

UNABRIDGED RESOLUTION PROPOSALS OF THE MANAGEMENT.

Non-binding convenience translation of the resolution proposals as published in the Federal Gazette on 27 March 2024.

Item 1.

Presentation of the adopted Company Financial Statements and the approved Group Financial Statements along with the consolidated Management Report for the Company and the Group as at 31 December 2023 and the report of the Supervisory Board for the financial year 2023.

In accordance with statutory provisions, no resolution of the Annual General Meeting is planned for agenda item 1. The Company Financial Statements and the Group Financial Statements have already been approved by the Supervisory Board. The Company Financial Statements are thus adopted.

Item 2.

Resolution on the utilisation of unappropriated profit.

The Board of Management and the Supervisory Board propose that the unappropriated profit for the financial year 2023 in the amount of € 3,802,488,470.32 be utilised as follows*:

- Distribution of a dividend in the amount of €6.02 per € 1 par value upon non-voting preference shares (57,320,307 preference shares), amounting to € 345,068,248,14;
- Distribution of a dividend in the amount of € 6.00 per € 1 par value on the dividend bearing share capital (573,864,574 common shares), amounting to € 3,443,187,444.00;
- Transfer of the remaining amount of € 14,232,778.18 to other revenue reserves.

Dividend per preference share	€ 6.02
Dividend per common share	€ 6.00
Distribution to shareholders	€ 3,788,255,692.14
Transfer to other revenue reserves.	€ 14,232,778.18

* The Management's resolution proposal relates to 12 March 2024 (preparation of the annual financial statements). As a result of share buybacks by the Company after this date, the number of shares entitled to dividends will be reduced by the date of the Annual General Meeting. The Management will therefore submit an updated resolution proposal for agenda item 2 at the Annual General Meeting. The dividend amount per dividend-bearing share will remain unchanged. Parts of the net profit that are no longer required for distribution as a result of the share buy-backs are to be transferred to other revenue reserves. The updated resolution proposal will be published on the Company's website approximately one week before the Annual General Meeting.

The proposal for the utilisation of unappropriated profit reflects 5,931,093 treasury common shares and 1,600,101 treasury preference shares held by the Company at the date of the preparation of the annual financial statements on 12 March 2024. These treasury shares are not entitled to a dividend pursuant to § 71b AktG.

Item 3.

Resolution on the ratification of the acts of the Board of Management.

The Board of Management and the Supervisory Board propose that the acts of the members of the Board of Management in the financial year 2023 be ratified for this period.

Item 4.

Resolution on the ratification of the acts of the Supervisory Board.

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board who were in office during the financial year 2023 and are listed below under items 4.1 to 4.20 be ratified for this period:

4.1 Dr Norbert Reithofer (Chairman)	4.11 Johann Horn
4.2 Dr Martin Kimmich (Deputy Chairman)	4.12 Dr hc Susanne Klatten
4.3 Stefan Quandt (Deputy Chairman)	4.13 Jens Köhler
4.4 Stefan Schmid (Deputy Chairman)	4.14 Gerhard Kurz
4.5 Dr Kurt Bock (Deputy Chairman)	4.15 André Mandl
4.6 Christiane Benner	4.16 Dr Dominique Mohabeer
4.7 Dr Marc Bitzer	4.17 Anke Schäferkordt
4.8 Bernhard Ebner	4.18 Prof. Dr Christoph M. Schmidt
4.9 Rachel Empey	4.19 Dr Vishal Sikka
4.10 Dr Heinrich Hiesinger	4.20 Sibylle Wankel

Item 5.

Election of the auditor.

On the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed as Company and Group auditor for the financial year 2024 and as auditor to carry out a review of the Condensed Interim Group Financial Statements and Interim Group Management Report for the first six months of the financial year 2024.

Item 6.

Elections to the Supervisory Board.

The Supervisory Board proposes that the following persons be elected as shareholder representatives on the Supervisory Board with effect from the end of the Annual General Meeting on 15 May 2024:

- 6.1 Dr hc Susanne Klatten, Munich, entrepreneur, for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2027,
- 6.2 Stefan Quandt, Bad Homburg v. d. Höhe, entrepreneur, for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2027,
- 6.3 Dr Vishal Sikka, Los Altos Hills, California, USA, Founder and CEO of Vianai Systems, Inc., for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2027.

Item 5.

Resolution on the approval of the remuneration report.

The Supervisory Board and the Board of Management propose that the remuneration report for the financial year 2023, prepared and audited in accordance with § 162 AktG, be approved.