Information on agenda item 9:

Report from the Management Board to the Annual General Meeting on agenda item 9 pursuant to article 5 SE Regulation in conjunction with sections 221 (4), 186 (4) sentence 2 German Stock Corporation Act (*AktG*)

The Management Board has submitted a written report on item 9 of the agenda for the Annual General Meeting in accordance with article 5 SE Regulation in conjunction with sections 221 (4) sentence 2 and 186 (4) sentence 2 German Stock Corporation Act (*AktG*). Sections 221 (4) sentence 2, 186 (4) sentence 2 German Stock Corporation Act (*AktG*), why it wishes to be authorized to decide on the exclusion of shareholders' subscription rights. The report has the following content:

With the proposal under agenda item 9, an authorization to issue bonds with warrants/convertible bonds, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter also collectively referred to as „Bonds“) in a total nominal amount of up to EUR 50,000,000.00 and to create an associated Conditional Capital 2023 of up to EUR 2,000,000.00, are intended to expand the Company's options for financing its activities in order to continue to provide the Management Board, with the approval of the Supervisory Board, with a path to flexible and timely financing that is in the interest of the Company, in particular when favorable capital market conditions arise. The proposed wording is intended both to bring it into line with current market practice and to make it more flexible. It should be possible to issue bonds up to a total nominal amount of EUR 50,000,000.00, which entitle the holder to subscribe to up to 2,000,000 no-par value bearer shares in the Company. For details of the authorization, please refer to the resolution proposal of the Management Board and Supervisory Board printed under agenda item 9.

The shareholders are in principle entitled to the statutory subscription right to the debt securities (article 5 SE Regulation in conjunction with section 221 (4) in conjunction with section 186 (1) German Stock Corporation Act (*AktG*)). In order to facilitate the settlement, use may be made, in accordance with the usual practice in corporate financing, of the possibility to issue the Bonds to a credit institution or a syndicate of credit institutions with the obligation to offer the Bonds to the shareholders in accordance with their subscription right (indirect subscription right within the meaning of article 5 SE Regulation in conjunction with section 186 (5) German Stock Corporation Act (*AktG*)).

The exclusion of the subscription right for fractional amounts enables the presentation of a practicable subscription ratio with regard to the total amount of the Bonds issued in each case. Without the exclusion of subscription rights for fractional amounts, the technical implementation of the issue and the exercise of the subscription rights would be considerably more difficult, in particular when issuing bonds in round amounts. The exclusion of subscription rights in favour of holders of bonds already issued has the advantage that the conversion or option price for the conversion or option rights already issued does not need to be reduced, thereby enabling a higher overall inflow of funds. Both cases of exclusion of subscription rights are therefore in the interests of the Company and its shareholders.

The Management Board is further authorized, with the approval of the Supervisory Board, to exclude the subscription right of the shareholders in full if the issue of the Bonds meets the volume requirements and the other requirements for an exclusion of subscription rights pursuant to article 5 SE Regulation in conjunction with sections 221 (4), 186 (3) sentence 4 German Stock Corporation Act (*AktG*). Any discount on the current market value of the Bonds is not expected to exceed 3%, but in any case a maximum of 5%. This gives the Company the opportunity to take advantage of favorable market situations very quickly and at very short notice and to achieve better conditions when setting the interest rate, option or conversion price and issue price of the Bonds by setting the conditions close to the market. Setting conditions close to the market and smooth placement would only be possible to a limited extent if the subscription right were maintained. Although article 5 SE Regulation in conjunction with section 186 (2) German Stock Corporation Act (*AktG*) does not permit publication of the subscription price (and thus, in the case of bonds, of the terms and conditions of the bond) until the third last day of the subscription period. However, particularly in view of the increased volatility on the stock markets, even then there is a market risk over several days, which leads to safety margins when determining the bond conditions and thus to conditions that are not close to the market. The granting of a subscription right also jeopardizes the successful placement with third parties and leads to additional expenses due to the uncertainty as to whether this right will be exercised. Finally, if subscription rights are granted, there is no possibility of reacting to favorable market conditions in the short term due to the length of the subscription period.

