

NON-BINDING ENGLISH TRANSLATION

Vodafone Vierte Verwaltungs AG

Düsseldorf

Notification

On 30 July 2013, Vodafone Vierte Verwaltungs AG (formerly Vodafone Vierte Verwaltungsgesellschaft mbH), Düsseldorf, Germany (the “**Bidder**”), published the offer document (the “**Offer Document**”) for its voluntary public takeover offer (the “**Takeover Offer**”) to the shareholders of Kabel Deutschland Holding AG, Unterföhring, Deutschland (“**KDH**”), to acquire all non-par value bearer shares (ISIN DE000KD88880) in KDH (collectively the “**KDH Shares**” and individually “**KDH Share**”).

Pursuant to Section 16 para. 2 sentence 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – „**WpÜG**“) all shareholders of KDH that have not accepted the Takeover Offer may still do so until 30 September 2013, 24:00 hrs (local time at Frankfurt am Main) according to the provisions of the Offer Document. Those KDH Shares for which the Takeover Offer has validly been accepted are referred to as “**Tendered KDH Shares**”.

I. Notification regarding the fulfilment of all completion conditions

Pursuant to Section 13.1 of the Offer Document the Takeover Offer and the agreements which come into existence as a result of accepting the Takeover Offer were subject to the completion conditions set out in Sections 13.1.1 to 13.1.3. The last outstanding completion condition in Section 13.1.1 of the Offer Document (Merger control clearance) has now been fulfilled. On 20 September 2013, the transaction has been declared compatible with the internal market in accordance with the EU Merger Regulation by the EU-Commission. Thereby, all completion conditions of the Takeover Offer are fulfilled.

II. Termination of the stock exchange trading in Tendered KDH Shares

The stock exchange trading in Tendered KDH Shares on the regulated market of the Frankfurt Stock Exchange (cf. Section 11.8 of the Offer Document) is expected to end after regular stock exchange trading hours on 7 October 2013.

III. Settlement of the Takeover Offer

For the settlement of the Takeover Offer Commerzbank Aktiengesellschaft, Frankfurt am Main, as central settlement agent for the Takeover Offer, has to transfer the offer consideration to the depository banks simultaneously with transfer of title to the Tendered KDH Shares pursuant to Section 11.6 of the Offer Document. Settlement of the Takeover Offer is expected to occur on 14 October 2013.

As the settlement of the Takeover Offer will therefore take place following the annual general meeting of KDH on 10 October 2013 the shareholders of KDH will pursuant to Section 4 of the Offer Document first receive the dividend resolved upon in the annual general meeting of KDH, which was announced to amount to EUR 2.50 per KDH Share. By way of the settlement of the Takeover Offer the shareholders in KDH having accepted the Takeover Offer will receive EUR 84.50 per KDH Share from the Bidder.

IV. Domination and profit and loss transfer agreement

Today, the Bidder has approached KDH in order to enter into negotiations on the conclusion of a domination and profit and loss transfer agreement pursuant to Sections 291 et seq. of the German Stock Corporation Act (*Aktiengesetz – AktG*).

Düsseldorf, 20 September 2013

Vodafone Vierte Verwaltungs AG