

**Explanation concerning items on the Agenda without resolutions
Pursuant to § 124a sentence 1 No. 2 Stock Corporation Act**

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In accordance with §§ 172, 173 Stock Corporation Act (*Aktiengesetz*), no resolution is required for item 1 of the agenda because the Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Board of Managing Directors and the annual financial statements are, therefore, adopted. § 175 paragraph 1 sentence 1 Stock Corporation Act only provides that the Board of Managing Directors must convene the general shareholders' meeting in order to receive, among other items, the adopted annual financial statements and the management report as well as to adopt a resolution on the use of any —

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