



**ANNUAL GENERAL MEETING  
of  
RAIFFEISEN BANK INTERNATIONAL AG  
on 4 April 2024**

**PROPOSED RESOLUTION OF THE BOARD OF MANAGEMENT AND  
THE SUPERVISORY BOARD PURSUANT TO SEC. 108 OF THE STOCK  
CORPORATION ACT (*Aktiengesetz*)**

**Item 1 on the agenda**

No resolution is required on this item on the agenda.



## **Item 2 on the agenda**

The Board of Management and the Supervisory Board propose that the General Meeting adopt the following resolution:

### **RESOLUTION**

"The appropriation of the unappropriated profit of EUR 831,458,525.64, as reported in the annual financial statements of the company as of 31 December 2023, shall be made as follows, in accordance with the current proposal of the Board of Management:

1. A dividend in the amount of EUR 1,25 per ordinary share shall be distributed on the ordinary shares entitled to dividend, corresponding to a maximum distribution amount of EUR 411,174,526.25. The company is not entitled to any dividends from own shares.
2. The unappropriated profit remaining after payment of the dividend shall be carried forward to new account.
3. The payout of the dividend will be paid on 11 April 2024 via the respective custodian bank of the shareholders entitled to dividend."

### **RATIONALE**

The Board has reviewed the development of capital ratios, regulatory requirements, and ongoing strategic considerations and has positively assessed the possibility of a dividend payment.

In light of the business performance and earnings situation of the RBI Group in recent months, the Board has decided to propose to the General Meeting the distribution of a dividend of EUR 1.25 per eligible common share for approval.



### **Item 3 on the agenda**

The Board of Management and the Supervisory Board propose that the General Meeting adopt the following resolution:

#### **RESOLUTION**

"The report on the remuneration of the Board of Management and of the Supervisory Board for the financial year 2023 (Remuneration Report 2023), as attached ./1, is approved with a recommendatory character in accordance with sec. 78d (1) of the Stock Corporation Act (AktG) in conjunction with sec. 98a of the AktG."

#### **RATIONALE**

In a listed company, the Board of Management and the Supervisory Board are required to prepare a clear and understandable remuneration report, which must provide a comprehensive overview of the remuneration granted or owed to current and former members of the Board of Management and Supervisory Board in the course of the last financial year within the framework of the remuneration policy, including all benefits in any form.

The remuneration report shall be made publicly available free of charge on the company's website for a period of ten years following the General Meeting.



#### **Item 4 on the agenda**

The Supervisory Board proposes that the General Meeting adopt the following resolution:

#### **RESOLUTION**

“The principles for the remuneration of the Board of Management and Supervisory Board members (Remuneration Policy), as attached ./.2, are approved with a recommendatory character in accordance with sec. 78b (1) of the Stock Corporation Act (AktG).”

#### **RATIONALE**

The remuneration policy is to be presented to the General Meeting of a listed company every fourth financial year, with the voting having a recommendatory character and the resolution passed being non-appealable. The remuneration policy is to be presented for voting to the Annual General Meeting on 4 April 2024, replacing the remuneration policy approved by the company's Annual General Meeting on 20 October 2020.

The remuneration policy shall be made publicly available free of charge on the company's website for a period of ten years following the General Meeting.



**Item 5 on the agenda**

The Board of Management and the Supervisory Board propose that the General Meeting adopts the following resolution:

**RESOLUTION**

"The members of the Board of Management of Raiffeisen Bank International AG who served during the financial year 2023 are released from liability for this period."



**Item 6 on the agenda**

The Board of Management and the Supervisory Board propose that the General Meeting adopt the following resolution:

**RESOLUTION**

"The members of the Supervisory Board of Raiffeisen Bank International AG who served during the financial year 2023 are released from liability for this period."



## **Item 7 on the agenda**

The Supervisory Board propose that the General Meeting adopt the following resolution:

### **RESOLUTION**

"Mr. Martin Schaller is elected to the Supervisory Board of Raiffeisen Bank International AG until the end of the General Meeting resolving on the release from liability for the 2028 financial year."

### **RATIONALE**

Pursuant to sec. 9 para. 1 of the Articles of Association, the Supervisory Board shall be composed of not less than three and not more than 15 members elected by the General Meeting.

With the General Meeting on 4 April 2024, the term of office of Mr. Martin Schaller comes to an end. The Supervisory Board proposes to extend the mandate of Mr. Martin Schaller until the end of the General Meeting that decides on the release from liability for the 2028 financial year.

