

**Report of the Management Board on Agenda Item 10 (Resolution on the authorization to acquire treasury shares and their use, including the authorization to cancel acquired treasury shares and reduce share capital as well as cancellation of the corresponding existing authorization)**

Pursuant to Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8 sentence 5 in conjunction with Section 186 para. 4 sentence 2 AktG, the Management Board reports on Agenda Item 10 of the Annual General Meeting on May 2, 2024 on the reasons for the authorization to exclude shareholders' subscription rights when selling treasury shares:

The Management Board and Supervisory Board propose that the Management Board be authorized, with the approval of the Supervisory Board, to acquire treasury shares in the Company until May 1, 2027 in an amount of up to 10% of the share capital existing at the time the resolution is adopted by the Annual General Meeting or - if this amount is lower - of the share capital existing at the time the authorization is exercised.

This authorization is intended to create the possibility of share buybacks and the use of treasury shares. Since the resolution of the Annual General Meeting on May 12, 2022 on the current authorization to acquire and use treasury shares, the authorization to acquire treasury shares has been partially exercised. It is therefore to be proposed to the Annual General Meeting that the Company be granted a new authorization to acquire and use treasury shares, cancelling the remaining authorization, which also takes into account the higher share capital to the extent permitted by the SE Regulation in conjunction with the AktG.

Treasury shares may be acquired via the stock exchange or by way of a public purchase or exchange offer. The principle of equal treatment of shareholders pursuant to Article 9 para. 1 lit. c) (ii) SE Regulation in conjunction with Section 53a AktG must be observed in the acquisition. The proposed acquisition via the stock exchange or by way of a public acquisition or exchange offer takes this into account. If, in the case of a public purchase or exchange offer, the number of shares tendered exceeds the purchase volume envisaged by the Company, the purchase or exchange of the tendered shares per shareholder will be carried out proportionally in the same ratio as the total amount of the purchase offer or the request to sell is to the total number of shares in the Company offered by the shareholders. However, irrespective of the shares tendered by the shareholder, a preferential purchase or exchange of small quantities of up to one hundred (100) shares per shareholder may be provided for. Shares with a tender price determined by the shareholder at which the shareholder is prepared to sell the shares to the Company and which is higher than the purchase price determined by the Company are not taken into account in the acquisition; this applies accordingly in the case

of an exchange ratio determined by the shareholder at which the Company would have to deliver and transfer more exchange shares for shares in the Company than at the exchange ratio determined by the Company.

- a) The proposed authorization provides that acquired treasury shares can be redeemed without a further resolution by the Annual General Meeting or can be resold on the stock exchange or by way of a public offer to all shareholders. The redemption of treasury shares generally leads to a reduction in the Company's share capital. However, the Management Board is also authorized to redeem treasury shares without reducing the share capital in accordance with Article 5 SE Regulation in conjunction with Section 237 para. 3 no. 3 AktG. This would increase the proportion of the remaining shares in the share capital in accordance with Article 5 SE Regulation in conjunction with Section 8 para. 3 AktG (calculated nominal amount) on a pro rata basis. The two aforementioned alternatives comply with the principle of equal treatment under stock corporation law.
  
- b) In addition, the Management Board (or the Supervisory Board, if members of the Management Board are affected) should be able to use treasury shares in connection with various remuneration or bonus programs. The remuneration or bonus programs serve to incentivize the program participants in a targeted manner and to create an alignment of interests between shareholders and program participants, while at the same time binding the latter to the Company:
  - aa) They may be granted to persons who are or were in an employment relationship with the Company or one of its affiliated companies, as well as members of the Company's executive bodies or of companies affiliated with the Company or their investment vehicles, holders of acquisition rights, in particular from call options (issued by the Company's legal predecessors), holders of payment claims from virtual (stock) options, restricted stock units, or other (employee) participation instruments (insofar as the Company has the right to choose to service them in shares and the Company exercises this right), which are or were issued by the Company, the legal predecessors of the Company or its subsidiaries as part of (employee) participation programs, are offered and transferred for direct or indirect acquisition, whereby it is sufficient that beneficial ownership is acquired by the beneficiaries (e.g. with the involvement of a trustee or other service provider). Shareholders' subscription rights are to be excluded in this respect.

