Report of the Management Board to the Annual General Meeting on agenda item 11 on the exclusion of subscription rights and options pursuant to Section 71 (1) No. 8 sentence 5 and Section 186 (4) sentence 2 AktG

Under agenda item 11, it is proposed to the Annual General Meeting that the Company be authorised pursuant to Section 71 (1) No. 8 AktG until June 9, 2026 to acquire treasury shares, including other shares in the Company which the Company has already acquired and holds or which are attributable to the Company, up to a maximum of 10 per cent of the Company's share capital as at the time the resolution is adopted or – if lower – at the time the authorisation is exercised. Under the terms of the proposal, the Company is authorised to sell or issue the treasury shares it acquires under this authorisation in portions excluding the subscription rights of shareholders.

The Company is to be provided with an authorisation capped at the maximum volume permitted by law for the acquisition of treasury shares set at 10 per cent of the Company's share capital. This is intended to enable the Company to acquire an appropriate volume of its own shares at short notice without requiring a further resolution by the Annual General Meeting.

Treasury shares may only be purchased on the stock exchange or by means of a purchase offer to all shareholders or by means of a public invitation to tender an offer. In this way, all shareholders have the opportunity to sell their shares to the Company if the Company does exercise its authorisation to purchase treasury shares. In the case of a public invitation to tender an offer, the addressees can decide how many shares and – given a set price range – at what price they would like to offer them to the Company. If a public purchase offer is over-subscribed or, in the case of an invitation to tender an offer, not all offers can be accepted when a number of offers have been received at equal terms, then the shares will be purchased/accepted in relationship to the respective number of shares offered. However, it should be possible to preferentially accept small offers or small portions of offers up to a maximum of 100 shares. This mechanism is intended to avoid fractional amounts arising when setting the number of shares to be purchased and any residual amounts and therefore facilitates the technical processing. This avoids small shareholders being de facto disadvantaged. In all other respects the allotment shall be carried out in proportion to the shares offered (tender ratio) instead of in proportion to the participation ratio, as this allows the repurchase procedure to be technically processed reasonably in economic terms.

In the case of a public offer to purchase or a public invitation to tender an offer to sell, the purchase price offered or the limits of the purchase price range offered per share (excluding incidental acquisition costs) may not be more than 10 per cent higher or 20 per cent lower than the average closing price of the Company's shares of the same class in Xetra trading (or a comparable successor system) on the last five trading days of the Frankfurt Stock Exchange prior to the date of publication of the offer or the public invitation to tender an offer. If there are significant deviations in the relevant price after publication of a purchase offer or a public invitation to tender an offer to sell, the offer or the invitation to tender an offer may be adjusted. In this case, the relevant price shall be determined on the basis of the closing price for shares of the Company of the same class in Xetra trading (or a comparable successor system) on the last trading day of the Frankfurt Stock Exchange prior to publication of any adjustment. The offer to purchase or the invitation to tender an offer to sell may set further terms and conditions.

The treasury shares purchased on the basis of this authorisation may be used for any legally permitted purpose, including the following:

The treasury shares purchased by the Company may, under the terms of the law, be resold to all shareholders via a stock exchange or a public offer made to all shareholders. Because of this possibility to sell shares, the right of shareholders to equal treatment is protected when the shares are reissued.

In addition, the proposed resolution allows the Management Board to sell the treasury shares purchased on the basis of the authorisation in some other way than via the exchange or by making a public offer to all shareholders, provided the treasury shares are sold for a price settled in cash that is not significantly below the stock exchange price of the shares of the Company of the same class on the date when the obligation to make the sale is made. With this authorisation, which is commensurate to an exclusion of subscription rights, the possibility of a simplified exclusion of subscription rights is used pursuant to Section 71 (1) No. 8 AktG and applying Section 186 (3) sentence 4 AktG by analogy. In the interests of the Company, this should in particular make it possible to offer shares in the Company to institutional investors and/or expand the shareholder base. This is intended to enable the

Company to react rapidly and flexibly to favourable conditions on the stock exchange. The interests of shareholders are given due consideration by the fact that the shares may only be sold at a price that is not significantly below the exchange price for shares of the Company of the same class on the date on which the obligation to make the sale was entered into. The sales price for treasury shares is finally established shortly before they are used. The Management Board will keep any discount on the exchange price based on the market conditions prevailing on the date of placement as low as possible. Under no circumstances may the discount on the exchange price on the date on which the authorisation is exercised exceed 5 per cent of the relevant exchange price. This authorisation is limited to a sum total of 10 per cent of the share capital of the Company, both on the effective date and on the date on which this authorisation is exercised.

New shares that are issued from authorised capital in accordance with Section 203 (2) and Section 186 (3) sentence 4 AktG during the term of this authorisation excluding the subscription rights of shareholders must be added to the limit of 10 per cent of share capital applied when selling treasury shares for a cash settlement not significantly below the relevant exchange price. Furthermore, this limit shall include those shares which have been or may still be issued to service convertible bonds and/or warrant bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments), provided that the underlying bonds were issued during the term of this authorisation, on the basis of an authorisation to issue convertible bonds and/or warrant bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) and excluding subscription rights, applying Section 186 (3) sentence 4 AktG accordingly. By offsetting, it is ensured that purchased treasury shares are sold without excluding subscription rights pursuant to Section 186 (3) sentence 4 AktG if this would lead to the subscription rights of shareholders being excluded, for no objective reason, a total of more than 10 per cent of share capital for the term of the authorisation applying Section 186 (3) sentence 4 AktG directly or by analogy. This extended limit lies in the interest of the shareholders who would like to maintain their participation ration as far as possible. Further, the shareholders retain the basic possibility of purchasing shares of the Company on the stock exchange in order to maintain their participation ratio. The authorisation lies in the interest of the Company as it offers it greater flexibility.

