

COMPARISON OF ARTICLES OF ASSOCIATION WITH REGARD TO

AGENDA ITEM 11

CURRENT VERSION	NEW VERSION
	<p><u>8.4</u> <u>The Management Board is authorized, for a period of five years after the registration of the amendment of the articles of association in the companies' register, with the consent of the Supervisory Board, which requires a majority of three fourths of the shareholders' representatives, to issue convertible bonds, which have the conversion or subscription right for shares of the Company, 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 issue 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.</u></p>

AGENDA ITEM 12

CURRENT VERSION	NEW VERSION
6. CONDITIONAL CAPITAL	6. CONDITIONAL CAPITAL
6.1 In the shareholders' meeting of 8 May 2001 the Management Board was authorised to effect a conditional capital increase with the consent of the Supervisory Board of up to a nominal value of EUR 18,168,208.54. The Management Board exercised this authorisation on 21 January 2002, approved by the Supervisory Board on 30 January 2002, to the full extent.	6.1 In the shareholders' meeting of 8 May 2001 the Management Board was authorised to effect a conditional capital increase with the consent of the Supervisory Board of up to a nominal value of EUR 18,168,208.54 (in words: Euros eighteen million one hundred and sixty eight thousand two hundred eight point fifty four) <u>for the purpose of granting share options to employees, senior employees and members of the Management Board of the Company or a group company.</u> The Management Board exercised this authorisation on 21 January 2002, approved by the Supervisory Board on 30 January 2002, to the full extent.
6.2	6. 1.12
6.3	6. 1.23
6.4	6. 1.34
6.5	6. 1.45
6.6	6. 1.56
6.7	6. 1.67
6.8	6. 1.78

CURRENT VERSION	NEW VERSION
6.9	6. 1.89
6.10	6.1 9.4
	<u>6.2</u> In the shareholders' meeting of 12 May 2009 a conditional increase of the registered capital was resolved by an amount of up to EUR 124,700,000 (in words: Euros one hundred and twenty-four million seven hundred thousand) by issuing up to 62,350,000 (in words: sixty-two million three hundred and fifty thousand) ordinary bearer shares. This conditional capital serves to grant conversion or subscription rights to investors of convertible bonds (item 8.4 of the articles of association).

AGENDA ITEM 13

CURRENT VERSION	NEW VERSION
13.4 The members of the Management Board may engage in no other business occupation and may not assume any other function in a corporate body of a company which is not a consolidated company or in political institutions, companies or interest groups without the consent of the Supervisory Board	[Linguistic adjustment, affecting the German version only]
15.3 Unless the shareholders meeting has determined a shorter term of office for individual, several or all Supervisory Board members at the occasion of their appointment, the term of office of the members of the Supervisory Board shall end at the end of the shareholders meeting which resolves on the approvals of their actions for the fourth business year following the election; a re-election shall be admissible.	[Linguistic adjustment, affecting the German version only]
15.4 In addition, membership of the Supervisory Board ceases by death, by revocation, by withdrawal or in the event of an impediment pursuant to item 9 of the Articles of Association. For a revocation a majority of three fourths of validly cast votes and a majority of three fourths of the registered capital represented at the time of passing the resolution shall be required.	15.4 In addition, membership of the Supervisory Board ceases by death, by revocation, by withdrawal or in the event of an impediment pursuant to item 9 <u>12</u> of the Articles of Association. For a revocation a majority of three fourths of validly cast votes and a majority of three fourths of the registered capital represented at the time of passing the resolution shall be required.
16.2 In particular, the Supervisory Board shall be obliged:	16.2 In particular, the Supervisory Board shall be obliged:
16.2.3 to resolve on the audit reports of the audit department of the <i>Sparkassen-Prüfungsverband</i> [savings banks audit association] and the auditors as well as	16.2.3 to resolve on the audit reports of the audit department of the <i>Sparkassen-Prüfungsverband</i> [savings banks audit association] and the auditors as well as <u>,</u>
16.2.4 to approve of the audited financial statements unless pursuant to the Joint-Stock Companies Act the shareholders meeting is in charge thereof , to approve of the directors' report and	16.2.4 to approve of the audited financial statements unless pursuant to the Joint-Stock Companies Act the shareholders meeting is in charge thereof , to approve of the directors' report <u>,the</u>

CURRENT VERSION	NEW VERSION
the proposal of the Management Board on the distribution of the profit as well as the audit of the group annual financial statements and the group directors' report,	Corporate Governance report and the proposal of the Management Board on the distribution of the profit as well as the audit of the group annual financial statements and the group directors' report,
16.3 The following resolutions of the Management Board shall require the consent of the Supervisory Board:	16.3 The following resolutions of the Management Board shall require the consent of the Supervisory Board:
16.3.4 acquisition and sale of interests in business enterprises as well as acquisition, sale and closing down of business enterprises or operations if the consideration for the individual investment to be acquired or sold, respectively, or the equivalent amount of the business enterprise or operation to be acquired or sold exceeds a limit determined by the Supervisory Board,	16.3.4 acquisition and sale of interests in business enterprises as well as acquisition, sale and closing down of business enterprises or operations if the consideration for the individual investment to be acquired or sold, respectively, or the equivalent amount of the business enterprise or operation to be acquired or sold transaction exceeds a limit determined by the Supervisory Board,
16.3.7 resolution on the annual budget as well as possible exceeding of the investment plan by more than 10 per cent,	16.3.7 resolution on the annual budget and investment plan as well as possible exceeding of the investment plan by more than 10 per cent,
	26. LANGUAGE REGULATION
	The working language in general meetings is German.