

Vantage Towers AG

Düsseldorf

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Invitation to the Annual General MeetingDear Shareholders¹,

We hereby invite you and your authorised representatives² to the Annual General Meeting of Vantage Towers AG (hereinafter also referred to as the "**Company**"). It will take place on Friday, 29 November 2024, 10 a.m. Central European Time – CET, as a general meeting with physical attendance. The venue of the General Meeting is the Tulip Inn Hotel Düsseldorf Arena, Arena-Straße 3, 40474 Düsseldorf.

Agenda**1. Presentation of the adopted annual financial statements and the management report for Vantage Towers AG for the 2023/2024 financial year ended on 31 March 2024 as well as the report of the Supervisory Board**

The aforementioned documents are available on the Company's website at <https://www.vantagetowers.com/en/investors/annual-general-meeting-en>. The Supervisory Board has approved the annual financial statements prepared by the Management Board. The annual financial statements are thus adopted. This is reflected in the fact that no resolution by the General Meeting is scheduled under agenda item 1.

The annual financial statements of Vantage Towers AG as of 31 March 2024, prepared in accordance with the provisions of the German Commercial Code (*Handelsgesetzbuch – HGB*), do not show any net profit. Therefore, the agenda of this year's Annual General Meeting does not include any item that would require a resolution of the Annual General Meeting regarding the appropriation of a net profit.

2. Resolution on the ratification of the acts of the members of the Management Board

The Management Board and Supervisory Board propose that the acts of the members of the Management Board who held office in financial year 2023/2024 be ratified for this period.

¹ This translation is intended for convenience purposes only and solely the German version of the invitation to and agenda of the Ordinary General Meeting of Vantage Towers AG is legally binding.

² Here and in the following: male, female, diverse.

3. Resolution on the ratification of the acts of the members of the Supervisory Board

The Management Board and Supervisory Board propose that the acts of the members of the Supervisory Board who held office in financial year 2023/2024 be ratified for this period.

4. Election of the auditor for the financial year 2024/2025

The Supervisory Board proposes that

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Cologne, Germany,

be appointed as auditor of the financial statements for the financial year 2024/2025.

5. Election of Supervisory Board members

Pursuant to Sections 95 sentence 2, 96 (1) last alternative, 101 (1) German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with article 9.1 of the Company's articles of association, the Supervisory Board of the Company is composed of six members to be elected by the General Meeting.

The Supervisory Board member and chairman Pierre Klotz has resigned as member and chairman of the Supervisory Board of the Company with effect from the end of the Annual General Meeting on 29 November 2024. There is no elected substitute member. In this case, the articles of association of the Company provide in article 9.4 that an election shall be held to determine a successor for the remainder of his or her term of office unless the successor is specifically elected for a different term of office. Against this background, a new member of the Supervisory Board shall be elected by the General Meeting.

The Supervisory Board proposes to elect

Evgenia Zaytseva, Head of Finance and Strategy, Vodafone Investments at Vodafone Group Plc, residing London, United Kingdom,

as member of the Supervisory Board for the period from the end of the General Meeting on 29 November 2024 until the end of the General Meeting resolving on the ratification of the acts of the members of the Supervisory Board for the financial year 2024/2025.

The Supervisory Board has assured itself of the candidate's respective ability to devote the time expected for the position.

The curriculum vitae of the candidate is available in section "Additional information on item 5 of the agenda: Election of a Supervisory Board member" following this agenda.

