

Statement by the Administration re countermotion by MCGM GmbH dated April 25, 2016, relating to the General Meeting on May 10, 2016:

Executive Board and Supervisory Board deem the arguments in favor of a rejection of the proposed resolution to reduce the size of the Supervisory Board (agenda item 7) well presentable as far as the matter in question is concerned, and considerable. Nevertheless, Executive Board and Supervisory Board are, after another careful evaluation, of the opinion that there continue to be good reasons in favor of a reduction of the size of the Supervisory Board at this point in time. Hence, a decision shall be reached by the General Meeting.

With respect to the most recent personnel developments in the Supervisory Board, and with respect to the necessity of potentially having to elect six Supervisory Board members, the Supervisory Board welcomes the election proposals made by MCGM GmbH re agenda item 8 (election to Supervisory Board). For an election of six Supervisory Board members, the Supervisory Board supports – besides the election of the candidates proposed by the Supervisory Board (Messrs. Weinheimer, Garzetti and Somani) – also the election of the additionally proposed candidates.

In the context of the Supervisory Board meeting, Mr. Weinheimer announced that he – should the henceforward nominated candidates be elected respectively reelected/confirmed at the General Meeting and should somebody else run for election to the chair position of the Supervisory Board in the constituent meeting of the Supervisory Board – he is not going to run for the chair position.