



Regarding agenda item 11:

Executive Board's report on the cancellation of the existing authorisation and the granting of a new authorisation to acquire treasury shares including use under exclusion of subscription rights pursuant to sections 71 (1) No. 8 sentence 5, 186 (4) sentence 2 AktG

The existing authorisation to acquire treasury shares, which is limited until 17 July 2024 and extended by resolution of the Annual General Meeting on 15 July 2021, shall be renewed by resolution of the Annual General Meeting on 13 July 2023 in order to enable the company to also acquire treasury shares during the five-year period following the Annual General Meeting on 13 July 2023. The renewed authorisation is also to be granted for the maximum period permitted by law, namely five years. Under agenda item 11, it is proposed that the company be authorised until 12 July 2028 to acquire treasury shares for up to 10% of the share capital existing at the time of the resolution on 13 July 2023. Here, the shares acquired on the basis of this authorisation, together with other shares in the company which the company has previously acquired and still owns or which are attributable to it pursuant to sections 71d, 71e AktG, may at no time account for more than 10% of the share capital.

Section 71 (1) no. 8 AktG allows other forms of acquisition and disposal to be provided for beyond the typical case of acquisition and disposal via the stock exchange. Of these possibilities, use is to be made of the following:

In addition to the acquisition via the stock exchange, the company shall also be given the opportunity to acquire treasury shares by means of a public purchase offer (tender procedure), by way of a public invitation to the company's shareholders to make offers for sale or by other means in compliance with the principle of equal treatment (section 53a AktG). The purchase price (excluding incidental acquisition costs) may not exceed the average company share price before the reference date by more than 10%, and may not fall below it by more than 10%. The average price is the non-volume-weighted average of the closing price of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last three trading days prior to the deadline defined in the proposed authorisation. In the tender procedure and in the case of a

public invitation to make offers for sale, any shareholder of the company willing to sell can decide how many shares and – if a price range is fixed – at what price he/she wishes to offer them. If the quantity offered at the fixed price exceeds the number of shares demanded by the company, an allocation of the acceptance of the offers to sell must be made. A provision should be made for a preferential acceptance of small tenders or small parts of tenders. This possibility serves to avoid fractional amounts when determining the quotas to be acquired and small residual amounts and, as a result, to facilitate the technical settlement.

Treasury shares may also be acquired by an affiliated company of the company or a third party acting on their behalf or on behalf of the company if they comply with the above restrictions.

Pursuant to the provisions of section 71 (1) no. 8 AktG, the Annual General Meeting may also authorise the company to dispose of the shares in a form other than via the stock exchange.

The sale after acquisition of the treasury shares shall also be able to take place under exclusion of the subscription rights of shareholders in the cases listed under c) of the proposed resolution.

The Executive Board shall thereby be enabled, on the one hand, to have treasury shares at its disposal in order to be able to grant them – subject to the approval of the Supervisory Board – as consideration in connection with (i) company mergers, (ii) the acquisition of companies, parts of companies or participations in companies (including the increase of existing participations in companies) or of other assets related to an acquisition project or (iii) the acquisition of other assets (including claims of third parties against the company or its affiliated companies). This form of consideration is often required in such transactions. The authorisation proposed here is intended to give the company the necessary flexibility to be able to quickly and flexibly take advantage of opportunities that arise for company mergers, the acquisition of companies or parts of companies or participations in companies.

The proposed resolution also contains the authorisation to be able to sell the acquired treasury shares outside the stock exchange in cases other than those mentioned above, excluding subscription rights. However, the prerequisite for this is that the shares are sold for cash at a price that is not significantly lower than the stock exchange price of the

company's shares of the same class at the time of the sale. However, this authorisation only applies on the condition that the shares sold with the exclusion of subscription rights in accordance with article 186 (3) sentence 4 AktG may not exceed a total of 10% of the share capital, neither at the time of this authorisation taking effect nor at the time of it being exercised. This limit of 10% of the share capital shall include those shares that (i) are issued using an authorisation valid during the term of this authorisation to issue new shares from authorised capital pursuant to section 186 (3) sentence 4 AktG excluding shareholders' subscription rights and/or (ii) are or can be issued to service conversion and/or option rights or conversion obligations arising from convertible bonds, warrant bonds or participating bonds or participation rights, provided that the aforementioned bonds or participation rights are issued during the term of the present authorisation in corresponding application of section 186 (3) sentence 4 AktG with the exclusion of shareholders' subscription rights.

