

NON-BINDING ENGLISH TRANSLATION

Vodafone Vierte Verwaltungs AG

Düsseldorf

Publication pursuant to Section 23 para. 1 sentence 1 no. 3 of the German Securities Acquisition and Takeover Act (*WpÜG*)

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 (the "**Target Company**"), to acquire all non-par value bearer shares (ISIN DE000KD88880) in the Target Company (collectively the "**KDH Shares**" and individually "**KDH Share**"). The acceptance period for the Takeover Offer (the "**Acceptance Period**") expired on 11 September 2013, 24:00 hrs (local time at Frankfurt am Main). The additional acceptance period of the Takeover Offer (the "**Additional Acceptance Period**") expired on 30 September 2013, 24:00 hrs (local time at Frankfurt am Main). The Takeover Offer cannot be accepted anymore.

I. Publication pursuant to Section 23 para. 1 sentence 1 no. 3 WpÜG

At the end of the Additional Acceptance Period, on 30 September 2013, 24:00 hrs (local time at Frankfurt am Main) (the "**Reference Date**"), the share capital of the Target Company amounted to EUR 88,522,939.00 and was divided into 88,522,939 KDH Shares.

As of the Reference Date Vodafone Group Plc, Newbury, England ("**Vodafone**"), a person acting jointly with the Bidder within the meaning of section 2 para. 5 WpÜG, held 3,782,179 KDH Shares. This corresponds to approximately 4.27% of the share capital and voting rights of the Target Company.

Until the end of the Additional Acceptance Period the Takeover Offer has been accepted for a total of 67,780,374 KDH Shares. This corresponds to approximately 76.57% of the share capital and voting rights of the Target Company.

Furthermore, neither the Bidder, nor any person acting jointly with it within the meaning of section 2 para. 5 WpÜG, nor any of their subsidiaries, held any additional KDH Shares or financial instruments or other instruments within the meaning of sections 25, 25a WpHG on the Reference Date. Moreover, no further voting rights from KDH Shares were attributed to them as of the Reference Date.

As of the Reference Date, the aggregate number of KDH Shares held by the Bidder and persons acting jointly with the Bidder plus the number of KDH Shares for which the Takeover Offer has been accepted until the Reference Date amounts to 67,780,374 KDH Shares, provided that KDH Shares which would qualify under more than one of the above criteria shall only be counted once. This corresponds to approximately 76.57% of the share capital and voting rights of the Target Company.

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

III. Domination and profit and loss transfer agreement

On 20 September 2013, 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, 7 October 2013

Vodafone Vierte Verwaltungs AG