- bb) They may be transferred to persons who are or were in an employment relationship with the Company or one of its affiliated companies on the basis of commitments in connection with the employment relationship. Shareholders' subscription rights are to be excluded in this respect.
- c) The Management Board shall also be able, with the approval of the Supervisory Board, to offer and transfer treasury shares in return for non-cash contributions, in particular in the context of business combinations or for the (also indirect) acquisition of companies, operations, parts of companies or equity interests, as consideration for services provided by third parties not affiliated with the Company (in particular service providers) and for the (also indirect) acquisition of assets or claims to the acquisition of assets, including claims against the Company or its Group companies. The aforementioned shares may also be used for the termination or settlement of company law appraisal proceedings at affiliated companies of the Company. Shareholders' subscription rights are to be excluded in this respect. The proposed authorization is intended to strengthen the Company in the competition for interesting acquisition targets and enable it to react quickly, flexibly and in a way that preserves liquidity to opportunities for acquisition that arise. The proposed exclusion of shareholders' subscription rights takes this into account. The decision as to whether treasury shares or shares from authorized capital are used in individual cases is made by the Management Board, which is guided solely by the interests of the Company and its shareholders. When valuing treasury shares and the consideration for them, the Management Board will ensure that the interests of the shareholders are adequately safeguarded. In doing so, the Management Board will take into account the stock market price of the Company's shares; a schematic link to a stock market price is not envisaged, in particular so that negotiation results once achieved cannot be called into question again by fluctuations in the stock market price.
- d) The acquired treasury shares may also be sold by the Management Board, with the approval of the Supervisory Board, to third parties for cash, excluding shareholders' subscription rights, provided that the selling price per share is not significantly lower than the stock market price of the Company's shares at the time of the sale. This authorization makes use of the option of simplified exclusion of subscription rights permitted in Article 5 SE Regulation in conjunction with Section 71 para. 1 no. 8 sentence 5 AktG in corresponding application of Section 186 para. 3 sentence 4 AktG. This enables the Management Board to quickly and flexibly take advantage of favorable stock market situations and to achieve the highest possible resale price by

setting a price close to the market, thereby regularly strengthening equity or attracting new groups of investors. The authorization is subject to the proviso that the shares sold with the exclusion of subscription rights may not exceed a total of 10% of the share capital, either at the time the resolution is adopted or - if this amount is lower - at the time the authorization is exercised. Shares issued or sold during the term of the resale authorization in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG are to be counted towards this limit. This also includes the shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be issued on the basis of the conversion price valid at the time of the Management Board's resolution on the exercise of the authorization, insofar as these bonds or profit participation rights were issued during the term of this authorization up to this point in time with the exclusion of subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG. The financial and voting right interests of the shareholders are adequately safeguarded in this way of selling treasury shares. In principle, shareholders have the option of maintaining their shareholding quota at comparable conditions by purchasing shares on the stock exchange.

- e) In addition, the Company should also be able to use treasury shares to service acquisition obligations or acquisition rights to shares in the Company arising from and in connection with convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations issued by the Company or one of its Group companies. Shareholders' subscription rights must be excluded for this purpose. This also applies in the event of a sale of treasury shares by means of a public offer to all shareholders for the possibility of also granting the creditors of such instruments subscription rights to the shares to the extent to which they would be entitled if the respective conversion or option rights or conversion or option obligations had already been exercised (protection against dilution). This authorization is subject to the proviso that the shares used with the exclusion of subscription rights may not exceed a total of 10% of the share capital, either at the time the resolution is passed or - if this amount is lower - at the time the authorization is exercised. Shares issued or sold during the term of the resale authorization in direct or analogous application of Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG are to be counted towards this limit. This also includes the shares issued to service convertible bonds or bonds with warrants or profit participation rights with conversion or option rights or conversion or option obligations or to be

issued on the basis of the conversion price valid at the time of the Management Board's resolution on the exercise of the authorization, insofar as these bonds or profit participation rights were issued during the term of this authorization up to this point in time with the exclusion of subscription rights in accordance with Article 5 SE Regulation in conjunction with Section 186 para. 3 sentence 4 AktG.

The use of the authorizations explained above under b) to e) may not result in a total pro rata amount of 10% of the Company's share capital being exceeded, either at the time of the resolution by the Annual General Meeting on the above authorizations or - if this amount is lower - at the time these authorizations are exercised. Shares issued from authorized capital with the exclusion of shareholders' subscription rights during the term of the authorizations explained under b) to e) are to be counted towards this 10% limit. Shares issued to service Bonds (including profit participation rights) with conversion or option rights or a conversion obligation (or a combination of these instruments) or to be issued on the basis of the conversion price valid at the time of the Management Board's resolution on the exercise of the authorization must also be included, provided that the Bonds or profit participation rights were issued during the term of the authorizations contained under b) to e) above with the exclusion of shareholders' subscription rights.

The Management Board will report on any use of this authorization at the next Annual General Meeting in accordance with Article 5 SE Regulation in conjunction with Section 71 para. 3 sentence 1 AktG.

Berlin, in March 2024

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