Raiffeisen Bank International AG is subject to sec. 86 para. 7 of the Stock Corporation Act and must comply with the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act, according to which the Supervisory Board must consist of at least 30 percent women and at least 30 percent men. Currently, out of the twelve capital representatives, nine are men and three are women, while out of the six employee representatives, four are men and two are women. The Supervisory Board therefore currently consists of thirteen men and five women, fulfilling the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act.

No objection pursuant to sec. 86 para. 9 of the Stock Corporation Act has been raised either by the majority of the shareholder representatives or by the majority of the employee representatives, resulting in joint fulfilment of the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act rather than separate fulfilment.

With the following proposal for the re-election of Mr. Martin Schaller, the minimum quota requirement pursuant to sec. 86 para. 7 of the Stock Corporation Act continues to be met.

The assessment of the candidate's professional suitability and personal integrity, in accordance with the "EBA Guidelines on the assessment of the suitability of members of the management body and key function holders" and the "FMA Circular on the suitability assessment of executives, members of the Supervisory Board, and key function holders (Fit & Proper Circular)," as well as the company's internal "Fit & Proper Policy" and "Succession Management Policy," has been conducted, resulting in a positive individual and collective assessment of Mr. Martin Schaller.



Due to his extensive experience as a bank manager in the banking sector, Mr. Martin Schaller possesses profound expertise and practical knowledge that enable him to critically question and effectively oversee the decisions of the Board of Management. His extensive and detailed knowledge of Raiffeisen Bank International AG and its subsidiaries, acquired through his longstanding membership on the Supervisory Board, is particularly noteworthy. In his role as Deputy Chairman of the Supervisory Board, he made a significant contribution to the successful work of the Supervisory Board. He also contributes his broad knowledge of banking and finance to the work of the Supervisory Board committees. Furthermore, his role in the Supervisory Board of Raiffeisen Bank International AG is characterized by a high level of dedication. Currently, Mr. Martin Schaller is a member of 6 out of 7 committees of the Supervisory Board and - with the exception of one - attended all meetings of the Supervisory Board and its committees in the past financial year.

Mr. Martin Schaller has submitted a statement pursuant with sec. 87 para. 2 of the Stock Corporation Act, which is accessible on the company's website at <https://www.rbinternational.com/en/investors/events-presentations/annual-general-meetings/2024.html>.

When electing members of the Supervisory Board, the General Meeting shall take account of the criteria laid down in sec. 87 para. 2a of the Stock Corporation Act, in particular the professional and personal qualifications of the members, the balanced professional composition of the Supervisory Board, aspects of diversity with respect to the representation of both genders, the age structure and the international backgrounds of the members as well as professional reliability.

Concerning this item on the agenda, only nominations made by shareholders owning, in aggregate, at least 1% of the share capital of the company can be taken into account. These nominations, together with the statements pursuant to sec. 87 para. 2 of the Stock Corporation Act for the respective nominee, must be received by the company in text form by 25 March 2024 at the latest and made available on the company's website on 27 March 2024, otherwise the person concerned may not be included in the vote. It is important to note that pursuant to sec. 86 para. 7 of the Stock Corporation Act, the Supervisory Board of the company must include no less than five women and no less than five men if it comprises eighteen members (shareholder representatives and employee representatives). Regarding the details and requirements for the consideration of election proposals, reference is made to the notice of convocation, which is available on the company's website.





### **Item 8 on the agenda**

The Board of Management and the Supervisory Board propose that the General Meeting adopt the following resolution:

#### **RESOLUTION**

"The elected members of the Supervisory Board will be granted an annual remuneration, starting from 1 January 2024, which is composed as follows, unless the General Meeting decides otherwise in the future:

- For the Chairman of the Supervisory Board, EUR 160,000 will be granted.
- For the Deputy chairpersons of the Supervisory Board, EUR 110,000 each will be granted.
- For each additional elected member of the Supervisory Board, EUR 70,000 will be granted.
- For the Chairpersons of the Audit Committee and the Risk Committee, an additional EUR 20,000 each will be granted.
- For the Chairmanship of the Digitalization Committee, an additional EUR 10,000 will be granted.

According to the duration of each Supervisory Board mandate, the annual remuneration for the respective financial year will be allocated proportionally or in full.

In addition, each elected member of the Supervisory Board will be granted a meeting fee of EUR 1,200 for attending a meeting.

