

Re Agenda Items 7, 10, 11 and 12: Amendment of Art. 3(2) (§ 3(2)) (Share Capital), Art 10 (§ 10) (Remuneration of the Supervisory Board, Liability Insurance), Art. 11 (§ 11) (Convening of Shareholders' Meetings) and Art. § 11a (§ 11a) (Video and audio transmission) of the Articles of Incorporation*

Current Version	Proposed amendment (mark-up)	Proposed amendment (clean)
<p>II. Share Capital and Shares Art 3 (§ 3) Share Capital</p> <p>(2) The Board of Management is authorized to increase the Company's share capital with the consent of the Supervisory Board in the period until April 4, 2023 by a total of up to € 1,000,000,000.00, in one lump sum or by separate partial amounts at different times, by issuing new registered no-par value shares in exchange for cash and/or non-cash contributions (Approved Capital 2018). The new shares are generally to be offered to the shareholders for subscription (also in the way of indirect subscription pursuant to Section 186, Subsection 5, Sentence 1 of the German Stock Corporation Act (<i>Aktiengesetz</i>)).</p> <p>The Board of Management is, however, authorized to exclude the shareholders' statutory subscription right with the consent of the Supervisory Board in the following cases:</p>	<p>II. Share Capital and Shares Art 3 (§ 3) Share Capital</p> <p>(2) The Board of Management is authorized to increase the Company's share capital with the consent of the Supervisory Board in the period until April 4, 2023 May 2, 2028 by a total of up to €1,000,000,000.00, in one lump sum or by separate partial amounts at different times, by issuing new registered no-par value shares in exchange for cash and/or non-cash contributions (Approved Capital 2018 2023). The new shares are generally to be offered to the shareholders for subscription (also in the way of indirect subscription pursuant to Section 186, Subsection 5, Sentence 1 of the German Stock Corporation Act (<i>Aktiengesetz</i>)).</p> <p>However, the The Board of Management is, however, authorized to exclude the shareholders' statutory subscription right with the consent of the Supervisory Board to exclude shareholders' subscription rights in the following cases:</p>	<p>II. Share Capital and Shares Art 3 (§ 3) Share Capital</p> <p>(2) The Board of Management is authorized to increase the Company's share capital with the consent of the Supervisory Board in the period until May 2, 2028 by a total of up to €1,000,000,000.00, in one lump sum or by separate partial amounts at different times, by issuing new registered no-par value shares in exchange for cash and/or non-cash contributions (Approved Capital 2023). The new shares are generally to be offered to the shareholders for subscription (also in the way of indirect subscription pursuant to Section 186, Subsection 5, Sentence 1 of the German Stock Corporation Act (<i>Aktiengesetz</i>)).</p> <p>However, the Board of Management is authorized with the consent of the Supervisory Board to exclude shareholders' subscription rights in the following cases:</p>

- to exclude residual of fractional amounts from the subscription right;

- in the case of capital increases in exchange for non-cash contributions for the purpose of the (also indirect) acquisition of companies, parts of companies, participating interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies;

- to the extent necessary to grant holders of bonds with conversion or option rights/conversion or option obligations that were or will be issued by the Company or its direct or indirect subsidiaries a right to subscribe for new registered no-par value shares of the Company in the amount to which they would be entitled as shareholders after exercising the conversion or option rights/after

- to exclude residual ~~of~~ or fractional amounts from the subscription rights;

- in the case of capital increases in exchange for non-cash contributions ~~for~~ if this serves ~~of~~ the purpose of (also ~~indirect~~ indirectly) ~~acquisition of companies~~ acquiring entities, parts of ~~companies~~ entities, equity interests in ~~companies~~ entities or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies, ~~for example for the purpose of implementing a share dividend in which the shareholders are offered the option of contributing their dividend entitlement to the Company in whole or in part as a contribution in kind against the granting of new shares from Approved Capital 2023;~~

- to the extent necessary to grant holders of bonds with conversion or option rights/conversion or option obligations that were or will be issued by the Company or its direct or indirect subsidiaries a right to subscribe for new registered no-par value shares of the Company in the amount to which they would be entitled as shareholders after exercising the conversion or option rights/after

- to exclude residual or fractional amounts from the subscription rights;

