

**Agenda item 10:
Resolution to create authorised capital and amend the articles
of incorporation accordingly**



The current authorised capital expires at the end of day, 15 May 2024. The Managing Board and the Supervisory Board propose the creation of new authorised capital by means of the following resolution:

Article 4 (5) of the articles of incorporation reads as follows:

“The Managing Board is authorised in the period until 5 June 2029, with the consent of the Supervisory Board, to increase the capital stock of the company once or several times by up to EUR 1,004,000.00 by issuing up to 1,004,000 new no-par value bearer shares (“Authorised capital 2024”). Of this, up to 1,004,000 non-voting no-par value shares may be issued. Capital increases may be effected against cash or non-cash contribution.

The Managing Board is further authorised, with the consent of the Supervisory Board, to exclude the statutory subscription right of shareholders in particular in the following cases:

- for a capital increase against cash contribution of up to a total of 10 per cent of the capital stock existing at the date on which this authorisation takes effect or on the date on which the authorisation is exercised, provided the issue amount of the new shares is not significantly below the market price of already listed shares of the same category and carrying the same rights. This limit of 10 per cent of capital stock includes any shares issued or sold during the term of this authorisation with the exclusion of shareholders’ subscription rights in direct or indirect application of Section 186 (3) sentence 4 AktG;
- when this is necessary to grant the bearers of conversion rights and/or warrants or the bearers of conversion obligations and/or warrant obligations arising from convertible bonds or warrant bonds issued by the company, a right to subscribe to new shares of a sufficient scope to exercise their conversion or warrant rights or settle their conversion or warrant obligations respectively;
- the fractional amounts arising from the subscription ratio;
- to tap into additional capital markets; in order to tap into additional capital markets;
- or a capital increase against non-cash contribution in the company’s best interest for acquisition of companies, their components or investments in companies or other assets (even if a component of the purchase price is paid in cash in addition to shares) or as part of business combinations or mergers;
- to provide up to 250,000 new shares as employee participation shares.

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The Managing Board is authorised, with the consent of the Supervisory Board, to set a start date for profit participation rights that deviates from the law, and to specify the further details pertaining to a capital increase and its implementation including particularly the issue amount, the category and the compensation to be paid for the new shares and the granting of indirect subscription rights in accordance with Section 186 (5) AktG.

With the consent of the Supervisory Board, the Managing Board is also authorised to specify the further details relating to the implementation of capital increases from Authorised capital 2024. The Supervisory Board is authorised to amend the wording of the articles of incorporation after complete or partial implementation of the increase in capital stock from Authorised capital 2024 or after the expiry of the authorised period in accordance with the amount of the capital increase from Authorised capital 2024.