Additional information on item 5 of the agenda: Election of a Supervisory Board member**Evgenia Zaytseva**

Place of residence: London, United Kingdom

Profession practiced: Head of Finance and Strategy, Vodafone Investments at Vodafone Group Plc

Training

2005 – 2009 National Research University – Higher School of Economics (Russia), Bachelor of Science in Economics

2009 – 2011 National Research University – Higher School of Economics (Russia), Master of Science in Finance

2014 – 2015 INSEAD business school (France and Singapore), Master in Business Administration

Professional career

2010 – 2014 Bank of America Merrill Lynch, United Kingdom, Associate Investment Banking

2015 – 2016 Hoolihan Lokey, United Kingdom, Associate Investment Banking

2016 – 2019 Millicom, United Kingdom, M&A Executive Project Manager

2019 – current Vodafone Group Plc, United Kingdom, Head of Finance and Strategy, Vodafone Investments

Pursuant to Section 121 (3) AktG, the notice convening the General Meeting of companies that are not listed companies within the meaning of the Stock Corporation Act need only contain details of the company's name and registered office, the time and place of the General Meeting and certain information on registration and the agenda. The following information is therefore provided voluntarily and solely for the purpose of facilitating the participation of the shareholders of Vantage Towers AG in the General Meeting.

Requirements for participation in the General Meeting and for exercising voting rights

Registration

Article 15.1 sentence 1 of the articles of association of Vantage Towers AG stipulates that only those shareholders are entitled to attend the General Meeting and to exercise their voting rights who are registered in the share register and who register properly and in due time at the address provided for that purpose in the convening of the General Meeting.

The registration must be received by the Company no later than 22 November 2024, 24:00 CET. Pursuant to article 15.1 sentence 4 of the articles of association of Vantage Towers AG, the registration must be in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) and in German or English. It shall be sent to the following address:

Vantage Towers AG

c/o Computershare Operations Center

80249 München

Germany

E-mail: anmeldestelle@computershare.de

Alternatively, the password-protected shareholder portal can be used to register for the General Meeting. It can be found at the internet address:

<https://www.vantagetowers.com/en/investors/annual-general-meeting-en>

Shareholders may access the shareholder portal by entering their shareholder number and the corresponding password, which can be found in the documents sent to them about the convening of the General Meeting.

Re-Registration Stop

Section 67 (2) sentence 1 AktG provides that rights and obligations arising from shares in relation to the Company exist only for and against the person registered in the share register. Accordingly, the decisive factor for the voting right is the number of shares registered in the share register on the day of the General Meeting. For technical reasons, however, during the last six days before the General Meeting and on the day of the General Meeting itself, no changes will be made in the share register (so-called re-registration stop). The re-registration stop will therefore start on 22 November 2024, 24:00 CET (so-called Technical Record Date). It does not lead to a restriction of any dispositions of the shares. However, in relation to the Company the voting rights and all other shareholder rights remain with the seller registered in the share register until the new registration. Purchasers of shares whose transfer applications are received by the Company after 22 November 2024 may therefore only exercise their right to participate and to vote under these shares if they are so authorised, or granted a proxy, by the shareholder that is still registered in the share register. All purchasers of shares in the Company are therefore requested to submit registration applications in due time before the re-registration stop.

Voting by proxy

Authorisation of a third party

Shareholders may have their voting rights exercised by proxy, *e.g.* by an intermediary, a shareholders' association, a proxy advisor or also by any other third party of their choice. Even in the case of proxy voting, the shareholder must register for the General Meeting in due time and properly.

Pursuant to Section 134 (3) sentence 3 AktG, the granting of a power of attorney, its revocation and the proof of authorisation vis-à-vis the Company must be in text form (Section 126b BGB). The Company offers the password-protected shareholder portal for granting and revoking powers of attorney, which can be accessed on the Company's website at:

<https://www.vantagetowers.com/en/investors/annual-general-meeting-en>

For organisational reasons, proxies and instructions can only be issued via the shareholder portal until 28 November 2024, 18:00 CET.

In addition, the power of attorney and any revocation thereof may be submitted in text form (§ 126b BGB) to the Company at the postal address or e-mail address below:

Vantage Towers AG

c/o Computershare Operations Center

80249 München

Germany

E-mail: anmeldestelle@computershare.de

or in text form (§ 126b BGB) vis-à-vis the proxy. If the power of attorney is granted by declaration vis-à-vis the proxy, proof of the authorisation vis-à-vis the Company in text form (§ 126b BGB) is required. This can also be sent to the Company at the above address (including the e-mail address). For convenience, shareholders may use the power of attorney form which is included on the entrance ticket (*Eintrittskarte*) forwarded after registration. The proof of a power of attorney granted can also be submitted to the Company by the person acting as proxy by presenting the power of attorney certificate or other textual proof of authorisation at the entrance point on the day of the General Meeting.

