

Convenience Translation from German into English

Report of the Executive Board regarding agenda item 6 in accordance with section 71 (1) no. 8 sentence 5 in conjunction with section 186 (4) sentence 2 of the AktG

In addition to agenda item 5 of the Annual General Meeting on 15 May 2013, the acquisition of own shares, also through limited use of derivatives in the form of put and call options or a combination of both, shall be permissible as part of the authorisation under agenda item 6. This additional alternative increases the Company's ability to optimise the structure of own share acquisitions. It may be advantageous for the Company to sell put options or buy call options, rather than acquiring shares of the Company directly.

When writing a put option, the Company grants the purchaser of the put option the right to sell shares of the Company at a price fixed in the put option (strike price) to the Company. The Company is thus obligated to purchase the number of shares specified in the put option at the strike price. In consideration for this, the Company receives an option premium when writing a put option. If the put option is exercised, the option premium paid by the purchaser of the put option reduces the total transaction value paid by the Company for the acquisition of the shares.

From the Company's point of view, a share buyback using put options has the advantage that the strike price is fixed on the option settlement date already. However, there is no outflow of liquidity until the exercise date. If the option is not exercised because the share price on the exercise date is above the strike price, the Company cannot acquire own shares in this way. Nevertheless, it still keeps the option premium received on the settlement date.

When acquiring a call option, payment of an option premium by the Company furnishes it with the right to purchase a previously specified number of shares at a previously specified price (strike price) from the seller of the option (the writer). Exercising the call option is economically feasible for the Company when the price of the Company's share is above the strike price, since it can then buy the shares from the option writer at the lower strike price. By acquiring call options, the Company can hedge against rising share prices, and only has to buy the number of shares that it actually requires at the later date. This also protects the Company's liquidity, since the acquisition price determined for the shares does not have to be paid until the call options are exercised.

The premium to be paid by the Company for call options or to be received by the Company for put options may not significantly exceed or fall short of the theoretical fair value of the respective options as calculated in line with recognised methods of financial mathematics, which must factor in the negotiated strike price. The above-described determination of option premiums and the admissible strike price specified in greater detail in the resolution, which is intended to allow the Company to acquire call and/or put options with a longer term even in a volatile market environment, mean that the shareholders are not economically disadvantaged in the case of the Company's acquisition of own shares using put and call options. Since the Company pays or receives a fair market price, those shareholders not involved in the options transactions do not lose any significant value. This

corresponds to the position of the shareholders in a share buyback via the stock exchange, where not all shareholders are actually able to sell shares to the Company. To this extent, concluding options transactions with an independent bank, for example, is justifiable, also in accordance with the legal principle underlying section 186 (3) sentence 4 of the AktG, since they cannot be performed with all shareholders, and the financial interests of the shareholders are protected due to fair market pricing.

The derivatives transactions must be concluded with a company operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (*Gesetz über das Kreditwesen – KWG*). Both in the case of call and put options, the respective counterparty may, upon exercise of the option, only deliver shares that had been previously acquired in accordance with the principle of equal treatment. In the event a put option transaction is concluded, a corresponding obligation must be included as a part of the transaction. In the event a call option agreement is concluded, the Company may only exercise the option if it is ensured that, upon exercise of the option, the respective counterparty delivers only those shares that had been previously acquired in accordance with the principle of equal treatment. If the respective counterparty delivers only those shares that had been acquired under the aforementioned conditions, the principle of equal treatment of shareholders is deemed satisfied. To this extent it is justifiable, also in accordance with the legal principle underlying section 186 (3) sentence 4 of the AktG, that any shareholders' rights to conclude derivatives transactions with the Company shall be excluded. Such exclusion allows the Company to enter into derivatives transactions also at short notice, unlike in the case of offers to all shareholders to conclude such derivatives transactions. This provides the Company with the necessary flexibility to be able to react swiftly to market situations.

When acquiring own shares using put or call options, shareholders shall have a right of tender in relation to their shares only to the extent that the Company has an obligation under the options to purchase their shares. Otherwise the use of put or call options in the context of own share buybacks would not be possible, and the advantages for the Company connected therewith would not be achievable. After careful consideration of the shareholders' interests and the Company's interest, the Executive Board believes that the exclusion or limitation of rights of tender is justifiable based on the advantages arising for the Company from the use of put or call options.

The term of the options must end no later than on 14 May 2015 and must be chosen such that the acquisition of the Deutsche Börse shares in exercise of the options cannot take place after 14 May 2015. This means that although the authorisation shall generally cover the legally permissible two-year time frame, it is subject to the proviso that the term of the individual options may not exceed 18 months in each case. Thereby it will be ensured that obligations arising out of the individual options transactions will be subject to appropriate time limits.

All share purchases by way of put or call options are limited to shares representing no more than 5% of the existing share capital at the time of the resolution of the Annual General Meeting on this authorisation.

With regard to any exclusion of subscription rights in the use of the acquired own shares, reference is made to the report of the Executive Board on agenda item 5 of the Annual General Meeting on 15 May 2013 in accordance with section 71 (1) no. 8 sentence 5 in conjunction with section 186 (4) sentence 2 of the AktG.

Frankfurt/Main, 13 March 2013

Deutsche Börse Aktiengesellschaft
The Executive Board



(Dr. Reto Francioni)



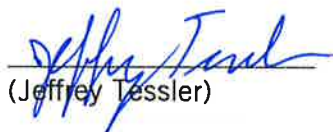
(Andreas Preuß)



(Gregor Pottmeyer)



(Hauke Stars)



(Jeffrey Tessler)



(Frank Gerstenschläger)