

Agenda Item 11

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

The Management Board shall be authorized, with the consent of the Supervisory Board, which requires a majority of three fourths of the shareholders’ representatives, for a period of five years after the registration of the amendment of the articles of association, to issue convertible bonds which have a conversion or subscription right for shares of the Company, also in several tranches, observing the subscription rights of the shareholders. The issuance of convertible bonds is limited to the extent that all conversion and subscription rights are covered by conditional capital. The amount and the terms and conditions of the issue of the convertible bonds will be determined by the Management Board with the consent of the Supervisory Board.

This authorisation shall be inserted into a new item 8.4 of the articles of association, according to the wording of the available enclosure (Comparison of the Articles of Association), which will be annexed to the minutes of the shareholders’ meeting.”