

**Explanation concerning items on the Agenda without resolutions
Pursuant to § 124a sentence 1 Nr. 2 Stock Corporation Act**

— In accordance with §§ 172, 173 German Stock Corporations Act (*Aktiengesetz*, "AktG"), 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 Executive Board and the annual financial statements are, therefore, adopted. § 175 paragraph 1 sentence 1 AktG only provides that the Executive Board 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 in order to adopt a resolution about the use of any distributable profits and, in the — case of a parent company, also receiving the consolidated financial statements approved by the Supervisory Board and the group management report. The above referenced documents will be explained in more detail in the general shareholders meeting.

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