

Announcement of the decision to make a voluntary public takeover offer (*freiwilliges öffentliches Übernahmeangebot*) pursuant to section 10 para. 1 in conjunction with sections 29 para. 1, 34 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz, WpÜG*)

Offeror:

Vodafone Vierte Verwaltungsgesellschaft mbH
Ferdinand-Braun-Platz 1
40549 Düsseldorf
Germany

registered with the commercial register of the local court (*Amtsgericht*) of Düsseldorf under HRB 47879

Target:

Kabel Deutschland Holding AG
Betastraße 6 – 8
85774 Unterföhring
Germany

registered with the commercial register of the local court (*Amtsgericht*) of Munich under HRB 184452

ISIN: DE 000KD88880
WKN: KD8888

Vodafone Vierte Verwaltungsgesellschaft mbH ("**Vodafone**") decided today to make a voluntary public takeover offer to the shareholders of Kabel Deutschland Holding AG (the "**Offer**") for the purchase of their non-par-value bearer shares (*auf den Inhaber lautende Stückaktien*) in Kabel Deutschland Holding AG (the "**KDH Shares**").

The offer document (in German and a non-binding English translation) containing the detailed terms and conditions of, and other information relating to, the Offer will be published on the internet at

<http://www.vodafone.com/investor>.

The offer document will also be published by way of a notice of availability in the Federal Gazette (*Bundesanzeiger*).

Important Notice

The terms and conditions of the Offer will be published in the offer document only after the permission by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin*) has been obtained. Investors and holders of shares in Kabel Deutschland Holding AG are strongly advised to read the relevant documents regarding the Offer published by Vodafone Vierte Verwaltungsgesellschaft mbH when they become available because they will contain important information. Investors and shareholders of Kabel Deutschland Holding AG will be able to receive these documents, when they become available, at the website <http://www.vodafone.com/investor>. Upon publication, the offer document will also be available free of charge at a specified location and will be mailed to investors and shareholders of Kabel Deutschland Holding AG free of charge upon request.

This announcement is for information purposes only and does not constitute an invitation to make an offer to sell KDH Shares. This announcement does not constitute an offer to purchase KDH Shares and is not for the purposes of Vodafone making any representations or entering into any other binding legal commitments.

An offer to purchase shares in Kabel Deutschland Holding AG will be solely made by the offer document which is to be published by Vodafone in due course and is exclusively subject to its terms and conditions. The terms and conditions contained in the offer document may differ from the general information described in this announcement.

Shareholders of Kabel Deutschland Holding AG are strongly recommended to seek independent advice, where appropriate, in order to reach an informed decision in respect of the content of the offer document and with regard to the takeover offer for Kabel Deutschland Holding AG.

The Offer will be issued exclusively under the laws of the Federal Republic of Germany, especially under the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz, ("WpÜG")*) and the Regulation on the Content of the Offer Document, Consideration for Takeover Offers and Mandatory Offers and the Release from the Obligation to Publish and Issue an Offer ("**WpÜG Offer Regulation**") and certain applicable provisions of U.S. securities law. The Offer will not be executed according to the provisions of jurisdictions (including the jurisdictions of Canada, Australia, and Japan) other than those of the Federal Republic of Germany and certain applicable provisions of U.S. securities law. Thus, no other announcements, registrations, admissions or approvals of the Offer outside the Federal Republic of Germany have been filed, arranged for or granted. The shareholders of Kabel Deutschland Holding AG cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than such provisions of the Federal Republic of Germany. Any contract that is concluded on the basis of the Offer will be exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.

Vodafone has not approved the publication, sending, distribution, or dissemination of this announcement or any other document associated with the Offer by third parties outside the Federal Republic of Germany. Neither Vodafone nor persons acting in concert with Vodafone within the meaning of Section 2 para. 5 sentence 1 and sentence 3 WpÜG are in any way responsible for the compliance of the publication, sending, distribution, or dissemination of this announcement or any other document associated with the Offer by a third party outside of the Federal Republic of Germany to any jurisdiction with legal provisions other than those of the Federal Republic of Germany.

The release, publication or distribution of this announcement in certain jurisdictions other than the Federal Republic of Germany may be restricted by law. Persons who are not resident in the

Federal Republic of Germany or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.

If you are a resident of the United States, please read the following:

The Offer is intended to be made in the United States in reliance on, and compliance with, Section 14(e) of the US Securities Exchange Act of 1934 (the “**Exchange Act**”) and Regulation 14E thereunder, as exempted thereunder by Rule 14d-1(d).

In accordance with the intended Offer, Vodafone, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Kabel Deutschland Holding AG outside the Offer during the period in which the Offer remains open for acceptance. If such purchases or arrangements to purchase are made they will be made outside the United States and will comply with applicable law, including the Exchange Act.

Düsseldorf, 24 June 2013

Vodafone Vierte Verwaltungsgesellschaft mbH

The Board of Managing Directors