This resolution replaces the remuneration approved for the elected members of the Supervisory Board in the General Meeting held on 22 April 2021."

#### **RATIONALE**

The Board of Management and the Supervisory Board propose (i) to increase the remuneration of the chairman of the Supervisory Board from the current EUR 120,000 by EUR 40,000 to EUR 160,000, (ii) to increase the remuneration for the deputy chairpersons of the Supervisory Board from the current EUR 95,000 by EUR 15,000 to EUR 110,000, (iii) to increase the remuneration for each additional elected member of the Supervisory Board from the current EUR 60,000 by EUR 10,000 to EUR 70,000, (iv) to increase the additional remuneration for the chairpersons of the Audit and Risk Committees from the current EUR 17,500 by EUR 2,500 to EUR 20,000, (v) to grant an additional remuneration of EUR 10,000 for the chairperson of the Digitalization Committee, and (vi) to increase the attendance fee of the elected members of the Supervisory Board for attending a meeting from the current EUR 1,000 by EUR 200 to EUR 1,200.



This proposed resolution aims to provide a correspondingly appropriate remuneration that corresponds to the increased workload, complexity, size, and structure of the company, and is in line with its situation. A comparison with other national and international companies or financial institutions demonstrates that the proposed adjustments are reasonable and market-conforming.

The adjustment of the remuneration for the chairman of the Supervisory Board and the deputy chairpersons reflects the important role of the "Präsidium" members in preparing Supervisory Board meetings and takes into account their intensive involvement with ongoing issues of the company between meeting days. Additionally, this adjustment particularly considers the significantly higher time commitment of the chairman of the Supervisory Board for organizing Supervisory Board activities, preparing Supervisory Board meetings, and numerous appointments with members of the Board of Management and other executives of the company.

The chairpersons of the Audit Committee and the Risk Committee continue to play a crucial role in fulfilling the tasks of their respective committees. At the same time, it should be noted that both committees address committee-specific specialized topics in each meeting, and the qualitative requirements for committee work are continuously increasing.

The topic of digitalization and the tasks of the Digitalization Committee have gained increasing importance in recent years. Due to the complexity of the subject, the requirements for expertise, and the increased preparation effort for the chairpersons of the digitalization committee, the introduction of additional remuneration is justified.

Ultimately, the increase in the remuneration of each elected member of the Supervisory Board and the raise in the attendance fee for attending a meeting aim to ensure that the remuneration remains contemporary and market-conforming, reflecting the high workload of each individual member of the Supervisory Board appropriately.



### **Item 9 on the agenda**

The Supervisory Board proposes that the General Meeting adopt the following resolution:

#### **RESOLUTION**

"The Deloitte Audit Wirtschaftsprüfungs GmbH, based in Vienna, will be appointed as the auditor for the legally required (consolidated) sustainability reporting for the financial year 2024, to the extent determined by legal regulations.

#### **RATIONALE**

The Corporate Sustainability Reporting Directive (Directive (EU) 2022/2464), abbreviated as "CSRD," adopted in December 2022, obligates large and publicly listed companies or groups to include a sustainability report (sustainability reporting) in their (consolidated) management report. Additionally, the CSRD introduces for the first time a mandatory external audit with limited assurance for those companies that are required to provide sustainability reporting in the financial year 2024.

Since the implementation of the CSRD in Austria is currently delayed, the general recommendation is to make a "precautionary resolution" to appoint the auditor for the case of a later legal requirement.



### **Item 10 on the agenda**

The Supervisory Board proposes that the General Meeting adopt the following resolution:

#### **RESOLUTION**

"The Deloitte Audit Wirtschaftsprüfungs GmbH, based in Vienna, is appointed as the auditor and simultaneously as the bank auditor according to §§ 60 ff of the Banking Act for the annual and consolidated financial statements of the company. Additionally, to the extent determined by legal regulations for the financial year 2025, Deloitte Audit Wirtschaftsprüfungs GmbH is appointed as the auditor for the legally required (consolidated) sustainability reporting."

#### **RATIONALE**

Please refer to agenda item 9 regarding this matter. As the implementation of the CSRD in Austria is currently delayed, the general recommendation is to make a "precautionary resolution" to appoint the auditor for the (consolidated) sustainability reporting in case of a later legal requirement.



