides every Executive Board member with a company car (or, if the company car is waived, pays out a lump-sum equivalent of the expenses saved to the Executive Board member). The relevant Executive Board member bears taxes arising in connection with the personal use of their company car.

Where the Executive Board member resides somewhere other than their place of service when starting work with the company and maintains this place of residence, they can be reimbursed for travel costs between their place of service and residence to the extent agreed in their contract.

The total value of fringe benefits is capped at 5% of annual remuneration (if targets are 100% achieved) per financial year.

c) Retirement benefits

Executive Board members receive an indirect pension commitment from the company provided that it has not taken over existing pension commitments from previous

employment relationships. The key characteristics of this indirect pension commitment are: the company pays an individually agreed amount into a provident fund for each Executive Board member (defined contribution benefit) that does not exceed 10% of the target remuneration with a target achievement of 100% in each contract year. Additional individual payments into the provident fund from basic remuneration are possible. The resulting retirement benefit amount results from the pension plan of the provident fund. The pension commitment is non-forfeitable. The company reserves the right to reduce payments to the provident fund and from the pension commitment in accordance with section 87 (2) AktG.

3. Performance-related remuneration

The performance-related remuneration of Executive Board members should be both linked to performance on the one hand and geared towards sustainability on the other hand. To take both objectives into account, performance-related remuneration consists of both short-term and long-term components: short-term variable remuneration (STIP) and long-term variable remuneration (LTIP). The amount of each component within the result depends on the achievement of defined targets. If these targets are not achieved, the performance-related components are omitted entirely. If, however, the targets are significantly exceeded, target achievement is limited to an appropriate maximum amount (“cap”).

In cases of exceptional performance or successes for the company, the Supervisory Board can decide at its own discretion whether to award any additional bonuses (special bonus) as well retrospectively at its own discretion. However, the sum of these bonuses shall not exceed 50% of basic remuneration for the relevant financial year. The Supervisory Board will only make restrictive use of this option in exceptional cases, for example for special achievements that were not foreseeable when the contract was entered into or for outstanding successes that would not be adequately covered by the agreed remuneration. Any granting of a special bonus would be explained in detail in the remuneration report.

a) Short-term variable remuneration (STIP)

Short-term variable remuneration (STIP) consists of an annual performance-related cash bonus that depends on the achievement of various targets for the relevant financial year.

The target amount is specified when the Executive Board employment contract is concluded (within the scope of the provisions set out in Clause I). The payment amount from the STIP in the relevant year depends on three differently weighted performance criteria:

- Company's financial performance: 40%
- Number of valuable customers: 30%
- One to three strategic targets: 30%

The weighting of strategic targets may deviate from this (including for individual financial years) by between 20% and 50%. In this case, the weighting of the company earnings and customer base performance criteria changes accordingly (while maintaining the ratio between the two).

Figure 3: Overview and weighting of performance criteria, STIP

Performance criteria (Target achievement: 0% – 150%)	Type	Weighting
Company's financial performance	Financial	Min. 28.6% 40% Max. 45.7%
Number of valuable customers	Non-financial	Min. 21.4% 30% Max. 34.3%
Strategic targets (1 – 3 targets)	Financial and/or non-financial	Min. 20.0% 30% Max. 50.0%
ST 1	Yearly specification by the Supervisory Board taking into account ESG issues	
ST 2		
ST 3		

The Supervisory Board sets the specific strategic targets, the weighting of the strategic goals where appropriate and the relevant performance criteria for each financial year before the start of the financial year, taking into account relevant corporate planning. The strategic targets must be geared towards particularly sustainable, long-term corporate development. To do this, the Supervisory Board also takes into account non-financial issues in the area of ESG (Environmental, Social, Governance) and selects strategic ESG targets from the following categories: addressing social, ethical or environmental matters, reducing resource consumption, addressing employee or customer matters. The target figures for the individual strategic targets and additional performance criteria are negotiated directly with the relevant Executive Board member and defined by the end of the first three months of the new financial year at the latest.

