

**Re Agenda Items 7b, 8 and 9a, b, c: Amendments of Articles 9 (§ 9 subsections 2, 3 and 5) (Resolutions of the Supervisory Board), 10 (§ 10) (Remuneration of the Supervisory Board, Liability Insurance), Part VII. (Announcements) and 21 (§ 21) of the Articles of Incorporation and addition of Article 21a (§ 21a) (Place of Jurisdiction) of the Articles of Incorporation**

Current version	Proposed amendment (mark-up)	Proposed amendment (clean)
<p><b>IV. The Supervisory Board</b>  <b>Article 9 (§ 9 subsections 2, 3 and 5)</b>  <b>Resolutions of the Supervisory Board</b></p> <p>(2) In justified exceptional cases, members of the Supervisory Board may, with the consent of the Chairman, participate in a meeting of the Supervisory Board or its committees via a telephone or video conference.</p> <p>(3) Members of the Supervisory Board who do not attend a meeting nor participate in the manner described in paragraph 2 may participate in a resolution of the Supervisory Board or its committees by submitting their vote in writing (also by fax) to the person chairing the meeting prior to the vote. This also applies to the additional casting vote of the Chairman.</p> <p>(5) The Chairman, or in his absence the Deputy Chairman, may also arrange for voting on a resolution of the Supervisory Board to be</p>	<p><b>IV. The Supervisory Board</b>  <b>Article 9 (§ 9 subsections 2, 3 and 5)</b>  <b>Resolutions of the Supervisory Board</b></p> <p>(2) In justified exceptional cases, members of the Supervisory Board may, with the consent of the Chairman, participate in a meeting of the Supervisory Board or its committees via a telephone or video conference <b>or any other similar customary means of telecommunication.</b></p> <p>(3) Members of the Supervisory Board who do not attend a meeting nor participate in the manner described in paragraph 2 may participate in a resolution of the Supervisory Board or its committees by submitting their vote in writing <b>(also by fax), by fax, e-mail or any other similar customary means of telecommunication</b> to the person chairing the meeting prior to the vote. This also applies to the additional casting vote of the Chairman.</p> <p>(5) The Chairman, or in his absence the Deputy Chairman, may also arrange for voting on a resolution of the Supervisory Board to be</p>	<p><b>IV. The Supervisory Board</b>  <b>Article 9 (§ 9 subsections 2, 3 and 5)</b>  <b>Resolutions of the Supervisory Board</b></p> <p>(2) In justified exceptional cases, members of the Supervisory Board may, with the consent of the Chairman, participate in a meeting of the Supervisory Board or its committees via a telephone or video conference or any other similar customary means of telecommunication.</p> <p>(3) Members of the Supervisory Board who do not attend a meeting nor participate in the manner described in paragraph 2 may participate in a resolution of the Supervisory Board or its committees by submitting their vote in writing, by fax, e-mail or any other similar customary means of telecommunication to the person chairing the meeting prior to the vote. This also applies to the additional casting vote of the Chairman.</p> <p>(5) The Chairman, or in his absence the Deputy Chairman, may also arrange for voting on a resolution of the Supervisory Board to be</p>

<p>carried out in writing, by fax or e-mail – or by a combination of these communication media – if no member of the Supervisory Board objects to this procedure within an appropriate period of time, to be determined by the Chairman. The Chairman shall determine the details of the procedure. This regulation also applies to resolutions of committees.</p> <p><b>IV. The Supervisory Board</b>  <b>Article 10 (§ 10)</b>  <b>Remuneration of the Supervisory Board, Liability Insurance</b></p> <p>(1) The members of the Supervisory Board shall each be reimbursed for their expenses (including the costs of any value-added tax incurred by them in the performance of their office) and receive a fixed remuneration payable after the end of each financial year, that shall amount to €144,000.00 for each individual member.</p> <p>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.</p>	<p>carried out in writing, by <b>telephone</b>, fax or e-mail, <b>by any other similar customary means of telecommunication</b>, or by a combination of these communication media, if no member of the Supervisory Board objects to this procedure within an appropriate period of time, to be determined by the Chairman. The Chairman shall determine the details of the procedure. This regulation also applies to resolutions of committees.</p> <p><b>IV. The Supervisory Board</b>  <b>Article 10 (§ 10)</b>  <b>Remuneration of the Supervisory Board, Liability Insurance</b></p> <p>(1) The members of the Supervisory Board shall <del>each be reimbursed for their expenses (including the costs of any value-added tax incurred by them in the performance of their office) and</del> receive a fixed <b>basic</b> remuneration <del>payable after the end of</del> for each <b>full</b> financial year, <del>that shall amount to</del> in the amount of €144,000.00 for each individual member.</p> <p>(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.</p>	<p>carried out in writing, by telephone, fax or e-mail, by any other similar customary means of telecommunication, or by a combination of these communication media, if no member of the Supervisory Board objects to this procedure within an appropriate period of time, to be determined by the Chairman. The Chairman shall determine the details of the procedure. This regulation also applies to resolutions of committees.</p> <p><b>IV. The Supervisory Board</b>  <b>Article 10 (§ 10)</b>  <b>Remuneration of the Supervisory Board, Liability Insurance</b></p> <p>(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.</p> <p>(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.</p>
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Members of the Audit Committee shall each receive an additional €72,000.00, the members of the Presidential Committee an additional €57,600.00 and the members of the other Supervisory Board committees an additional €28,800.00; in derogation of the above, the Chairman of the Audit Committee shall receive an additional €144,000.00.

