

Text as of 20 June 2012

Proposed resolutions
for Annual General Meeting on
26 June 2013**Section 4
CAPITAL AND SHARES; OTHER
FORMS OF OWN FUNDS****Section 4
CAPITAL AND SHARES; OTHER
FORMS OF OWN FUNDS**

[...]

(5) The Management Board is authorized pursuant to sec. 169 of the Stock Corporation Act to increase the share capital, if necessary in several tranches, by up to EUR 298,145,314.10 by issuing up to 97,752,562 new ordinary voting bearer shares in return for contributions in cash and/or in kind while safeguarding the statutory subscription right of the shareholders, also indirectly through a credit institution pursuant to sec. 153 para. 6 of the Stock Corporation Act, and to determine the issuing price as well as the issuing terms in agreement with the Supervisory Board, all this within five years after the entry of the relevant amendments to these articles of association into the company register. The Supervisory Board or a committee authorized thereto by the Supervisory Board is authorized to adopt amendments to these articles of association resulting from the utilization of the authorized capital.

[...]

(5) The Management Board is authorized pursuant to sec. 169 of the Stock Corporation Act, within five years from the registration of the relevant amendment of the Articles of Association in the company register, to increase the share capital with the approval of the Supervisory Board, if necessary in several tranches, by up to EUR 298,145,314.10 by issuing up to 97,752,562 new ordinary voting bearer shares in return for contributions in cash and/or in kind (also indirectly through a credit institution pursuant to sec. 153 para. 6 of the Stock Corporation Act), and to determine the issue price as well as the issuing terms in agreement with the Supervisory Board. Furthermore, the Management Board is authorized to exclude the statutory subscription right of the shareholders with the consent of the Supervisory Board (i) if the capital increase is in return for a contribution in kind or (ii) if the capital increase is in return for a contribution in cash and the shares issued while excluding the subscription right of the shareholders, taken together, do not exceed 10% (ten percent) of the share capital of the Company (exclusion of the subscription right). The Supervisory Board or a committee authorized thereto by the

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Supervisory Board is authorized to adopt amendments to these Articles of Association resulting from the utilization of the authorized capital.

- (6) Pursuant to sec. 159 para. 2 item 1 of the Stock Corporation Act, the share capital is increased on a conditional basis by an amount of up to EUR 47,173,587.50 through the issuance of up to 15,466,750 ordinary bearer shares (Conditional Capital). The conditional capital increase will only be implemented to the extent that the holders of convertible bonds issued pursuant to the resolution of the ordinary general meeting of shareholders dated 10 June 2008 actually exercise their right to convert such bonds into shares of the Company. The aggregate nominal amount of the shares to be issued and the conversion ratio shall be determined in an acknowledged valuation proceeding on the basis of recognized methods of finance mathematics and the price of the shares of the Company (basis of determination of the issue price). The aggregate issue price shall not be lower than the pro-rata amount of the share capital. The dividend rights pertaining to the new shares issued due to the conditional capital increase shall correspond to those of the shares then listed on the stock exchange. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to adopt amendments to these articles of association resulting
- (6) Pursuant to sec. 159 para. 2 item 1 of the Stock Corporation Act, the share capital has been increased on a conditional basis by an amount of up to EUR 119,258,123.20 through the issuance of up to 39,101,024 new ordinary bearer shares (conditional capital). The conditional increase of capital shall be implemented only to the extent that irrevocable conversion or subscription rights into/on shares are exercised that are granted by the Company to the holders of convertible bonds issued pursuant to the resolution adopted at the General Meeting of shareholders of 26 June 2013, and furthermore provided that the Management Board does not resolve to allocate own shares. The aggregate nominal amount of the shares to be issued and the conversion ratio shall be determined in an acknowledged valuation proceeding on the basis of recognized methods of finance mathematics and the price of the shares of the Company (basis of determination of the issue price); the aggregate issue price shall not be lower than the pro-rata amount of the share capital. The dividend rights pertaining to the new shares issued due to the conditional capital increase shall correspond to those of the shares then listed on the stock exchange. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of

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from the issue of shares in the course of the conditional capital increase.

the implementation of the conditional capital increase. The Supervisory Board is authorized to adopt amendments to these Articles of Association resulting from the issue of shares in the course of the conditional capital increase.