- in the case of capital increases in exchange for non-cash contributions if this serves the purpose of (also indirectly) acquiring entities, parts of entities, equity interests in entities or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies, for example for the purpose of implementing a share dividend in which the shareholders are offered the option of contributing their dividend entitlement to the Company in whole or in part as a contribution in kind against the granting of new shares from Approved Capital 2023;

- to the extent necessary to grant holders of bonds with conversion or option rights/conversion or option obligations that were or will be issued by the Company or its direct or indirect subsidiaries a right to subscribe for new registered no-par value shares of the Company in the amount to which they would be entitled as shareholders after exercising the conversion or option rights/after

fulfillment of the conversion or option obligations;

- in the case of capital increases in exchange for cash contributions, if the issue price of the new shares is not significantly lower than the stock market price of the previously listed shares and the computational part of the shares issued with the exclusion of subscription rights pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) in the share capital does not exceed 10% of the share capital in total – either at the time when this authorization takes effect or when it is exercised. This limit of 10% of the Company’s share capital is to include shares (i) that are issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), and (ii) that are issued or may be or have to be issued to honor bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders’ subscription right after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*).

fulfillment of the conversion or option obligations;

- in the case of capital increases in exchange for cash contributions, if the issue price of the new shares is not significantly lower than the stock market price ~~of the previously listed shares at the time the issue price is definitively set~~ and the computational part of the shares issued with the exclusion of subscription rights pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) in the share capital does not exceed 10% of the share capital ~~in total – either~~ – ~~neither~~ at the time when this authorization takes effect ~~nor~~ when it is exercised. This limit of 10% of the Company’s share capital is to include shares (i) that are issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), and (ii) that are issued or may be or have to be issued to honor bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders’ subscription right after this authorization takes effect pursuant to Section 186, Subsection 3,

fulfillment of the conversion or option obligations;

- in the case of capital increases in exchange for cash contributions, if the issue price of the new shares is not significantly lower than the stock market price at the time the issue price is definitively set and the computational part of the shares issued with the exclusion of subscription rights pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*) in the share capital does not exceed 10% of the share capital – neither at the time when this authorization takes effect nor when it is exercised. This limit of 10% of the Company’s share capital is to include shares (i) that are issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), and (ii) that are issued or may be or have to be issued to honor bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders’ subscription right after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation

The computational part of the sum of shares issued according to this authorization upon exclusion of the shareholders' subscription right in exchange for cash and/or non-cash contributions in the share capital must not exceed 10% in total of the share capital at the time when this authorization takes effect. This limit is to include shares

(i) that are issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), and

(ii) that are issued or may be or have to be issued to honor bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders' subscription right after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*).

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The computational part of the sum of shares issued according to this authorization upon exclusion of the shareholders' subscription right in exchange for cash and/or non-cash contributions in the share capital must not exceed 10% in total of the share capital at the time when this authorization takes effect. **When determining this limit is to include, shares shall also be taken into account which**

• ~~(i) that~~ are issued or ~~sold disposed of~~ during the ~~period term~~ of this authorization with the exclusion of **the shareholders'** subscription ~~rights under right by~~ direct or ~~indirect~~ *mutatis mutandis* application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*), ~~and~~;

• ~~(ii) that~~ are issued or may be or have to be issued to honor bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders' subscription right after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*).

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The computational part of the sum of shares issued according to this authorization upon exclusion of the shareholders' subscription right in exchange for cash and/or non-cash contributions in the share capital must not exceed 10% in total of the share capital at the time when this authorization takes effect. When determining this limit, shares shall also be taken into account which

• are issued or disposed of during the term of this authorization with the exclusion of the shareholders' subscription right by direct or *mutatis mutandis* application of Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*);

• are issued or may be or have to be issued to honor bonds with conversion or option rights/conversion or option obligations if the bonds are issued with the exclusion of the shareholders' subscription right after this authorization takes effect pursuant to Section 186, Subsection 3, Sentence 4 of the German Stock Corporation Act (*Aktiengesetz*).

The Board of Management is authorized to stipulate, with the consent of the Supervisory Board, the other details of the implementation of capital increases out of the Approved Capital 2018.