Figure 4: Selection of key ESG issues

ESG dimensions	Selected ESG issues (acc. CSR-RUG)
Environmental	<ul style="list-style-type: none"> ■ Energy consumption ■ Carbon emissions ■ Other resource consumption ■ ...
Social	<ul style="list-style-type: none"> ■ Continued professional development (CDP) ■ Customer satisfaction ■ Diversity ■ ...
Governance	<ul style="list-style-type: none"> ■ Compliance ■ Digital responsibility ■ Supply chain ■ ...

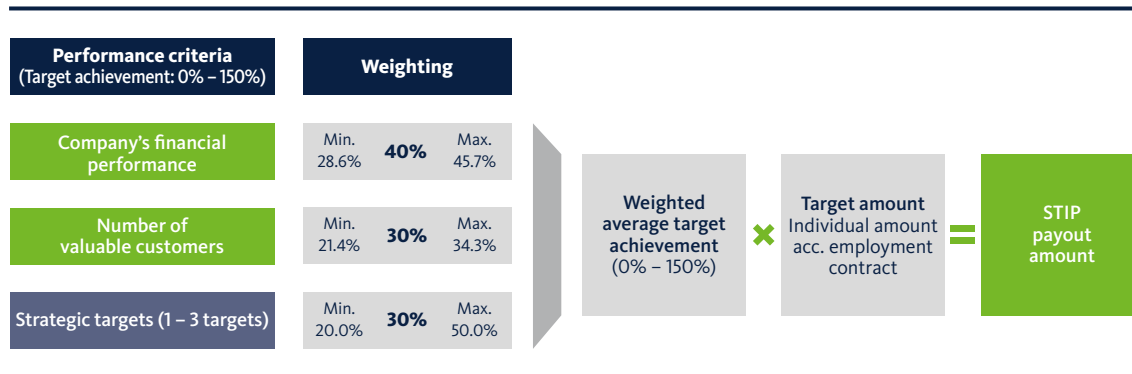
A 100% target, maximum target and minimum target shall be set for each performance criterion. Additional targets can also be set, particularly for performance criteria for which a target range is provided in the published guidance; in such cases, the 100% target corresponds to the lower end of the target range.

If the targets are also part of corporate planning, the achievement of these corporate planning targets generally means that the relevant performance criteria have been 100% achieved. The target range for each individual achievement parameter ranges from 0% (if the respective minimum target is missed) to 150% (cap) (if the respective maximum target is achieved). Linear interpolation is used between the respective target values. The achievement of targets shall be calculated and determined separately for each parameter. It may be stipulated that certain changes in the fundamentals for the individual target parameters are not taken into account or lead to

adjustments, e.g. that the acquisition of a material company is not taken into account in the current financial year when calculating the company earnings.

Achievement of the performance criteria is determined by the Supervisory Board in each case on the basis of the annual financial statements for the previous financial year once these annual financial statements are approved and, where appropriate, based on the Executive Board's separate reporting to the Supervisory Board. The payout is based on this determination and can reach a maximum of 150% of the STIP payout amount agreed for 100% target achievement. Regarding payout, it can be stipulated that a partial amount of up to 70% of the respective STIP payout amount can be paid as an advance payment (which shall be repaid if it is deemed to have been overpaid once the actual achievement of targets is calculated) during the year if the targets are 100% achieved.

Figure 5: Calculation of the STIP payout amount



As before, the Executive Board also intends to use the performance criteria and the corresponding extent to which the targets for short-term variable remuneration are achieved for the Executive Board as the basis for the variable remuneration component for the Group's employees.