Functions on committees shall only be taken into account for a maximum of three committees; whereat if a member of the

~~(3) Members of the Audit a committee of the Supervisory Board shall each receive an additional €72,000.00, the members of the Presidential Committee an additional €57,600.00 and the members of the other Supervisory Board committees an additional €28,800.00; in derogation of the above, the Chairman of the Audit Committee shall receive an additional €144,000.00. 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 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

(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 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 positions 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.

The members of the Supervisory Board and its committees shall receive a fee of €1,100.00 for each meeting of the Supervisory Board and its committees that they attend as members. The meeting fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.

If any members of the Supervisory Board step down 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 steps down from a function for which there is additional

Supervisory Board has functions in more than three Supervisory Board committees, the three highest-paid ~~positions~~ ~~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.

(4) The members of the Supervisory Board and its committees shall receive ~~a~~ ~~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 ~~meeting~~ ~~attendance~~ fee shall only be paid once for multiple meetings of the Supervisory Board and/or its committees on one calendar day.

(5) ~~The remuneration and the attendance fee shall be payable within two months after the end of each financial year.~~

(6) If any members of the Supervisory Board ~~step-down-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 ~~steps-down~~ ~~resigns~~ from a function for

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.

(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.

(5) The remuneration and the attendance fee shall be payable within two months after the end of each financial year.

(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>remuneration, the previous sentence applies in respect of the remuneration for the relevant function. A 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.</p> <p>(2) 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.</p> <p><b>VII. Announcements</b></p> <p><b>VII. Announcements Article 21 (§ 21)</b></p> <p><b>VII. Announcements New</b></p>	<p>which there is additional remuneration, the previous sentence applies in respect of the remuneration for the relevant function. <b>A</b> 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.</p> <p><b>(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.</b></p> <p><del>(2)</del>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.</p> <p><b>VII. Announcements, Place of Jurisdiction</b></p> <p><b>VII. Announcements Article 21 (§ 21) Announcements</b></p> <p><b>VII. Announcements Article 21a (§ 21a) Place of Jurisdiction</b></p> <p><b>(1) The exclusive place of jurisdiction for all disputes with the Company or its bodies arising</b></p>	<p>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.</p> <p>(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.</p> <p><b>VII. Announcements, Place of Jurisdiction</b></p> <p><b>VII. Announcements Article 21 (§ 21) Announcements</b></p> <p><b>VII. Announcements Article 21a (§ 21a) Place of Jurisdiction</b></p> <p><b>(1) The exclusive place of jurisdiction for all disputes with the Company or its bodies arising</b></p>
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from the company relationship shall be at the registered office of the Company, insofar as this does not conflict with mandatory statutory provisions. Foreign courts shall not have jurisdiction over such disputes.

(2) Paragraph 1 shall also apply to disputes between shareholders and the Company seeking compensation for damage caused on the basis of false, misleading or omitted public capital market information.

from the company relationship shall be at the registered office of the Company, insofar as this does not conflict with mandatory statutory provisions. Foreign courts shall not have jurisdiction over such disputes.

(2) Paragraph 1 shall also apply to disputes between shareholders and the Company seeking compensation for damage caused on the basis of false, misleading or omitted public capital market information.