

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

— In accordance with § 172 and § 173 Stock Corporation Act, no resolution is required regarding item 1 on the Agenda, since the Supervisory Board has approved the annual and consolidated financial statements presented by the Management Board, and the annual financial statements have thus already been adopted. § 175 (1) 1 Stock Corporation Act merely stipulates that the Management Board is to convene the General Meeting of Shareholders for the purpose of accepting the adopted annual financial statements and management report, and passing a resolution on any distributable profit, and in the case of a parent company also to accept the consolidated financial statements and group management report approved by the Supervisory Board. The above-mentioned documents will be explained in detail at the Annual General Meeting.

— No resolution is required or scheduled regarding item 6 on the Agenda. The item only serves to give an explanation of the entire transaction for the extensive repayment of the silent participations held by the Financial Market Stabilization Fund. The resolutions of the AGM required for implementation of the necessary transaction structure as described, are proposed for voting under items 7 – 9 on the Agenda.