**Item 11 on the agenda**

The Board of Management and the Supervisory Board propose that the General Meeting adopt the following resolution:

**RESOLUTION**

- a) The authorization granted to the Board of Management in the Annual General Meeting of the company on 13 June 2019, according to sec. 169 of the Stock Corporation Act (AktG), to increase the share capital - possibly in several tranches - by up to EUR 501,632,920.50 by issuing up to 164,469,810 new registered voting common shares against cash and/or non-cash contributions, with partial exclusion of the statutory subscription rights of the shareholders, including the indirect subscription rights through a credit institution according to sec. 153 (6) AktG, and to determine the issue price and the terms of issuance in agreement with the Supervisory Board, is hereby revoked.
- b) At the same time, pursuant to sec. 169 of the German Stock Corporation Act (AktG), the Board is authorized, within five years after the registration of the amendment to the articles of association resolved at the Annual General Meeting on 4 April 2024, in the company register, with the approval of the Supervisory Board, to increase the share capital - possibly in several tranches - by up to EUR 501,632,920.50 by issuing up to 164,469,810 new voting ordinary shares in the name of the holder against cash and/or contribution in kind (also by way of indirect subscription rights through a credit institution pursuant to sec. 153 para. 6 AktG) and to determine the issue price and the issue conditions in agreement with the Supervisory Board. The selection of the credit institution possibly entrusted with the handling of an indirect subscription right is also at the discretion of the Board in agreement with the Supervisory Board, whereby the selection of a company affiliated with the company is also permissible; however, in this case, the credit institution must be obliged to offer the new shares resulting from the capital increase to the shareholders entitled to subscribe. The board is also authorized, with the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders, (i) if the capital increase is made against contribution in kind, or (ii) if the capital increase is made against cash contribution and the shares issued excluding the subscription right do not exceed 10% (ten percent) of the company's share capital (subscription right exclusion). The Supervisory Board or a Committee authorized by the Supervisory Board is authorized to decide on changes to the articles of association resulting from the utilization of the authorized capital. The (i) utilization of the authorized capital excluding the statutory subscription right in the event of a capital increase against cash contribution and the (ii) implementation of the conditional capital approved at the General Meeting on 20 October 2020 for granting conversion and subscription rights to creditors of convertible bonds may not exceed 10% (ten percent) of the company's share capital in total. The utilization of the authorized capital in the form of a capital increase against contribution in kind is not covered by this restriction."
- c) This authorization replaces the previously existing authorized capital in sec. 4 para. (5) of the articles of association. Therefore, the articles of association of the company are amended in sec. 4 para. (5) and now read as follows:



*“(5) In accordance with sec. 169 of the Stock Corporation Act (AktG), the Board of Management is authorized, with the approval of the Supervisory Board, to increase the share capital by up to EUR 501,632,920.50 within five years of the registration of the amendment to the articles of association, as resolved at the Annual General Meeting on 4 April 2024. The increase may be carried out in multiple tranches through the issuance of up to 164,469,810 new registered voting common shares, either for cash or non-cash contributions. The Board of Management, in agreement with the Supervisory Board, is authorized to determine the issue price and the terms of issuance. Furthermore, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders if (i) the capital increase is made against non-cash contributions or (ii) the capital increase is made against cash contributions and the shares issued without subscription rights do not exceed 10% of the company's share capital (exclusion of subscription rights). The Supervisory Board or a committee authorized by the Supervisory Board is authorized to adopt amendments to the articles of association resulting from the utilization of the authorized capital. The utilization of (i) the authorized capital under the exclusion of the statutory subscription right for a capital increase against cash contributions and (ii) the implementation of the conditional capital resolved at the Annual General Meeting on 20 October 2020, for the granting of conversion and subscription rights to creditors of convertible bonds must not exceed 10% of the company's share capital in total. The utilization of the authorized capital in the form of a capital increase against non-cash contributions is not subject to this limitation.”*

#### **RATIONALE**

The Annual General Meeting of 19 June 2019, authorized the Board, within five years from the registration of the corresponding amendment to the articles of association in the company register, with the approval of the Supervisory Board, to increase the share capital - possibly in several tranches - by up to EUR 501,632,920.50 by issuing up to 164,469,810 new, voting ordinary shares in the name of the holder against cash and/or contribution in kind, partially excluding the subscription right legally entitled to shareholders (up to 10% of the company's share capital in the case of a cash capital increase) (authorized capital) and to determine the issue price and the issue conditions in agreement with the Supervisory Board. The Board has not made use of this authorization.

In the proposed new authorization, the Board of the company should again be given the opportunity to respond quickly and flexibly to future changes in the economic situation.