For organisational reasons, the power of attorney or proof of authorisation sent to the above postal address or e-mail address must be received by the Company at the above postal address or e-mail address by 18:00 CET on 28 November 2024.

Authorisation forms will be available during the General Meeting.

Special considerations must be taken into account if the proxy is granted to an intermediary, a shareholders' association, a proxy advisor or a person treated as such pursuant to Section 135 (8) AktG. Only the legal provisions of Section 135 AktG apply in this case. Please note that intermediaries, shareholders' associations, proxy advisors and persons of equal standing may themselves make specifications for their own authorisation, which are to be requested from the respective person to be authorised. This also applies to the required form of authorisation.

If a shareholder authorises more than one person, the Company may reject one or more of them.

Authorisation of proxies appointed by the Company

In addition, the Company offers its shareholders the opportunity to authorise proxies appointed by the Company and bound by the voting instructions before or even during the General Meeting (until the beginning of the voting). Please note that also in this case, the shareholder must register for the General Meeting in due time and properly.

The power of attorney and the issuance of instructions to the proxies appointed by the Company must also be in text form (Section 126b BGB), as must any revocation thereof and any amendments thereto.

For the granting of powers of attorney and instructions to the proxies appointed by the Company or for their revocation or amendment, the Company offers the password-protected shareholder portal, accessible on the Company's website at:

<https://www.vantagetowers.com/en/investors/annual-general-meeting-en>

For organisational reasons, proxies and instructions can only be issued via the shareholder portal until 28 November 2024, 18:00 CET.

The shareholders may also use the power of attorney form which is included on the entrance ticket (*Eintrittskarte*) forwarded after registration to grant power of attorney and issue instructions to the Company's appointed proxies. The completed form may be sent to the Company prior to the General Meeting to the following postal address or e-mail address:

Vantage Towers AG

c/o Computershare Operations Center

80249 München

Germany

E-mail: anmeldestelle@computershare.de

In this case, for organisational reasons, the completed form must be received by the Company at the above postal address or e-mail address by 18:00 CET on 28 November 2024.

Authorisation forms regarding the authorization of the Company's voting proxy will be available during the General Meeting.

The proxies appointed by the Company will vote according to the instructions given by the shareholders. Without the issuance of instructions, the power of attorney is invalid as a whole. Please note that the proxies will not accept any powers of attorney and instructions to exercise the right to ask questions and speak, to submit motions or to file objections against resolutions of the General Meeting. Likewise, the proxies appointed by the Company will not participate in possible votes on any potential, not raised until the General meeting, counter-motions, election proposals or other motions not communicated in advance of the General Meeting and will not accept any instructions in this regard.

Shareholders' rights

Additions to the agenda (Section 122 (2) AktG)

Shareholders whose combined shareholdings equal or exceed one-twentieth of the share capital or represent a proportionate interest in the share capital of EUR 500,000.00 (*i.e.* 500,000 shares) may request that items be placed on the agenda and announced. The requesting shareholders have to prove that they have been holders of the shares for at least 90 days prior to the day of receipt of the request and that they hold the shares until the decision of the Management Board on the request. Requests must be addressed in writing to:

Vorstand der Vantage Towers AG / Management Board of Vantage Towers AG

Stichwort "Ordentliche Hauptversammlung" / Keyword "Annual General Meeting"

Prinzenallee 11-13

40549 Düsseldorf

It must be received there by no later than 24:00 CET on 4 November 2024 at the latest.

Each new agenda item must be accompanied by the reasons therefor or a draft resolution.

