

SYNOPSIS OF THE PROPOSED AMENDMENTS TO SECTIONS 5 AND 25 OF THE ARTICLES OF INCORPORATION.

red = proposed for deletion; **green** = proposed amendment.

Current version of § 5 and § 25 of the Articles of Incorporation	Proposed wording of § 5 and § 25 of the Articles of Incorporation
<p>§ 5 Share Capital</p> <p>(1) ¹The share capital amounts to € 615,810,431. ²It is divided into 561,134,926 ordinary shares with a par value of € 1 and 54,675,505 non-voting preferred shares with a par value of € 1. ³The shares are bearer shares.</p> <p>(2) ¹Upon distribution of the balance sheet profit, non-voting preferred shares shall be entitled to the rights as determined in § 25 of the Articles of Incorporation. ²The issuance of new preferred shares having priority over or being on a par with existing non-voting preferred shares in the event of the distribution of profit or corporate assets shall be reserved pursuant to § 141 (2) sentence 2 of the German Stock Corporation Act.</p> <p>(3) In the event of a capital increase, the new shares shall be issued to bearer; preferred shares may be recorded in the name of the shareholder.</p> <p>(4) The right of the shareholders to have their shares individually certificated is excluded.</p>	<p>§ 5 Share Capital</p> <p>(1) ¹The share capital amounts to € 615,810,431. ²It is divided into 615,810,431 ordinary shares with a par value of € 1. ³The shares are bearer shares.</p> <p>(2) In the event of an increase of capital stock, the new shares shall be issued to bearer.</p> <p>(3) The right of the shareholders to have their shares individually certificated is excluded.</p>
<p>§ 25 Appropriation of the Net Profit</p> <p>(1) The General Meeting of Shareholders shall decide on the appropriation of the net profit based upon the adopted annual accounts.</p> <p>(2) Following the financial year-end, the Board of Management, with the approval of the Supervisory Board, may pay an interim dividend with respect to the expected net profit to the shareholders pursuant to § 59 of the German Stock Corporation Act.</p> <p>(3) The net profit shall be appropriated in the following order:</p> <ul style="list-style-type: none">a) Subsequent payment of any arrears on dividends upon non-voting preferred shares in the sequence of their accrument;b) Payment of advance dividends in the amount of € 0,02 per € 1 par value upon non-voting preferred shares;c) Uniform payment of any other dividends, upon common and preferred shares, unless the General Meeting of Shareholders resolves on a different appropriation.	<p>§ 25 Appropriation of the Net Profit</p> <p>(1) The General Meeting of Shareholders shall decide on the appropriation of the net profit based upon the adopted annual accounts.</p> <p>(2) Following the financial year-end, the Board of Management, with the approval of the Supervisory Board, may pay an interim dividend with respect to the expected net profit to the shareholders pursuant to § 59 of the German Stock Corporation Act.</p>