

Document on agenda item 7: amendment of Article 11, 13 (5) and (6) of the Articles of Incorporation to allow for the appointment of a second deputy chairperson of the Supervisory Board and the related adjustment of the remuneration for members of the Supervisory Board, including the remuneration system on which it is based, and the corresponding amendment to the Articles of Incorporation

Current version of Article 11 of the Articles of Incorporation	Proposal to revise Article 11 of the Articles of Incorporation
<p>Article 11 (Constitution)</p> <p>Immediately after the General Shareholders' Meeting at which the election has been made of all Supervisory Board members to be elected by such Shareholders' Meeting, a Supervisory Board meeting shall be held without any notice having to be given of such meeting. At such meeting, which shall be chaired by the shareholders' Supervisory Board member most senior by age, the Supervisory Board shall from among its members elect a chairman and one vice-chairman for the term of office determined in Art. 9. If the chairman or his vice-chairman should withdraw from such office prior to the expiration of the relevant term, then the Supervisory Board shall elect a substitute for the remaining term of office of the withdrawing member.</p>	<p>Article 11 (Constitution)</p> <p>Immediately after the General Shareholders' Meeting at which the election has been made of all Supervisory Board members to be elected by such Shareholders' Meeting, a Supervisory Board meeting shall be held without any notice having to be given of such meeting. At such meeting, which shall be chaired by the shareholders' Supervisory Board member most senior by age, the Supervisory Board shall from among its members elect a chair and one deputy chair for the term of office determined in Art. 9 in accordance with the specific requirements of section 27 of the German Co-determination Act (Mitbestimmungsgesetz – MitbestG) (first deputy chair). Furthermore, the Supervisory Board may elect a second deputy chair at any time. If the chair or his first deputy should withdraw from such office prior to the expiration of the relevant term, then the Supervisory Board shall elect a substitute for the remaining term of office of the withdrawing member, if the second deputy leaves office, the Supervisory Board may hold a by-election.</p>

<p>Current version of Article 13 (5) of the Articles of Incorporation</p>	<p>Proposal to revise Article 13 (5) of the Articles of Incorporation</p>
<p>Article 13 (5) (Meeting, Resolutions, Minutes, Remuneration)</p> <p>(5) Meetings of the Supervisory Board and resolutions of the Supervisory Board passed outside of meetings shall be recorded in minutes, which shall be signed by the chairman or, in his absence, the deputy chairman.</p>	<p>Article 13 (5) (Meeting, Resolutions, Minutes, Remuneration)</p> <p>(5) Meetings of the Supervisory Board and resolutions of the Supervisory Board passed outside of meetings shall be recorded in minutes, which shall be signed by the chair or, in his absence, by the first deputy and in the absence of the latter, by the second deputy (if elected).</p>
<p>Current version of Article 13 (6) of the Articles of Incorporation</p>	<p>Proposal to revise Article 13 (6) of the Articles of Incorporation</p>
<p>Article 13 (6) (Meeting, Resolutions, Minutes, Remuneration)</p> <p>(6) The members of the Supervisory Board shall receive a fixed annual remuneration of EUR 110,000.00. This remuneration shall be increased to EUR 300,000.00 for the chairman of the Supervisory Board and to EUR 165,000.00 for the deputy chairman.</p>	<p>Article 13 (6) (Meeting, Resolutions, Minutes, Remuneration)</p> <p>(6) The members of the Supervisory Board shall receive a fixed annual remuneration of EUR 110,000.00. This remuneration shall be increased to EUR 300,000.00 for the chair of the Supervisory Board and to EUR 165,000.00 for each deputy.</p>