The new shares participate in profits from the start of the fiscal year in which they are issued. To the extent legally permissible, the Board of Management may, subject to the consent of the Supervisory Board, notwithstanding this and section 60 Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*), determine that the new shares shall bear dividend rights from the beginning of a past fiscal year for which no resolution of the General Meeting regarding the appropriation of the net profit had been passed at the time when they were issued. The Board of Management is authorized ~~to stipulate,~~ with the consent of the Supervisory Board, ~~to stipulate~~ the other details of the implementation of capital increases out of ~~the~~ Approved Capital ~~2018~~ 2023, particularly the issue price. The Supervisory Board has the authority to amend the version of the Articles of Incorporation after the complete or partial implementation of the increase in share capital by exercising Approved Capital 2023 and after the elapse of the period of time for which authority was granted.

The new shares participate in profits from the start of the fiscal year in which they are issued. To the extent legally permissible, the Board of Management may, subject to the consent of the Supervisory Board, notwithstanding this and section 60 Subsection 2 of the German Stock Corporation Act (*Aktiengesetz*), determine that the new shares shall bear dividend rights from the beginning of a past fiscal year for which no resolution of the General Meeting regarding the appropriation of the net profit had been passed at the time when they were issued. The Board of Management is authorized with the consent of the Supervisory Board to stipulate the other details of the implementation of capital increases out of Approved Capital 2023, particularly the issue price. The Supervisory Board has the authority to amend the version of the Articles of Incorporation after the complete or partial implementation of the increase in share capital by exercising Approved Capital 2023 and after the elapse of the period of time for which authority was granted.

IV. The Supervisory Board**Art. 10 (§ 10) Remuneration of the Supervisory Board, Liability Insurance**

(1) The members of the Supervisory Board shall receive a fixed basic remuneration for each full financial year in the amount of € 144,000.00 for each individual member.

(2) The Chairman of the Supervisory Board shall receive an additional € 288,000.00; the Deputy Chairman of the Supervisory Board an additional € 144,000.00.

(3) Members of a committee of the Supervisory Board shall receive the following additional remuneration for each full financial year:

- the Chairman of the Audit Committee shall receive an additional € 144,000.00, and each other member of the Audit Committee shall receive an additional € 72,000.00;
- each member of the Presidential Committee shall receive an additional € 57,600.00;
- the Chairman of the Legal Affairs Committee shall receive an additional € 115,200.00, and

IV. The Supervisory Board**Art. 10 (§ 10) Remuneration of the Supervisory Board, Liability Insurance**

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(2) ~~The Chairman of the Supervisory Board shall receive an additional € 288,000.00; the Deputy Chairman of the Supervisory Board an additional € 144,000.00.~~

The Chairperson of the Supervisory Board receives € 600,000.00 and the Deputy Chairperson € 475,000.00 for each full financial year.

(3) ~~Members of a committee of the Supervisory Board shall receive the following additional remuneration for each full financial year:~~

- ~~• the Chairman of the Audit Committee shall receive an additional € 144,000.00, and each other member of the Audit Committee shall receive an additional € 72,000.00;~~
- ~~• each member of the Presidential Committee shall receive an additional € 57,600.00;~~
- ~~• the Chairman of the Legal Affairs Committee~~

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(1) The members of the Supervisory Board shall receive a fixed basic remuneration for each full financial year in the amount of € 200,000.00 for each individual member.

(2) The Chairperson of the Supervisory Board receives € 600,000.00 and the Deputy Chairperson € 475,000.00 for each full financial year.

(3) The Chairperson of the Audit Committee receives € 450,000.00, each other member of the Audit Committee € 400,000.00 and each member of any other committee € 300,000.00 (in each case including the base remuneration) for each full financial year.

each other member of the Legal Affairs Committee shall receive an additional € 57,600.00;

- each member of other Supervisory Board committees shall receive an additional € 28,800.00.

Functions on committees shall only be taken into account for a maximum of three committees; whereat if a member of the Supervisory Board has functions in more than three Supervisory Board committees, the three highest-paid committee functions shall prevail. Functions on committees shall only be remunerated for a financial year if the relevant committee has held at least one meeting in discharge of its duties during that period.

~~shall receive an additional € 115,200.00, and each other member of the Legal Affairs Committee shall receive an additional € 57,600.00;~~
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The Chairperson of the Audit Committee receives € 450,000.00, each other member of the Audit Committee € 400,000.00 and each member of any other committee € 300,000.00 (in each case including the base remuneration) for each full financial year.