In the event of breaches of duty or compliance violations, the Supervisory Board can review STIP payout claims and reduce or reclaim them where appropriate (clawback).

b) Long-term variable remuneration (LTIP)

The Executive Board is encouraged to commit themselves to the company for the long term. In light of this, the vast majority of performance-related variable remuneration is linked to the long-term performance of freenet

shares and EBT. A number of phantom shares is calculated annually for each Executive Board member based on the extent to which STIP targets are achieved in each case, a basic amount determined for each individual Executive Board member and the average price of freenet shares. These phantom shares can be paid out after a holding period of four years based on the average share price at that point (taking into account any dividend payments), provided that a specific EBT target has been achieved. The payout amount can also decrease, be omitted entirely or increase (up to a maximum amount) depending on whether the EBT target is achieved, missed or exceeded. Specifically, the LTIP is structured as follows:

(1) Crediting of phantom shares to the account

Every Executive Board member is allocated phantom shares at the start of a financial year. Phantom shares are virtual equity securities which, when due, grant the holder a contractual right to participate financially in the performance of the share price. However, the holder does not become a shareholder in the company at any point in time.

The phantom shares are allocated based on a basic amount agreed individually when concluding or extending the Executive Board employment contract (within the scope of the provisions set out in Clause I).

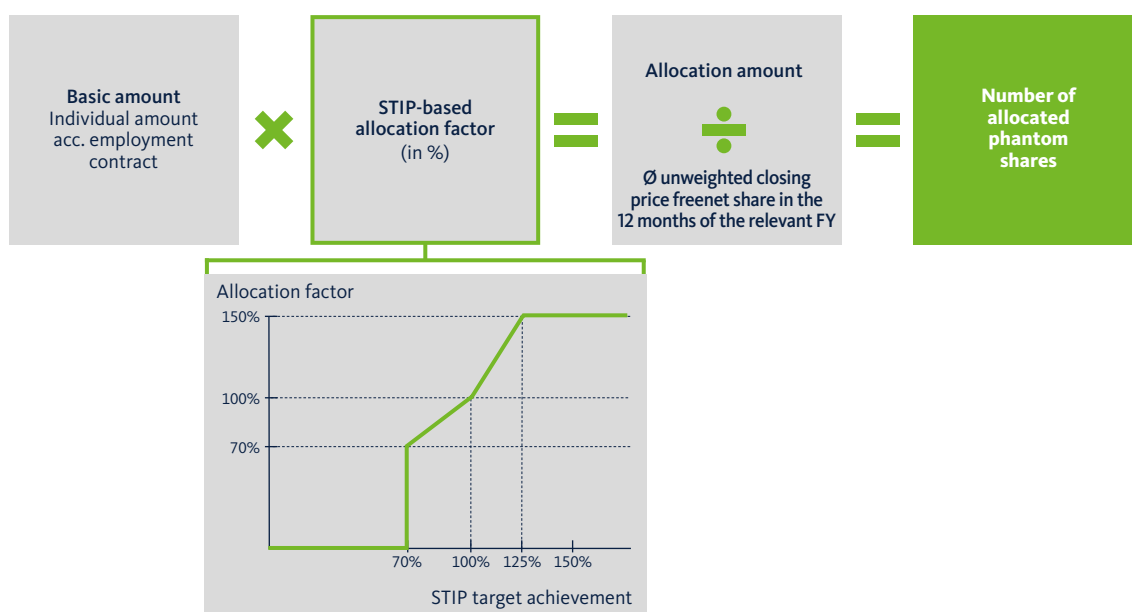
The number of phantom shares allocated to an Executive Board member based on the basic amount at the start of the financial year depends on achievement of the target parameters applicable for STIP.

Between 0% and 150% of the basic amount is allocated depending on the annual achievement of STIP targets.

- If the targets are 100% achieved, 100% of the basic amount is granted;
- If the targets are achieved by 125% or more, 150% of the basic amount is granted as a maximum amount ("cap");
- If the targets are 70% achieved, 70% of the basic amount is granted;
- If the targets are less than 70% achieved, no phantom shares are granted for the year in question;
- Linear interpolation is used to calculate the target figure when a target of between 70% and 100% and between 100% and 125% is achieved.

The allocation amount determined via this method is divided by the average unweighted closing price of freenet AG shares in the XETRA trading system (or an equivalent successor system) on the Frankfurt Stock Exchange in the 12 months of the relevant financial year. This determines the number of phantom shares to be allocated for the corresponding year, which are recognised in a virtual account for the LTIP for the relevant Executive Board member.

