

With the introduction of the *Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften* [Act on the Introduction of Virtual Stockholders' Meetings of Stock Corporations and Amendment of Cooperative and Insolvency and Restructuring Law Provisions] (Federal Law Gazette I No. 27 2022, pp. 1166 et seq.), virtual stockholders' meetings are now governed by a permanent ruling codified in the AktG. According to Section 118a (1) sentence 1 AktG, the articles of incorporation or the managing board can stipulate for a period of not more than five years after the amendment to the articles is entered in the commercial register, that the shareholders' meeting is held as a virtual shareholders' meeting without the physical presence of the shareholders or their proxies at the venue of the shareholders' meeting. This option should be exercised and a resolution passed to authorise the Managing Board accordingly. With regard to the new law, which permits an authorisation of up to five years, the authorisation should be limited to three years. This enables the shareholders to decide on a resolution to renew the authorisation of the Managing Board to convene a virtual Shareholders' Meeting at an earlier date than the date upon which the legal limit would be fully exhausted. During the three-year term of the authorisation, the Managing Board will decide anew for each Shareholders' Meeting whether, and under what conditions, this meeting should be convened as a virtual Shareholders' Meeting. In doing so, the Managing Board will take the specific circumstances of each case into account and make its decision at its own due discretion in the interests of the company and the shareholders. The Managing Board will give due consideration to the participation rights of the shareholders in its decision.

The Managing Board and the Supervisory Board propose the following resolution:

Article 15 of the articles of incorporation is supplemented by the following clause 8:

“The Managing Board is authorised for a period expiring on 24 May 2026, to stipulate that the Shareholders' Meeting is held without the physical presence of the shareholders or their proxies at the venue of the Shareholders' Meeting (virtual Shareholders Meeting).”