

8. AUTHORIZATION TO PURCHASE TREASURY SHARES IN ACCORDANCE WITH SECTION 71(1) NO. 8 OF THE GERMAN STOCK CORPORATION ACT (AKTG).

In the absence of any statutory provisions to the contrary, the company requires the special authorization of the Shareholders' Meeting to purchase treasury shares (section 71(1) no. 8 AktG). The authorization to purchase treasury shares pursuant to section 71(1) no. 8 AktG granted at the 2018 Shareholders' Meeting applies until May 7, 2023. The company has not made use of this authorization to date. Since the authorization granted at the 2018 Shareholders' Meeting will possibly expire prior to the 2023 Shareholders' Meeting, the existing authorization shall be rescinded and a new authorization valid until 2027 granted to purchase treasury shares in an amount of up to 10% of the share capital.

The proposed resolution sets out the terms and conditions for the purchase of treasury shares and their subsequent use.

The Management Board and the Supervisory Board propose the following:

- (a) Rescission of the authorization dated May 8, 2018. The authorization of the Management Board to purchase treasury shares in accordance with item 6 of the agenda of the Shareholders' Meeting on May 8, 2018, shall be rescinded with effect from the conclusion of the Shareholders' Meeting on May 18, 2022, insofar as the authorization is still in effect. It is replaced by the following authorization to purchase treasury shares.
- (b) Acquisition authorization. The company is authorized until May 17, 2027, to acquire treasury shares of up to 10 % of the current share capital existing at the time of the resolution. At no point in time may the acquired shares together with other treasury shares which are already in the possession of the company or which can be attributed to the company according to section 71a et seq. of the German Stock Corporation Act (AktG) amount to more than 10% of the respective share capital. The authorization may not be used for the purpose of trading in treasury shares.
- (c) Exercise. This authorization can be authorized by the company or by third parties on the company's behalf in total or in smaller amounts, once or several times, in the pursuit of one or more objectives.
- (d) Method of purchase. The shares shall be purchased using the methods set out below at the discretion of the Management Board:
 - (aa) The shares can be purchased via the stock exchange. In this case, the price per share paid by the company (excluding incidental acquisition costs) must not be more than 10% higher or lower than the opening quotation in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on that trading date.
 - (bb) In addition, shares may be acquired by means of a public offer to all shareholders or – insofar as it is legally permissible – by means of a public invitation to all shareholders to tender. The purchase price offered or the limits of the purchase price range for each share (in each case excluding incidental acquisition costs) must not be more than 10% higher or lower than the

average closing quotation for the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the three days of trading prior to the day of publication of the offer/the public invitation to tender.

Should there be significant deviations from the relevant price subsequent to the publication of the public purchase offer/the public invitation to tender, the offer or invitation to tender may be adjusted. In such cases, the price shall be based on the average closing quotation for the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the last three days of trading preceding the public announcement of any such adjustment.

The purchase offer or invitation to tender can provide for further conditions; in particular, the volume of the purchase offer or the invitation to tender may be limited.

Insofar as the offer is oversubscribed or, in the case of an invitation to tender, a number of equivalent bids are placed but not all are accepted, the acquisition may be made relative to the ownership interests or relative to the subscribed or tendered shares. To this extent, the right of shareholders to tender their shares in relation to their ownership interests is excluded. The preferential acceptance of smaller quantities of up to 100 shares offered for purchase per shareholder and rounding based on commercial principles to avoid fractional shares are admissible. Any further shareholder tender rights are thus excluded.

(cc) Finally, shares may be acquired by private contract, i.e. in a way that deviates from the aforementioned means. In particular, a direct block acquisition by one or more shareholders is permitted. In such cases, in order to ensure the equal treatment of the shareholders, the price per share paid by the company (excluding incidental acquisition costs) must not, as in the case of purchases via the stock exchange (see (aa) above), be more than 10% higher or lower than the opening quotation in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the date of purchase.

(e) Use. The Management Board is authorized to sell shares in the company purchased on the basis of this authorization via the stock exchange or on the basis of an offer made to all shareholders, in line with the principle of equal treatment, and also to use them for all purposes permitted by law, in particular also for the following purposes:

(aa) The shares can be canceled by the Management Board without the cancellation or its implementation requiring a further Shareholders' Meeting resolution (section 71(1) no. 8 sentence 6 AktG). The cancellation can be limited to a portion of the shares purchased. The cancellation will result in a capital reduction. This capital reduction can be made for all purposes permitted by law. By way of derivation from the above, the Management Board can decide not to reduce the share capital, but rather to increase the proportionate amount of the share capital attributable to the remaining shares pursuant to section 8(3) AktG. In such cases, the Management Board shall be authorized to adjust the number of shares in the articles of association.

(bb) The shares may be sold in ways other than on the stock exchange or by means of an offer to shareholders if the shares are sold against cash at a price that does not fall significantly below the stock market price for company shares at the time of the sale. This authorization is subject to the proviso that the proportionate amount of the shares sold subject to the exclusion of

subscription rights pursuant to section 186(3) sentence 4 AktG do not exceed 10% of the company's share capital in total, either at the time at which this authorization takes effect or at the time at which this authorization is exercised, whichever value is lower. Those shares that are issued from authorized capital during the term of this authorization, subject to the exclusion of subscription rights pursuant to section 186(3) sentence 4 AktG, must be counted towards this limit.

(cc) The shares may be sold against payment in kind, especially in relation to company mergers and the acquisition of companies, parts of companies and company holdings.

This authorization to use the shares can be exercised once or several times, in full or in part, individually or jointly and in pursuit of one or more purposes.

(f) Exclusion of subscription rights. Shareholders' subscription rights relating to treasury shares shall be excluded insofar as these shares are used according to the above authorization under (e), (bb) and (cc). If the purchased treasury shares are sold via the stock exchange, there are also no shareholders' subscription rights. In the event of a sale via the stock exchange, the principle of equal treatment is adhered to pursuant to section 71(1) no. 8 sentence 4 AktG. If treasury shares are sold by means of an offer to all shareholders, the Management Board shall be authorized to exclude subscription rights for residual amounts. As a precautionary measure, any "reverse subscription right" or "right to tender" pursuant to (d) (bb) and, in the context of the purchase of treasury shares by private contract pursuant to lit. (d) (cc), is excluded.

(g) Acquisition and sale through third parties. The above purchase and sale authorizations can also be exercised by dependent companies or companies in which the company holds a majority stake, or by third parties acting on their, or on the company's, behalf.

(h) Severability clause. If, contrary to expectations, individual parts of this authorization resolution are invalid, this shall not affect the other parts of this resolution.