

# EXPLANATION OF AGENDA ITEMS WITHOUT RESOLUTIONS

In accordance with legal requirements, no resolution shall be adopted with regard to agenda item 1 as the Supervisory Board has approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Board of Management. The Annual Financial Statements are thereby approved.

## STANDARDS APPLIED

### ***/ SECTION 172 OF THE GERMAN STOCK CORPORATION ACT (AktG)***

“The Annual Financial Statements shall be deemed to be approved upon approval thereof by the Supervisory Board, unless the Board of Management and Supervisory Board resolve that the Annual Financial Statements are to be approved by the Annual General Meeting. Such resolutions by the Board of Management and the Supervisory Board shall be included in the report of the Supervisory Board to the Annual General Meeting.”

### ***/ SECTION 175 (1) OF THE GERMAN STOCK CORPORATION ACT***

“Upon receipt of the report of the Supervisory Board, the Board of Management shall promptly convene an Annual General Meeting to receive the approved Annual Financial Statements and the Management Report, individual financial statements approved by the Supervisory Board pursuant to Section 325 (2a) of the German Commercial Code (HGB), as well as to resolve the appropriation of distributable net profits, and in the case of a parent company (Section 290 [1 and 2] of the German Commercial Code), also to receive the Consolidated Financial Statements and Group Management Report, which have been approved by the Supervisory Board. The Annual General Meeting shall be held within the first eight months of the fiscal year.”

### ***/ SECTION 175 (2) OF THE GERMAN STOCK CORPORATION ACT***

“The Annual Financial Statements, the individual financial statements approved by the Supervisory Board pursuant to Section 325 (2a) of the German Commercial Code, the Man-

agement Report, the report of the Supervisory Board, and the Board of Management’s proposal for the use of the profit for the year and for listed joint stock companies an explanatory report on the information pursuant to Section 289 (4) Nos. 1 to 5 and (5) as well as Section 315 (4) of the German Commercial Code shall be displayed for inspection by the shareholders in the offices of the company from the date of notice of the meeting.

Upon request, a copy of the originals shall be promptly issued to each shareholder. For a parent company (Section 290 [1 and 2] of the German Commercial Code), Sentences 1 and 2 also apply to the Consolidated Financial Statements, the Group Management Report, and the report of the Supervisory Board regarding these reports. The obligations pursuant to Sentences 1 to 3 do not apply if the documents referred to therein are available on the company’s website during this same period.”

### ***/ SECTION 176 (1) OF THE GERMAN STOCK CORPORATION ACT***

“The Board of Management shall make available to the Annual General Meeting the documents specified in Section 175 (2) and, in the case of listed companies, an explanatory report on the statements pursuant to Section 289 (4), Section 315 (4) of the German Commercial Code. At the beginning of the meeting, the Board of Management shall comment on the documents that it has presented and the Chairman of the Supervisory Board shall comment on the report of the Supervisory Board. In this context, the Board of Management shall also comment on any annual net loss or any loss that has had a significant adverse effect on the annual result. Sentence 3 shall not apply to credit institutions.”