~~Functions on committees shall only be taken into account for a maximum of three committees; whereat if a member of the Supervisory Board has functions in more than three Supervisory Board committees, the three highest-paid committee functions shall prevail. Functions on committees shall only be remunerated for a financial year if the relevant committee has held at least one meeting in discharge of its duties during that period.~~

Committee activities are only taken into account if the committee in question has met at least twice in the financial year in the

Committee activities are only taken into account if the committee in question has met at least twice in the financial year in the performance of its duties. Insofar as a member of the Supervisory Board performs several functions with higher remuneration pursuant to Subsection 2 or Subsection 3 sentence 1, the remuneration shall be based exclusively on the function with the highest remuneration.

<p>(4) The members of the Supervisory Board and its committees shall receive an attendance fee of € 1,100.00 for each meeting of the Supervisory Board and its committees that they attend as members. Attendance by telephone or via a video conference or any other similar customary means of telecommunication shall be considered as attendance of a meeting. The attendance fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.</p> <p>(5) The remuneration and the attendance fee shall be payable within two months after the end of each financial year.</p> <p>(6) If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive remuneration proportionate to the time of office served. If a member of the Supervisory Board resigns from a function for which there is additional</p>	<p>performance of its duties. Insofar as a member of the Supervisory Board performs several functions with higher remuneration pursuant to Subsection 2 or Subsection 3 sentence 1, the remuneration shall be based exclusively on the function with the highest remuneration.</p> <p>(4) The members of the Supervisory Board and its committees shall receive an attendance fee of € 1,100.00 for each meeting of the Supervisory Board and its committees that they attend as members. Attendance by telephone or via a video conference or any other similar customary means of telecommunication shall be considered as attendance of a meeting. The attendance fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.</p> <p>(5)(4) The remuneration and the attendance fee shall be payable within two months after of the end of each financial year.</p> <p>(6)(5) If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive the remuneration proportionate to the time of office served on a pro rata temporis basis. If a member of the Supervisory Board resigns from</p>	<p>(4) The remuneration shall be payable within two months of the end of each financial year.</p> <p>(5) If any members of the Supervisory Board resign from the Supervisory Board during a financial year, they shall receive the remuneration on a pro rata temporis basis. If a member of the Supervisory Board resigns from a function for which there is higher</p>
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remuneration, the previous sentence applies in respect of the remuneration for the relevant function. Proportionate remuneration for functions on committees shall only be paid if the relevant committee has held at least one meeting in discharge of its duties during the respective part of the financial year.

(7) In addition to remuneration and attendance fees, the members of the Supervisory Board shall be reimbursed for their expenses and the value-added tax payable on the payments made to them. In addition, the members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company for executive bodies and certain senior executives, insofar as such insurance coverage exists. The insurance premiums shall be paid by the Company.

a function for which there is ~~additional~~ **higher** remuneration, the previous sentence ~~applies~~ **shall apply mutatis mutandis** in respect of the **higher** remuneration for the relevant function. Proportionate remuneration for functions on committees ~~shall only be paid if~~ **requires that** the relevant committee has held at least ~~one~~ **two** meetings in discharge of its duties during the respective part of the financial year.

~~(7)~~(6) In addition to remuneration ~~and attendance fees~~, the members of the Supervisory Board shall be reimbursed for their **reasonable** expenses and the value-added tax payable on the payments made to them. In addition, **any employer contributions for social insurance arising under foreign laws for Supervisory Board activities are paid or reimbursed. Furthermore**, the members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company **in an appropriate amount** for ~~executive corporate~~ bodies and certain senior executives, ~~insofar as to the extent~~ such insurance coverage exists. ~~The insurance premiums~~ **Premiums for this insurance** shall be paid by the Company.

remuneration, the previous sentence shall apply mutatis mutandis in respect of the higher remuneration for the relevant function. Proportionate remuneration for functions on committees requires that the relevant committee has held at least two meetings in discharge of its duties during the respective part of the financial year.