A possible partial exclusion of the subscription right in the case of a cash capital increase is intended to provide the company with maximum flexibility with regard to future capital requirements that may arise due to regulatory requirements or changes in the economic situation. By excluding the shareholders' subscription right, for example, the company is enabled to directly and promptly approach strategic investors in case of a financing need, in order to raise any necessary funds.



Furthermore, the Board should be authorized to completely or partially exclude the shareholders' subscription right in the case of a capital increase against contribution in kind. This possibility to exclude the subscription right is intended to enable the Board, with the approval of the Supervisory Board, to use the authorized capital as consideration for a contribution in kind, when acquiring companies, operations, partial operations, or shares in one or more companies domestically or abroad, or other assets.

The Board considers such an exclusion of subscription rights to be appropriate and necessary, because without the exclusion of subscription rights, the company might not be able to obtain financial resources comparably quickly and flexibly in order to meet future capital requirements or planned company objectives as needed, or to use the authorized capital as consideration for a contribution in kind, for the benefit of the company and consequently all shareholders. Furthermore, better conditions can often be achieved in issues with an exclusion of subscription rights, as the risk of price changes can be reduced by the immediate placement possible in this way, and lower discounts on the issue price are incurred.

The Board has written a detailed written report on the requested authorization to exclude subscription rights pursuant to §§ 153 para. 4 of the German Stock Corporation Act (AktG) in conjunction with §§ 169 and 170 para. 2 AktG, which is attached to this resolution proposal and is accessible on the company's website at [www.rbinternational.com](http://www.rbinternational.com) (Investors/Events/Annual General Meeting 2024).

The attached articles of association, making the proposed changes visible, is for information purposes.



## Item 12 on the agenda

The Board of Management and the Supervisory Board propose that the General Meeting adopt the following resolution:

### RESOLUTION

"1. The Board is authorized under the provisions of sec. 65 para. 1 no. 8 as well as para. 1a and para. 1b of the German Stock Corporation Act (AktG) to acquire and, without the need for the General Meeting to be consulted again, if necessary, to retire own shares, whereby with the approval of the Supervisory Board, the acquisition can also be made off-exchange, excluding the proportional tender rights of the shareholders. The proportion of own shares to be acquired and already acquired must not exceed 10% of the respective share capital of the company. The duration of the authorization to acquire own shares is limited to 30 months from the date of the resolution in the General Meeting, thus until 4 October 2026.

The lowest consideration to be paid for the repurchase is EUR 3.05 per share, the highest consideration to be paid for the repurchase must not exceed 10% above the average, unweighted closing price on the stock exchange of the 10 trading days preceding the exercise of this authorization.

This authorization can be exercised in whole or in part, or also in several partial amounts and in pursuit of one or more purposes - with the exception of securities trading - by the company, by a subsidiary (sec. 189a no. 7 of the Austrian Commercial Code (UGB)) or on their behalf by third parties.

2. The Board is authorized, in accordance with sec. 65 para 1b of the German Stock Corporation Act (AktG), with the approval of the Supervisory Board, to decide on a method of disposal for the company's own shares other than via the stock exchange or through a public offer, partially or completely excluding the subscription rights of the shareholders, and to determine the conditions of disposal. The shareholders' subscription rights may only be excluded when the company's own shares are used as consideration for a contribution in kind, in the acquisition of companies, operations, partial operations or shares in one or more companies domestically or abroad. Furthermore, in the event that convertible bonds are issued in the future based on the resolution of the General Meeting of 20 October 2020, under item 10 of the agenda, the shareholders' subscription rights may also be excluded in order to issue (own) shares to such creditors of convertible bonds who have exercised their conversion or subscription rights to shares in the company granted under the terms of the convertible bonds, as well as in the case of a mandatory conversion stipulated in the terms of issue of convertible bonds, to fulfill this mandatory conversion. This authorization can be exercised in whole or in part, or also in several partial amounts and in pursuit of one or more purposes by the company, by a subsidiary (sec. 189a no. 7 of the Austrian Commercial Code (UGB)) or on their behalf by third parties and is valid for a period of five years from the date of this resolution, thus until 4 April 2029.





3. Both this resolution and any share buyback program or potential resale program based on it, as well as their duration, are to be published. This authorization replaces the authorization approved in the General Meeting on 31 March 2022, pursuant to sec. 65 para. 1 no. 8 of the German Stock Corporation Act (AktG) and sec. 65 para. 1b AktG for the acquisition and use of own shares and also applies to the use of the company's existing holdings of its own shares.