Figure 6: Crediting of phantom shares to the account



(2) Payout of phantom shares

The Executive Board member can request payouts from their virtual account for the phantom shares credited to their account each year after the expiry of a four-year holding period at the earliest (from 1 January in the year in which the shares are recognised). The phantom shares expire if the Executive Board member does not request a payout of the phantom shares within two years after the expiry of the relevant four-year holding period.

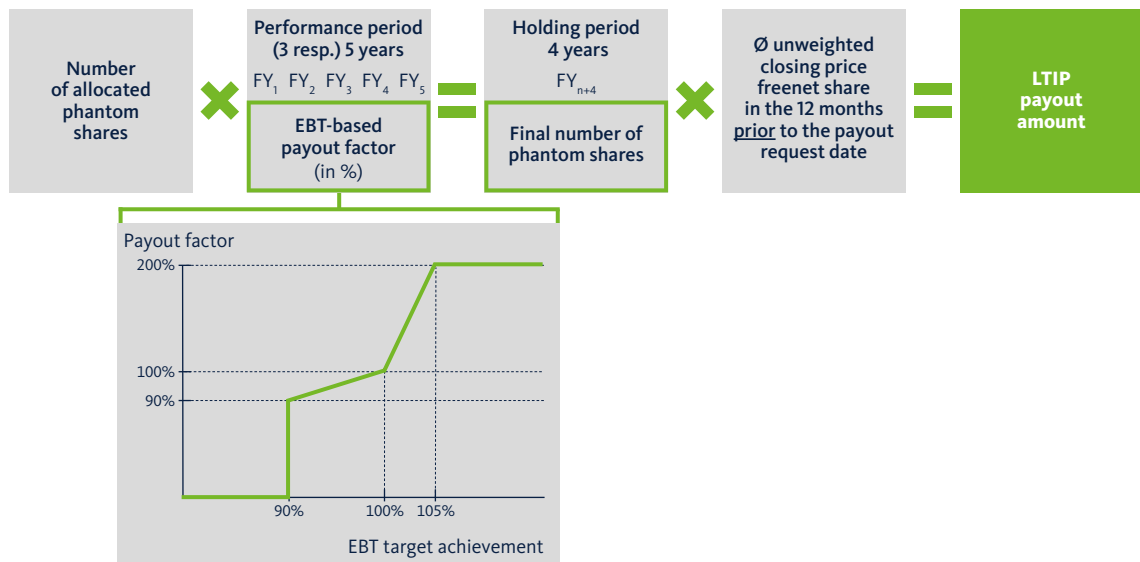
The payout amount is calculated immediately upon receipt of the payout request based on the number of payable phantom shares requested. The final number of phantom shares that can be paid out depends on achievement of the EBT (earnings before tax) target. The EBT target is 100% achieved if and to the extent that EBT, measured over four full financial years to the end of the fourth full financial year after the conclusion or extension of the Executive Board employment contract, has risen by an annual average of 1.5% compared to the initial value. Achievement of the EBT target is determined by the Supervisory Board based on the audited consolidated financial statements approved by the Supervisory

Board for the relevant financial year after adjustment for one-off effects (non-recurring items) and non-organic effects. The number of phantom shares from LTIP due to be paid out is multiplied by a factor of between 0% and 200% depending on the achievement of the EBT target.

- If the target is 100% achieved, 100% of the phantom shares are paid out;
- If the target is achieved by 105% or more, 200% of the phantom shares are paid out as a maximum amount ("cap");
- If the target is 90% achieved or less, no phantom shares are paid out;
- Linear interpolation is used to calculate the multiplier when a target of between 90% and 100% and between 100% and 105% is achieved.

The number of phantom shares due for payment and calculated via this method is multiplied by the average unweighted closing price of the freenet AG shares in the XETRA trading system (or an equivalent successor system) on the Frankfurt Stock Exchange in the 12 months prior to the date on which the payout request is received.