(6) In addition to remuneration, the members of the Supervisory Board shall be reimbursed for their reasonable expenses and the value-added tax payable on the payments made to them. In addition, any employer contributions for social insurance arising under foreign laws for Supervisory Board activities are paid or reimbursed. Furthermore, the members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company in an appropriate amount for corporate bodies and certain senior executives, to the extent such insurance coverage exists. Premiums for this insurance shall be paid by the Company.

V. Shareholders' Meetings**Art. 11 (§ 11) Convening of Shareholders' Meetings**

Shareholders' Meetings shall be convened by the Board of Management or the Supervisory Board. They shall be held at the registered office of the Company or in a German city that has a stock exchange. Furthermore, Shareholders' Meetings may be held in any city in Germany with more than 250,000 inhabitants.

V. Shareholders' Meetings**Art. 11 (§ 11) Convening of Shareholders' Meetings**

(1) Shareholders' Meetings shall be convened by the Board of Management or the Supervisory Board. They shall be held at the registered office of the Company or in a German city that has a stock exchange. Furthermore, Shareholders' Meetings may be held in any city in Germany with more than 250,000 inhabitants.

(2) The Board of Management is authorized to provide for the Shareholders' Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Shareholders' Meeting (virtual Shareholders' Meeting). This authorization is limited in time and applies to Shareholders' Meetings held within a period of two years after entry of this provision of the Articles of Incorporation in the commercial register of the Company. The authorization may be extended or renewed (also several times) by way of a resolution of the Shareholders' Meeting.

V. Shareholders' Meetings**Art. 11 (§ 11) Convening of Shareholders' Meetings**

(1) Shareholders' Meetings shall be convened by the Board of Management or the Supervisory Board. They shall be held at the registered office of the Company or in a German city that has a stock exchange. Furthermore, Shareholders' Meetings may be held in any city in Germany with more than 250,000 inhabitants.

(2) The Board of Management is authorized to provide for the Shareholders' Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Shareholders' Meeting (virtual Shareholders' Meeting). This authorization is limited in time and applies to Shareholders' Meetings held within a period of two years after entry of this provision of the Articles of Incorporation in the commercial register of the Company. The authorization may be extended or renewed (also several times) by way of a resolution of the Shareholders' Meeting.

Art. 11a (§ 11a) Video and audio transmission	Art. 11a (§ 11a) Video and audio transmission	Art. 11a (§ 11a) Video and audio transmission
<p>(1) The Board of Management is authorized to permit the full or partial video and audio transmission of the Shareholders' Meeting.</p> <p>(2) In agreement with the Chairman of the meeting, members of the Supervisory Board are exceptionally permitted to participate in the Shareholders' Meeting by means of video and audio transmission in cases where, due to legal restrictions or due to their place of employment or residence abroad, personal participation is not possible or only possible at considerable expense.</p>	<p>(1) The Board of Management is authorized to permit the full or partial video and audio transmission of the Shareholders' Meeting.</p> <p>(2) In agreement with the Chairman of the meeting, members of the Supervisory Board are exceptionally permitted to participate in the Shareholders' Meeting by means of video and audio transmission in cases where, due to legal restrictions or due to their place of employment or residence abroad, personal participation is not possible or only possible at considerable expense.</p> <p>(3) In the event of a virtual Shareholders' Meeting, the members of the Supervisory Board, with the exception of the Chairperson of the meeting and its deputy, if such deputy has been appointed or elected in accordance with Art. 15(1) of the Articles of Incorporation, shall be permitted to participate in the virtual Shareholders' Meeting by means of video and audio transmission even if the circumstances described in Art. 11a(2) have not occurred.</p>	<p>(1) The Board of Management is authorized to permit the full or partial video and audio transmission of the Shareholders' Meeting.</p> <p>(2) In agreement with the Chairman of the meeting, members of the Supervisory Board are exceptionally permitted to participate in the Shareholders' Meeting by means of video and audio transmission in cases where, due to legal restrictions or due to their place of employment or residence abroad, personal participation is not possible or only possible at considerable expense.</p> <p>(3) In the event of a virtual Shareholders' Meeting, the members of the Supervisory Board, with the exception of the Chairperson of the meeting and its deputy, if such deputy has been appointed or elected in accordance with Art. 15(1) of the Articles of Incorporation, shall be permitted to participate in the virtual Shareholders' Meeting by means of video and audio transmission even if the circumstances described in Art. 11a(2) have not occurred.</p>