To the extent not already announced in the convocation of the General Meeting, amendments to the agenda that require publication will be announced promptly upon receipt of the request in the Federal Gazette (*Bundesanzeiger*). Any such amendments will also be published on the Company's website and communicated to shareholders in accordance with the statutory requirements.

Counter-motions and election proposals (Sections 126 (1), 127 AktG)

Shareholders may submit to the Company counter-motions against a resolution proposal of the Management Board and/or the Supervisory Board as well as election proposals in accordance with Sections 126 (1) and 127 AktG. Such counter-motions and election proposals are to be sent exclusively to the following postal address or e-mail address:

Vorstand der Vantage Towers AG / Management Board of Vantage Towers AG

Stichwort "Ordentliche Hauptversammlung" / Keyword "Annual General Meeting"

Prinzenallee 11-13

40549 Düsseldorf

E-mail: agm@vantagetowers.com

Vantage Towers AG will immediately publish on its website any counter-motions and election proposals of shareholders which are to be made accessible and that are received at one of these addresses by 14 November 2024, 24:00 CET. Any comments by the administration will also be made available there. There is no obligation to publish counter-motions and election proposals for the cases laid down in Section 126 (2) AktG. In addition, the Management Board is not obligated to publish an election proposal if such election proposal fails to contain the details required by Section 124 (3) sentence 4 AktG.

Right to disclosure (Section 131 (1) AktG)

At the General Meeting, each shareholder or shareholder representative is entitled, pursuant to Section 131 (1) AktG, to request from the management board information about matters concerning the Company, to the extent that the information is necessary for the proper assessment of an agenda item. This information obligation also extends to the Company's legal and commercial relations with affiliates and to the state of the group and the subsidiaries of Vantage Towers AG. The information shall comply with the principles of diligent and faithful accountability (*gewissenhafte und getreue Rechenschaft*). Section 131 (3) AktG provides the conditions under which the management board may reject to provide information.

Requests for information shall be made verbally during the debate at the General Meeting. In accordance with article 16.3 of the articles of association, the chairperson of the General Meeting may impose adequate time limits concerning the shareholders' right to speak and to ask questions. He may, in particular, determine, at the beginning or during the General Meeting, adequate restrictions of speaking time, question time or combined speaking and question time, as well as the timeframe for the entire course of the General Meeting, for single agenda items and for individual questions or speeches; this includes in particular the option of prematurely closing the list of requests to speak and ordering the closing of the debate.

Further explanations, publications on the company's website

Further explanations of the aforementioned shareholder rights can be found on the Company's website at:

<https://www.vantagetowers.com/en/investors/annual-general-meeting-en>

The following information and documents, among others, are accessible via the Company's website at <https://www.vantagetowers.com/en/investors/annual-general-meeting-en>:

- The content of the convening of the General Meeting including the total number of shares and voting rights at the time of convening;
- the documents to be made available to the General Meeting.

The voting results will also be announced on that website after the General Meeting. In addition, shareholders and shareholder representatives who voted at the General Meeting may access a text confirmation of the vote count pursuant to Section 129 (5) AktG by using the password-protected shareholder portal within one month after the day of the General Meeting.

Total number of shares and voting rights

At the time of convening the General Meeting, the share capital of the Company amounts to EUR 505,782,265.00, divided into 505,782,265 registered shares without par value. Each share grants one vote, so that at the time of convening there are 505,782,265 voting rights based on the articles of association of the Company.

Further information on reconciliations according to Table 3 DVO (EU) 2018/1212

The vote on agenda items 2 to 5 inclusive is binding. Shareholders may vote "yes" (in favour) or "no" (against) to all resolutions or abstain from voting, *i.e.* they may not participate in the vote.

Information on data protection

We attach great importance to the protection of your data and its processing in compliance with the law. In our data protection information, we have summarised all information on the processing of personal data of our shareholders and their representatives in a well-arranged manner. You can find the data protection information under the following link:

<https://www.vantagetowers.com/en/investors/annual-general-meeting-en>

Düsseldorf, in October 2024

Vantage Towers AG

The Management Board