

## **Agenda Item 9**

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

### **RESOLUTION**

„The articles of association shall be amended in sections 4 „Registered Capital and Shares“, 9. „Voting Rights“, 16. „Tasks of the Supervisory Board“, 19. „Shareholders' Meeting“, 23. „Financial Statements and Distribution of Profits“ and 26. „Language Regulation“ according to the annexed wording of the articles of association with the proposed amendments highlighted.“

### **JUSTIFICATION**

The Stock Corporation Amendment Act 2009 (*Aktienrechts-Änderungsgesetz 2009*) became effective on 1 August 2009, and lead to many changes in the law of stock corporations.

The Management Board and the Supervisory Board have elaborated on the new legal provisions and have prepared the above proposal for resolution.

The proposed amendments to the articles of association serve to adjust the articles of association to the changed legal provisions, in particular to the Stock Corporation Amendment Act 2009 and to the Commercial Code (*UGB*), but also propose amendments, which are necessary or helpful in the opinion of the Management Board and the Supervisory Board.

The articles of association will be annexed with the proposed amendments highlighted.