In this case of an exclusion of the subscription right, pursuant to article 5 SE Regulation in conjunction with section 221 (4) sentence 2 German Stock Corporation Act (*AktG*), the provision of section 186 (3) sentence 4 German Stock Corporation Act (*AktG*) shall apply mutatis mutandis.

Reference is made in the resolution to the limit for exclusions of subscription rights of 10% of the share capital regulated therein. All shares are to be counted towards the maximum amount which are issued under exclusion of subscription rights in accordance with or in corresponding application of article 5 SE Regulation in conjunction with section 186 (3) sentence 4 German Stock Corporation Act (*AktG*). Section 186 (3) sentence 4 German Stock Corporation Act (*AktG*) from the date of registration of this authorization. Section 186 (3) sentence 4 German Stock Corporation Act (*AktG*) further stipulates that the issue price may not be significantly lower than the stock exchange price. This is to ensure that there is no significant economic dilution of the value of the shares. Whether such a dilution effect occurs in the case of the issue of Bonds without subscription rights can be determined by calculating the hypothetical stock market price of the Bonds using recognized methods of financial mathematics and comparing it with the issue price. If this issue price is not significantly lower than the hypothetical stock market price at the time the convertible bonds or bonds with warrants are issued, the exclusion of subscription rights is permissible in accordance with the meaning and purpose of the provision in section 186 (3) sentence 4 German Stock Corporation Act (*AktG*) because the discount is only insignificant. This would reduce the arithmetical market value of a subscription right to almost zero, so that the shareholders cannot suffer any significant economic disadvantage as a result of the exclusion of subscription rights. To the extent that the Management Board deems it appropriate in the respective situation to obtain expert advice, it may avail itself of the support of third parties. For example, the underwriting banks accompanying the issue can assure the Management Board in a suitable form that no significant dilution of the value of the shares is to be expected. This can also be confirmed by an independent bank or expert. Irrespective of this review by the Management Board, the setting of conditions in line with market conditions and thus the avoidance of any significant dilution in the event of a bookbuilding procedure is guaranteed. In this procedure, the Bonds are not offered at a fixed issue price; rather, the issue price or individual terms and conditions of the Bonds (e.g. interest rate and conversion or option price) are determined on the basis of the purchase applications submitted by investors. When making use of this option to exclude subscription rights, the management will keep any discount on the issue conditions compared with the determined market value as low as possible and limit it to a maximum of 5%. All this will ensure that no significant dilution of the value of the shares occurs as a result of the exclusion of subscription rights.

In addition, it shall be possible to exclude subscription rights to the extent necessary to grant subscription rights to the holders or creditors of holders of Bonds if the terms and conditions of the respective conversion and option rights so provide. In order to facilitate placement on the capital market, such conversion and option rights have anti-dilution protection which provides that holders or creditors may be granted subscription rights in subsequent issues in the same way as shareholders. They are thus placed in the same position as if they were already shareholders. In order to provide the conversion and option rights with such protection against dilution, the subscription rights of shareholders must be excluded. This serves to facilitate the placement of the conversion and option rights and thus serves the interests of the shareholders in an optimum financial structure of the Company.

In addition, shareholders have the option of maintaining their share in the Company's share capital at any time by purchasing shares on the stock exchange even after conversion or option rights have been exercised.

The Company is also to be given the option of offering Bonds as consideration in the context of business combinations or the acquisition of companies or parts of companies or interests in companies (including increases in existing shareholdings) instead of cash payments. The authorization is intended to give the Company the necessary room for manoeuvre to be able to quickly and flexibly exploit opportunities which arise for the acquisition of other companies, interests in companies or parts of companies as well as for business combinations. The proposed exclusion of subscription rights takes this into account. When determining the option or conversion conditions, the Management Board will ensure that the interests of the shareholders are adequately safeguarded. As a rule, it will be guided by the stock market price of the Company's shares and observe the requirements of the authorization to determine the issue price of the Bonds with warrants or convertible bonds. However, a schematic link to a stock market price is not envisaged, in particular in order not to call into question negotiation results once achieved due to fluctuations in the stock market price.