

## Additional disclosure details

pursuant to Section 289  
of the German Commercial Code (HGB)

The subscribed capital of €111,588,306 is divided into 37,196,102 bearer shares with an arithmetical value of €3 per share.

The stipulations of the law for the appointment and dismissal of members of the Executive Board are laid down in Sections 84 and 85 of the German Stock Corporation Act (AktG); the stipulations of the law for amending the Articles of Incorporation are laid down in Sections 133 and 179 of the German Stock Corporation Act (AktG).

By resolution of the Annual General Meeting of May 18, 2006, until May 17, 2011 and with the consent of the Supervisory Board, the Executive Board was authorized to increase the Company's capital stock by up to €34,000,000 by the single or multiple issue of new shares (Approved Capital I). New shares can be issued against cash or non-cash contributions, whereby capital increases against non-cash contributions may only take place up to a limit of €22,300,000. The new shares must be offered for subscription by the shareholders. However, with the consent of the Supervisory Board, the Executive Board is authorized to exclude shareholders' statutory subscription rights in certain cases.

By resolution of the Annual General Meeting of May 18, 2006, until November 17, 2007 and with the consent of the Supervisory Board, the Executive Board was authorized to acquire the Company's own shares up to a maximum proportion of 10% of the current capital stock of €111,588,306. The acquired shares can be offered for sale to the shareholders taking into consideration the principle of equal treatment, applied in the context of business combinations or acquisitions, used to fulfill conversion and option rights, or recalled without any further resolution by an Annual General Meeting.

Furthermore, the Annual General Meeting resolved to conditionally increase the Company's capital stock by up to €11,023,398 by issuing up to 3,674,466 bearer shares (Conditional Capital III). The conditional capital increase will only be carried out to the extent that any holders of conversion bonds and option warrants make use of their

conversion and option rights on the basis of the resolution by the Annual General Meeting of May 19, 2005, or fulfill their obligations to exercise conversions/options, and the conditional capital is required for this purpose.

In the case of a change of control resulting from an offer to acquire the Company, as is common business practice, termination possibilities exist for the providers of credit and guaranties for our syndicated cash credit lines of €300 million, our syndicated long-term credit agreement of €1,100 million and various bilateral credit facilities totaling €200 million. For the syndicated long-term credit agreement, there is also an immediate prohibition of any further utilization in the case of such a change of control.

In the case of a change of control and if certain other conditions are fulfilled, the members of the Executive Board have the right to terminate their contracts of service. This regulation would give the members of the Executive Board the required independence in the case of a takeover bid so that they could direct their actions solely to benefit of the Company and its shareholders. Further information on this matter can be found in the compensation report on page 34 of this Annual Report.

## Executive Board compensation

The compensation of the members of the Executive Board is comprised of a fixed salary, bonuses and components with a long-term incentive effect, as well as fringe benefits and pension commitments. Further information including individualized details of payments can be found in the compensation report within the corporate governance report. The compensation report is a constituent part of the management report.