This authorisation provides the company with greater flexibility in many respects. It enables the company in particular to issue shares specifically to cooperation partners or financial investors, and to do so also outside of company mergers, the acquisition of companies, parts of companies or participations in companies. The interests of the shareholders are safeguarded by the fact that the issue price must be based on the stock exchange price. In principle, shareholders have the option of maintaining their relative shareholding by subscribing for shares on the stock exchange.

There are currently no specific plans to use this authorisation. The Executive Board will report on any use of this authorisation to the Annual General Meeting.

Finally, the Executive Board shall be authorised, with the consent of the Supervisory Board, to use acquired treasury shares, excluding shareholders' subscription rights, to service conversion and subscription rights under any bonds with conversion or option rights issued by the company or any of its affiliates, which the Annual General Meeting has authorised or will authorise the Executive Board to issue in the future, and to transfer treasury shares to the conversion and subscription beneficiaries in accordance with the terms and conditions to be determined in the authorising resolutions of the Annual General Meeting. It may be expedient to satisfy rights to subscribe for shares arising from convertible bonds, warrant bonds or participating bonds or participation rights in whole or in part with treasury shares. For this reason, corresponding use of the treasury shares is

provided for, excluding the subscription right, for any future bonds with conversion or option rights. The transfer of treasury shares for the fulfilment of subscription rights from bonds with conversion or option rights instead of, for example, the use of conditional capital, can in particular counteract a dilution effect that would otherwise occur. In principle, shareholders have a subscription right to bonds with conversion or option rights that could be issued on the basis of an authorisation by the Annual General Meeting, unless this is excluded by the Annual General Meeting in accordance with the more detailed provisions of section 221(4) in conjunction with section 186 (3) AktG. In deciding whether to deliver treasury shares or to utilise conditional capital or authorised capital, the Executive Board will, in each case, carefully consider the interests of the company and the shareholders.

Treasury shares can also be transferred to a bank or other entity that fulfils the requirements of section 186 (5) sentence 1 AktG if this entity takes over the shares with the obligation to sell them on the stock exchange, to offer them to shareholders for purchase or to use them to fulfil a purchase offer addressed to all shareholders or to carry out the aforementioned purposes. The company may also acquire treasury shares to carry out the aforementioned purposes by means of a securities loan from a bank or another company that meets the requirements of section 186 (5) sentence 1 AktG; in this case, the company shall ensure that the shares are acquired to repay the securities loan in compliance with section 71 (1) no. 8 sentences 3 and 4 AktG.

The company shall be able to redeem treasury shares even without a new resolution of the Annual General Meeting. The purpose of this authorisation is to provide the Executive Board with a scope of discretion in order to properly safeguard the dividend interests of the company and its shareholders in the longer term. Pursuant to section 71 (1) no. 8 sentence 6 AktG, the Executive Board may be authorised by the Annual General Meeting not only to acquire treasury shares, but also to redeem them. If the Executive Board makes use of the redemption authorisation, this will lead to a corresponding reduction in capital. Alternatively, the Executive Board shall also be authorised to carry out the redemption without changing the share capital pursuant to section 237 (3) no. 3 AktG. In this case, the redemption increases the proportion of the remaining shares in the share capital pursuant to section 8 para. 3 AktG. For this reason, the Executive Board shall also be authorised to adjust the number of no-par value shares reduced by the redemption in the Articles of Incorporation. Experience has shown that the redemption of treasury shares can lead to a stabilisation or optimisation of the stock exchange price and to a

strengthening of the company's position on the capital market and, as such, is in the interest of the company and its shareholders. The Executive Board will decide in due course at its due discretion whether to make use of the redemption authorisation.

The authorisation to acquire treasury shares and to resell or redeem these shares may also be exercised in parts in the interest of the greatest possible flexibility. It may be exercised once or several times until the maximum scope for the purchase of treasury shares pursuant to a) of the proposed resolution has been reached.

The currently existing authorisation to acquire treasury shares resolved by the Annual General Meeting on 18 July 2019 under agenda item 8 and extended by resolution of the Annual General Meeting on 15 July 2021 under agenda item 8 shall expire when the new authorisation becomes effective; the authorisations contained in or extended by the aforementioned resolutions of the Annual General Meetings on 18 July 2019 and 15 July 2021 to use treasury shares repurchased on the basis of these resolutions at that time shall remain in force.

The Executive Board will report on any use of this authorisation to the Annual General Meeting.