Figure 7: Payout of phantom shares



Overall, the payout amount from the LTIP is limited (based on the term of the Executive Board employment contract, not on individual payout years) to 400% of the respective LTIP payout amount for each full year of the Executive Board employment contract. If this maximum limit is exceeded, the corresponding number of phantom shares expires without replacement.

(3) Further provisions

The LTIP also includes customary dilution protection provisions as well as the option for the Supervisory Board to reduce the number of recognised phantom shares at their reasonable discretion after prior consultation with the Executive Board member due to extraordinary developments by the end of the relevant holding period.

In the event of breaches of duty or compliance violations, the Supervisory Board can review LTIP payout claims and reduce or reclaim them where appropriate (clawback).

If an Executive Board member's employment contract begins or ends regularly during a financial year, a pro-rata basic amount is taken as a basis for crediting; adjustment provisions are possible when a contract is initially concluded or if it is extended during the year. If the Executive Board employment contract and/or Executive Board position is terminated prematurely, the Executive Board's claims can be curtailed, reduced or excluded depending on the circumstances leading to the termination.

4. Caps for overall remuneration

In addition to the individual cap amounts on basic remuneration, STIP, LTIP, any special bonuses and fringe benefits, a cap is also applied to the overall remuneration of each Executive Board member. The maximum remuneration achievable for a full year of the Executive Board employment contract (based on the term of the Executive Board employment contract, not on individual payout years) is EUR 8 million for the Chief Executive Officer (CEO) and EUR 4 million for each ordinary Executive Board member.

If the remuneration exceeds this cap, any claim to the payout of phantom shares from the LTIP equivalent to the excess remuneration expires.

5. Limitation option

If the company's situation deteriorates to the extent that it would be unreasonable for the company to continue granting the remuneration set out in the Executive Board employment contract, the Supervisory Board is entitled to reduce this remuneration to an appropriate level in accordance with section 87 (2) AktG. The limitation options as set out above also exist for the variable remuneration components.

6. Commitments in the event of illness and in connection with the termination of Executive Board activities

If an Executive Board member is temporarily unable to work due to illness or for another reason for which the Executive Board cannot be held responsible, they will continue to receive basic remuneration for a period of up to six months. In addition, such circumstances do not reduce the Executive Board member's claim to performance-related remuneration elements; however, these elements will be curtailed by one-twelfth for each additional month of absence caused by such an inability to work in each affected financial year.

In the event that the employment relationship is terminated prematurely without giving a compelling reason for termination in accordance with section 626 of the German Civil Code (BGB), the Executive Board member has a claim to severance pay for each full month that the Executive Board employment contract ends prematurely before the agreed end of the contract term, amounting to 1/12 of the total annual fixed salary component and the annual variable remuneration component that the Executive Board member can claim for the last full financial year before their departure but not exceeding 24/12 (severance cap).

No subsequent claims exist if the employment relationship is terminated prematurely by giving a compelling reason in accordance with section 626 BGB.

In the event that an Executive Board member's contract is terminated, outstanding variable remuneration components earned before the termination of the contract are paid out in line with the originally agreed targets and benchmarks and in accordance with the due dates and holding periods set out in the contract.

If the Executive Board member dies during their tenure on the Executive Board, their widow(er) and dependent children receive the pro-rata basic remuneration for six months in addition to the month of the Executive Board member's death. Claims to benefits arising from pension commitments (survivor's and orphans' pension) are suspended during this period.

The Executive Board employment contracts provide the usual extent of compensation for a post-contractual 12-month non-competition clause. Any severance payments are offset against this compensation payment.

In the event of a change of control that significantly changes the role of an individual Executive Board member, the Executive Board member has the right to terminate their contract. If the Executive Board member terminates their contract, they do not receive any commitments arising from the premature termination of their employment contract.

7. Contribution of remuneration to support corporate strategy and for the long-term development of the company

The corporate strategy focuses on the quality of the freenet Group's services combined with lasting customer satisfaction and loyalty. Service quality and the ability to meet individual customer requirements are essential to the company's long-term success. The strategic focus on the Mobile Communications segment is supplemented by the TV and Media segment, again with the objective of establishing lasting long-term, sustainable customer relationships.

