



Re Agenda Items 10, 11, 13 and 14: Amendment of Art. 3(3) (§ 3(3)) (Share Capital), Art 10(3,5) (§ 10(3,5)) (Remuneration of the Supervisory Board, Liability Insurance) and Art. 11 (§ 11) (Convening of Shareholders' Meetings) 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>(3) The share capital is conditionally increased by an amount not to exceed €500,000,000.00 (Conditional Capital 2020). The conditional capital increase shall be implemented only insofar as the holders/creditors of convertible bonds/ bonds with warrants (“bonds”) issued by July 7, 2025 on the basis of the authorization resolution taken by the Annual Meeting of Shareholders on July 8, 2020 by the Company or any of its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) make use of conversion/warrant rights or fulfill conversion/warrant obligations, or to the extent shares are tendered and provided that no other forms of fulfillment of delivery are used. The new shares participate in the profits of the Company as from the beginning of the financial year in which they are created through the exercise of conversion/ warrant rights or</p>	<p>II. Share Capital and Shares Art 3 (§ 3) Share Capital</p> <p>(3) The share capital is conditionally increased by an amount not to exceed €500,000,000.00 (Conditional Capital 2020 2025). The conditional capital increase shall be implemented only insofar as the holders/creditors of convertible bonds/ bonds with warrants (“bonds”) issued by July 7, 2025 July 8, 2020 May 7, 2025 May 6, 2030 on the basis of the authorization resolution taken by the Annual General Meeting of Shareholders on July 8, 2020 May 7, 2025 by the Company or any of its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) make use of conversion/warrant rights or fulfill conversion/warrant obligations, or to the extent shares are tendered and provided that no other forms of fulfillment of delivery are used. The new shares participate in the profits of the Company as from the beginning of the financial year in which they are created through the</p>	<p>II. Share Capital and Shares Art 3 (§ 3) Share Capital</p> <p>(3) The share capital is conditionally increased by an amount not to exceed €500,000,000.00 (Conditional Capital 2025). The conditional capital increase shall be implemented only insofar as the holders/creditors of convertible bonds/ bonds with warrants (“bonds”) issued by May 6, 2030 on the basis of the authorization resolution taken by the Annual General Meeting of Shareholders on May 7, 2025 by the Company or any of its affiliates within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz) make use of conversion/warrant rights or fulfill conversion/warrant obligations, or to the extent shares are tendered and provided that no other forms of fulfillment of delivery are used. The new shares participate in the profits of the Company as from the beginning of the financial year in which they are created through the exercise of conversion/ warrant rights or</p>

*Convenience Translation

through the fulfillment of conversion/warrant obligations. To the extent legally admissible, the Board of Management, with the approval of the Supervisory Board, may determine the dividend for new shares in derogation from Section 60, Subsection 2 of the German Stock Corporation Act (Aktiengesetz), also for a financial year already past. The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of conditional capital increases.

IV. The Supervisory Board

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

(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. 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

exercise of conversion/ warrant rights or through the fulfillment of conversion/warrant obligations. To the extent legally admissible, the Board of Management, with the approval of the Supervisory Board, may determine the dividend for new shares in derogation from Section 60, Subsection 2 of the German Stock Corporation Act (Aktiengesetz), also for a financial year already past. The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of conditional capital increases.

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IV. The Supervisory Board

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

(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. Insofar as a member of the Supervisory Board performs several functions with higher remuneration pursuant to Subsection 2 or Subsection 3 sentence 1, the

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.

(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 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.

V. Shareholders' Meetings

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

(1) Shareholders' Meetings shall be convened

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.

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V. Shareholders' Meetings

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

(1) Shareholders' Meetings shall be convened

<p>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.</p> <p>(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.</p>	<p>by the Board of Management or the Supervisory Board. They shall be held at the registered office of the Company, a location in Germany within a 100-kilometre radius of 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.</p> <p>(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 (Authorization 2025) 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.</p>	<p>by the Board of Management or the Supervisory Board. They shall be held at the registered office of the Company, a location in Germany within a 100-kilometre radius of 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.</p> <p>(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 (Authorization 2025) 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.</p>
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