

Document on agenda item 5: amendment of Article 4 (3) of the Articles of Incorporation on cancelling the existing Authorised Capital I and creating a new Authorised Capital 2026 with the option of excluding subscription rights for fractional amounts, and on amending the Articles of Incorporation to that effect

Current version of Article 4 (3) of the Articles of Incorporation	Proposal to revise Article 4 (3) of the Articles of Incorporation
<p>Article 4 (3) (Division and Amount of Share Capital)</p> <p>(3) Subject to the Supervisory Board's consent, the Executive Board is authorised to increase the share capital on one or more occasions until 18 May 2026 by up to a total of EUR 19,000,000.00 by issuing new no-par value registered shares against cash contributions and/or contributions in kind (Authorised Capital I). The shareholders shall be granted subscription rights in this respect.</p> <p>The Executive Board is however authorised to exclude fractional amounts from shareholders' subscription rights with the consent of the Supervisory Board.</p> <p>This authorisation allows new shares to be issued without subscription rights only if the total number of new shares represent, in total, a notional interest in the share capital of no more than 10 per cent as at the date on which the authorisation enters into effect by virtue of registering the amendment to the Articles of Incorporation in the commercial register or, if the share capital is lower as at the date on which this authorisation is exercised, 10 per cent of the share capital on that</p>	<p>Article 4 (3) (Division and Amount of Share Capital)</p> <p>(3) Subject to the Supervisory Board's consent, the Executive Board is authorised to increase the share capital on one or more occasions until May 12, 2031 by up to a total of EUR 16,767,000.00 by issuing new no-par value registered shares against cash contributions and/or contributions in kind (Authorised Capital 2026). The shareholders shall be granted subscription rights in this respect.</p> <p>The Executive Board is however authorised to exclude fractional amounts from shareholders' subscription rights with the consent of the Supervisory Board.</p> <p>This authorisation allows new shares to be issued without subscription rights only if the total number of new shares represent, in total, a notional interest in the share capital of no more than 10% as at the date on which the authorisation enters into effect by virtue of registering the amendment to the Articles of Incorporation in the commercial register or, if the share capital is lower as at the date on which this authorisation is exercised, 10% of the share capital on that date. If, during the term of this authorisation and until such time as it</p>

<p>date. If, during the term of this authorisation and until such time as it is exercised, other authorisations to issue shares in the Company or to issue rights entitling or obligating the holder to subscribe for shares in the Company are exercised and subscription rights thereby excluded, this shall be applied toward the aforementioned 10 per cent threshold.</p> <p>The new shares may also be acquired by certain banks to be specified by the Executive Board or companies 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) subject to the obligation that they offer such shares to shareholders (indirect subscription right).</p> <p>The Executive Board shall determine, subject to the Supervisory Board's consent, the rights attaching to the shares and the additional terms and conditions relating to the issue of the shares, including the issue price.</p>	<p>is exercised, other authorisations to issue shares in the Company or to issue rights entitling or obligating the holder to subscribe for shares in the Company are exercised and subscription rights thereby excluded, this shall be applied toward the aforementioned 10% threshold.</p> <p>The new shares may also be acquired by certain banks or securities firms to be specified by the Executive Board or companies 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) subject to the obligation that they offer such shares to shareholders (indirect subscription right).</p> <p>The Executive Board shall determine, subject to the Supervisory Board's consent, the rights attaching to the shares and the additional terms and conditions relating to the issue of the shares, including the issue price.</p>
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