

Annex to the Rules of Procedure of the Board of Management

Transactions subject to approval

- (1) The Board of Management may conduct the following transactions only with the prior approval of the Supervisory Board:
 - (a) Adoption of the annual plan and determination of the annual capital expenditure plan. This budget planning is a part of a three-year plan which is submitted to the Supervisory Board on an updated basis each time.
 - (b) Appointment of fully authorized representatives for the Company.
 - (c) Takeover, sale or encumbrance of participating interests in other companies at a present value exceeding EUR 10 million.
 - (d) Acquisition, sale and encumbrance of land, leasehold rights and rights to land at a value exceeding EUR 5 million.
 - (e) Assumption of suretyships, guarantees, letters of comfort, commitments arising from bills of exchange and/or notes and the furnishing of other security at a value exceeding EUR 25 million or outside the scope of ordinary business operations.
 - (f) Participation in risk and revenue sharing partnerships if the total investment (including entry fees, start-up losses and R&D expenditure) exceeds EUR 100 million in the first five years.
 - (g) Significant changes to the field of activities of the Company.
 - (h) Issue or acceptance of guarantees for bonds and non-current borrowers' note loans.
 - (i) Legal transactions with relatives (§ 15 of the German Tax Code (AO)) of members of the Board of Management, in particular loan transactions.
 - (j) Conclusion, amendment or termination of intercompany agreements as defined by §§ 291 and 292 of the German Stock Corporation Act (AktG).
 - (k) Granting any kind of donations to political parties.

- (l) Restructuring measures which lead to the closure of a site and the loss of more than 250 jobs.
 - (m) Agreement of settlements and other legal waivers which lead to a payment of more than EUR 10 million by the Company.
 - (n) Speculative treasury transactions, in particular transactions with derivatives and forward foreign exchange contracts entailing a risk of more than EUR 1 million. Treasury transactions shall be considered speculative if they are not based on an appropriate operating transaction and they consequently do not serve to hedge against existing risks in a suitable form. Cash investments in types of investment whose rating is poorer than "investment grade" are also considered speculative.
 - (o) Other transactions that are suitable in a similar manner for fundamentally changing the net assets, financial position and/or operating results or the risk position of the Company or that do not come within the scope of the ordinary business operations of the Company.
- (2) Section 32 of the German Codetermination Act of 1976 (MitbestG) remains unaffected.