

Agenda item 8

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

RESOLUTION

Extension of the applicability of the conditional capital

The applicability of the existing conditional capital in section 6.4 of the articles of association shall be extended as follows: In case a mandatory conversion is stipulated in the terms and conditions it shall also be used to cover the mandatory conversion (section 8.3 of the articles of association). Issue price and exchange ratio shall be determined in accordance with recognized finance-mathematical methods and the share price of the company in a recognized pricing method.

The articles of association will be amended in section 6.4 according to the wording of the available comparison of the articles of association which will be annexed to the minutes of the general meeting.

EXPLANATION

The extension of the applicability of the current conditional capital as proposed under this agenda item is related to the proposed authorisation to issue convertible bonds in the preceding agenda item.

The conditional capital resolved on in the general meeting on 12 May 2009 (item 12 of the agenda) serves to grant conversion or subscription rights to creditors of convertible bonds, whose issue was authorized also by the general meeting on 12 May 2009 (item 11 of the agenda) to the Management Board.

This authorization was not yet used, convertible bonds have not been issued yet and thus the conditional capital is still freely available.

The new authorisation shall provide the Management Board with all options possible within the legal framework to issue convertible bonds, which stipulate a *mandatory conversion* in addition or instead of a conversion or subscription right.

In line with the authorization, the extension of the conditional capital shall enable the issuance of convertible bonds which stipulate in addition or instead of a conversion or subscription right also a mandatory conversion. It serves to grant conversion or subscription rights to creditors of convertible bonds and - in case of a mandatory conversion stipulated in the terms and conditions – for the execution of the mandatory conversion.