Performance targets are developed in accordance with the freenet Group's corporate strategy. Linking these targets to performance indicators, particularly the customer base, facilitates further economic development with a focus on establishing relationships with valuable customers. The aim of this is to pay particular attention to the customer relationships that are important for the long-term existence of the company when remunerating members of the Executive Board.

Non-financial performance targets are based on the material ESG criteria for the Group, which are relevant not only for future economic viability but also for sustainable development.

A large part of the variable remuneration takes account of services rendered in the longer term with delayed payments and reflects the absolute and relative performance of freenet shares. It is therefore in line with shareholder interests.

In addition, the STIP performance criteria, which also form the basis for LTIP, are calculated in such a way that they limit each other, thus preventing any conflicts of interest for the Executive Board. As part of LTIP, conflicts of interest are also limited by the system of crediting and, where appropriate, paying out phantom shares annually, by calculating the relevant share price over 12 months and by the additional EBT target.

8. Temporary deviations from the remuneration system

The Supervisory Board can temporarily deviate from the remuneration system if this is necessary for the long-term welfare of the company. For example, this includes adjusting the remuneration system in the event of a significant change in the corporate strategy to ensure that appropriate incentives are created, or in the event of a serious economic crisis. The exceptional circumstances underlying and requiring the deviation shall be established by a Supervisory Board resolution. The elements of the remuneration system that can be deviated from are the procedure, provisions governing the structure and amount of remuneration and the individual remuneration components. In justified individual cases, the Executive Board can also be reimbursed for expenses relating to exceptional fringe benefits (e.g. security measures or legal prosecution or defence costs), if necessary without being offset against the cap for fringe benefits. The Supervisory Board also has the right to make special payments to new Executive Board members to compensate them for loss of salary from their previous employment relationship or to cover costs arising from relocation.

9. Executive Board remuneration procedure

a) Competence

Executive Board remuneration is determined by the entire Supervisory Board. The Supervisory Board's personnel committee also prepares appropriate recommendations. The entire Supervisory Board also designs the system for remunerating Executive Board members based on the recommendations of the personnel committee and taking into account applicable laws and regulations, particularly the provisions of the current version of the German Stock Corporation Act (Aktiengesetz – AktG) as well as the provisions of the German Corporate Governance Code, paying attention to clarity and comprehensibility as it does so. The Supervisory Board determines specific individual targets for total remuneration based on the remuneration system.

b) Appropriateness of Executive Board remuneration

The structure, weighting and amount of individual remuneration components should be appropriate and adequate.

Horizontal comparison:

The Supervisory Board regularly compares the Executive Board's remuneration with a group of other German companies of comparable size or that operate in similar areas. This review takes account of target total remuneration, consisting of basic salary and variable remuneration components while taking pension arrangements and fringe benefits into consideration.

Vertical comparison:

The individual target remuneration of an Executive Board member is determined within the company in relation to the remuneration paid to the top level of management and the overall workforce of the freenet Group in Germany, together with the development of this remuneration over time. The Supervisory Board has defined the top level of management for this purpose. It consists of divisional directors who report directly to the individual Executive Board members.

In the event of significant shifts in the relationships between the remuneration of the Executive Board and the comparison groups, the Supervisory Board reviews the causes of this and, if there are no objective reasons, makes adjustments to Executive Board remuneration where appropriate.

The personnel committee and Supervisory Board can consult independent external advisors to review the appropriateness of the remuneration. Where there is a need to change the remuneration system for the Executive Board as a result of this advice or for other reasons, the personnel committee submits appropriate amendment proposals to the Supervisory Board for resolution. Significant changes are also presented to the annual general meeting for resolution.

10. Entry into force

The new structure of the Executive Board remuneration system becomes effective with the approval of the annual general meeting and will be applied to Executive Board employment contracts concluded, renewed or amended for the first time after the annual general meeting gives its approval.