### **RATIONALE**

A company whose shares are listed on the stock exchange may, pursuant to sec. 65 para. 1 no. 8 of the German Stock Corporation Act (AktG), acquire up to 10% of the share capital without a specific purpose based on an authorization by the General Meeting. However, the purpose of securities trading is excluded.

In the Annual General Meeting of the company on 20 October 2020, the board was authorized to acquire or, if necessary, retire its own shares pursuant to sec. 65 para. 1 no. 8 AktG. The duration of the authorization to acquire own shares is limited to 30 months from the resolution in the General Meeting.

The board has so far not made use of this authorization to acquire its own shares.

As of the date of the convocation of the Annual General Meeting (1 March 2024), the company and its affiliated companies hold 602.528 own shares, which corresponds to approximately 0.183 % of the company's share capital.

The legally defined maximum limit according to sec. 65 para. 1 no. 8 of the German Stock Corporation Act (AktG) of repurchased and still owned own shares of 10% of the company's share capital according to sec. 65 para. 2 AktG is thus not exhausted.

To provide the Board with the greatest possible flexibility, a new authorization is to be resolved. Therefore, the Board and the Supervisory Board consider it sensible and useful to propose to the General Meeting the authorization to acquire own shares according to sec. 65 para. 1 no. 8 of the German Stock Corporation Act (AktG) - also excluding the proportional tender rights. Furthermore, as already decided in the Annual General Meeting on 31 March 2022, an authorization should be granted to the Board to dispose of the repurchased shares not via the stock exchange or another public procedure, and thus excluding the shareholders' subscription rights. This should potentially enable the Board to use the acquired shares as consideration for a contribution in kind, in the acquisition of companies or company shares, or to issue shares to the holders of future issued convertible bonds.

Reference is made to the Board's report on the possible exclusion of subscription rights in connection with this authorization.



### **Item 13 on the agenda**

The Board of Management and the Supervisory Board propose that the General Meeting adopt the following resolution:

#### **RESOLUTION**

"The Board is authorized, in accordance with the provisions of sec. 65 para. 1 no. 7 of the German Stock Corporation Act (AktG), for the purpose of securities trading, which may also be carried out off-exchange, to acquire own shares for a period of 30 months from the date of this resolution, thus until 4 October 2026, whereby the trading stock of shares acquired for this purpose may not exceed 5% of the respective share capital of the company at the end of each day. The consideration for the shares to be acquired must not fall below half of the closing price on the Vienna Stock Exchange on the last trading day before the acquisition and must not exceed twice the closing price on the Vienna Stock Exchange on the last trading day before the acquisition.

This authorization can be exercised in whole or in part, or also in several partial amounts by the company, by a subsidiary (sec. 189a no. 7 of the Austrian Commercial Code (UGB)) or on their behalf by third parties.

This authorization replaces the authorization to acquire own shares for the purpose of securities trading, which was resolved in the General Meeting on 31 March 2022."

#### **RATIONALE**

A credit institution may, pursuant to sec. 65 para. 1 no. 7 of the German Stock Corporation Act (AktG), acquire its own shares for the purpose of securities trading based on an approval by the General Meeting, whereby the trading stock may not exceed 5% of the share capital at the end of each day. To provide the Board with the greatest possible flexibility and in particular to enable the company and its affiliated companies to act as a market maker with regard to its own shares, the Board of the company should continue to have the opportunity to acquire shares of the company for the purpose of securities trading. Securities trading can also be carried out off-exchange, in particular in the form of OTC and derivative transactions. This possibility should also exist for subsidiaries of the company.

As of the date of the convocation (1 March 2024), the company and its affiliated companies hold 602.528 own shares, which corresponds to approximately 0.183 % of the company's share capital. The own shares acquired pursuant to sec. 65 para. 1 no. 7 of the German Stock Corporation Act (AktG) are to be added to the own shares acquired pursuant to sec. 65 para. 1 no. 1, no. 4 and no. 8 AktG and may not exceed 10% of the respective share capital of the company in total, whereby the trading stock of own shares acquired pursuant to sec. 65 para. 1 no. 7 AktG may not exceed 5% of the share capital at the end of each day.

Therefore, the Board and the Supervisory Board consider it sensible and useful to propose to the General Meeting the authorization to acquire own shares for the purpose of securities trading.