



Voluntary commitment by the Management Board regarding agenda item 9

Resolution on the creation of an authorization to issue convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments) with the possibility to exclude subscription rights, on the creation of 2024/ Conditional Capital and on the amendment of the Articles of Association to this effect

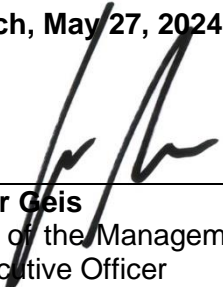
Under agenda item 9, a proposal will be made to the Annual General Meeting on June 11, 2024 to authorize the Management Board to issue convertible bonds, bonds with warrants and/or participating bonds (or combinations of these instruments) (collectively “**Bonds**”) up to the end of June 10, 2029 on one or more occasions in bearer or registered form and with or without a limited term for a total nominal value of up to EUR 350,000,000.00 with the consent of the Supervisory Board and to grant the holders or creditors of Bonds conversion and/or option rights to subscribe for up to 9,078,860 no-par value bearer shares in the Company equivalent to a total pro rata amount of the share capital of up to EUR 9,078,860.00 as set out in more detail in the terms and conditions of the Bonds and/or to establish obligations to convert the relevant Bond into such shares in the terms and conditions of the Bonds. The resolution proposal contains an authorization to exclude shareholders’ subscription rights.

In this regard, the Management Board makes the following voluntary commitment:

We commit ourselves to only issue Bonds with the exclusion of shareholders’ subscription rights on the basis of the authorization provided for under agenda item 9 of the Annual General Meeting on June 11, 2024 if the total of the new shares to be issued on the basis of such Bonds, together with shares which are issued or transferred by the Company during the term of this authorization under another authorization excluding subscription rights or which are to be issued on the basis of a Bond issued during the term of this authorization on the basis of the exercise of another authorization excluding subscription rights, does not exceed a total of 10% of the share capital, either at the time this authorization becomes effective or – if this value is lower – at the time this authorization is exercised.

This voluntary commitment is effective as of entry into force of the resolution proposed to the Annual General Meeting on June 11, 2024 under agenda item 9 and ends at the end of June 10, 2029 (expiry of the authorization to issue Bonds pursuant to agenda item 9).

Bessenbach, May 27, 2024



Alexander Geis
Chairman of the Management Board and
Chief Executive Officer



Frank Lorenz-Dietz
Member of the Management Board and
Chief Financial Officer