However, the offsetting referred to above lapses if, after new shares are issued from authorised capital excluding the subscription rights of shareholders pursuant to Section 203 (2) and Section 186 (3) sentence 4 AktG and this led to offsetting, the Annual General Meeting passes a resolution for a new authorisation to issue new shares from authorised capital with the ability to exclude the subscription rights of shareholders pursuant to Section 203 (2) and Section 186 (3) sentence 4 AktG. Likewise, any such offsetting will cease to apply if, after the issue of the convertible bonds and/or warrant bonds, profit participation rights and/or profit participation bonds (or a combination of these instruments), applying Section 186 (3) sentence 4 AktG by analogy, that led to the offsetting, the Annual General Meeting passes a resolution for a new authorisation to issue convertible bonds and/or warrant bonds, profit participation rights and/or profit participation bonds (or a combination of these instruments) with the ability to exclude the subscription rights of shareholders, applying Section 186 (3) sentence 4 AktG by analogy. This is due to the fact that in such cases the Annual General Meeting has passed a new resolution on the authorisation with a simplified exclusion of subscription rights, with the result that the reason for the offsetting no longer applies. To the extent that new shares from authorised capital or convertible bonds and/or warrant bonds, profit participation rights and/or profit participation bonds (or a combination of these instruments) may be issued once again with a simplified exclusion of subscription rights, the authorisation for a simplified exclusion of subscription rights applies once again to the sale of treasury shares for the (residual) term of the authorisation. Namely, upon the new authorisation for a simplified exclusion of subscription rights coming into force, the limit on selling treasury shares, arising from the issue of new shares from authorised capital excluding the subscription rights of shareholders pursuant to Section 203 (2) and Section 186 (3) sentence 4 AktG or from the issue of convertible bonds and/or warrant bonds, profit participation rights and/or profit participation bonds (or a combination of these instruments) excluding the subscription rights of shareholders, applying Section 186 (3) sentence 4 AktG by analogy, no longer applies. Since the majority vote required for such a resolution is identical to the majority vote for a resolution on the sale of treasury shares with a simplified exclusion of subscription rights, applying Section 186 (3) sentence 4 AktG by analogy, the resolution of the Annual General Meeting on creating a new authorisation to exclude subscription rights pursuant to Section 186 (3) sentence 4 AktG within the framework of authorised capital or a resolution on creating a new authorisation to issue convertible bonds and/or warrant bonds, profit participation rights and/or profit participation bonds (or a combination of these instruments), with the ability to exclude subscription rights pursuant to Section 186 (3) sentence 4 AktG, is at the same time deemed to be confirmation of the resolution authorising the sale of treasury shares pursuant to Section 71 (1) No. 8 and Section 186 (3) sentence 4 AktG.

Furthermore, the Management Board is to be authorised to use treasury shares purchased on the basis of the proposed authorisation as consideration for contributions in kind from third parties, including, but not limited to the acquisition of companies, operations, parts of companies or equity investments in companies or other assets eligible for contribution, or rights to acquire assets, including claims against the Company of its Group Companies. International competition and the globalisation of the economy increasingly demand this form of acquisition financing. The authorisation proposed here affords the Company the necessary headroom to respond rapidly and flexibly to exploit any acquisition opportunities that arise, both on the domestic market and on the international market. The proposed exclusion of subscription rights addresses this issue. When setting the relative values, the Management Board will take care to ensure that the interests of the shareholders are given due consideration. The Management Board will align its measurement of the value of the shares offered in consideration on the exchange price of the shares of the Company without, however, applying a specific formula to an exchange price, in order not to call firmly negotiated terms into question because of fluctuations in the exchange price. When deciding on the nature of share purchases to finance such transactions, the Management Board will align its actions solely on the interests of the Company and its shareholders.

Moreover, the Management Board is to be authorised to use the treasury shares acquired under the proposed authorisation to satisfy the swap rights or obligations held by bearers or creditors of the convertible bonds and/or warrant bonds, profit participation rights and/or profit participation bonds (or a combination of these instruments). If and to the extent that the Company avails of this possibility, there is no need to conduct a contingent capital increase. The interests of the shareholders are therefore not affected by this additional possibility. Since the use of existing treasury shares instead of a capital increase or a cash-settlement can make economic sense, the authorisation therefore increases flexibility.

The possible uses referred to above can be applied to not just those shares purchased under the terms of this authorisation resolution. Rather, the authorisation also extends to those shares purchased under the terms of Section 71d AktG. It is advantageous and creates further flexibility to use these treasury shares in the same way as the treasury shares purchased on the basis of this authorisation resolution.

The treasury shares purchased on the basis of this authorisation resolution can be redeemed without the need for a new resolution from the Annual General Meeting. In accordance with Section 237 (3) No. 3 AktG, the Annual General Meeting of the Company can pass a resolution to redeem its fully paid-in no-par value shares without thereby reducing the share capital of the Company. In addition to the redemption of shares with an associated reduction of share capital, the proposed authorisation expressly allows this alternative as well. By redeeming treasury shares without an associated reduction of share capital, the imputed share of the remaining no-par value shares in the share capital of the Company automatically rises. The Management Board should therefore be authorised to make the necessary adjustment to the Articles of Association regarding the change in the number of no-par value shares caused by the redemption.

The Supervisory Board can at its own due discretion determine that measures of the Management Board authorised by the Annual General Meeting pursuant to Section 71 (1) No. 8 AktG may only be conducted with its prior approval. The Management Board will inform the next Annual General Meeting of any use of the authorisation.

Alexander Geis Chief Executive Officer	**Inka Koljonen** Chief Financial Officer

André Philipp

Dr. André Philipp
Chief Operating Officer