

Annual General Shareholders' Meeting 2018 of Epigenomics AG

Resolutions Passed on Agenda Items 6 to 8

6.

Resolution on the cancellation of the existing Authorized Capital 2017/I pursuant to Section 5 Paragraph 7 of the Articles of Association and on the creation in Section 5 Paragraph 7 of the Articles of Association of new Authorized Capital 2018/I against contribution in cash and/or in kind with the authorization to exclude subscription rights

Against the background that the Company needs to be in a position to cover potential financing needs in a flexible manner, the existing and partially used Authorized Capital 2017/I in an amount of currently up to € 994,426.00 shall be canceled and new Authorized Capital 2018/I in an amount of up to € 2,401,436.00 (corresponding to 10% of the present share capital) shall be created. In this context, the existing Authorized Capital 2017/I shall be canceled only if and when it has been ensured that new Authorized Capital 2018/I is available.

Now, therefore, the Executive Board and the Supervisory Board propose to resolve:

- a) Authorized Capital 2017/I pursuant to Section 5 Paragraph 7 of the Articles of Association is canceled. The cancellation becomes effective upon its registration with the commercial register. Authorized Capital 2017/I can be used until its cancellation becomes effective.
- b) New Authorized Capital (Authorized Capital 2018/I) is created and, to this end, Section 5 Paragraph 7 of the Articles of Association is restated as follows:

"(7) The Executive Board is authorized until May 29, 2023 to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to a total of € 2,401,436.00 against contribution in cash and/or in kind by issuing new non-par value registered shares (Authorized Capital 2018/I). The subscription rights shall be granted to the shareholders. The new shares can also be subscribed by one or more credit institutions or companies acting according to Section 53 Paragraph 1 Sentence 1 or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (KWG) under the obligation to offer the shares to the shareholders for subscription (indirect subscription right). The Executive Board is, however, authorized to exclude, with the consent of the Supervisory Board, the shareholders' statutory subscription rights in the following events:

- for fractional amounts;
- if the new shares are issued according to Section 186 Paragraph 3 Sentence 4 AktG against contribution in cash at an issue price which is not significantly below the stock exchange price of the shares already listed, and the *pro rata* notional portion of the share capital represented by the new shares does not exceed ten per cent (10%) of the share capital at the time this authorization is registered with the commercial register, or, if lower, at the respective time when the authorization is exercised. Other shares which have been newly issued by the Company by way of a capital increase against contribution in cash during the term of this authorization pursuant to Section 186 Paragraph 3 Sentence 4 AktG or Section 203 in connection with Section 186 Paragraph 3 Sentence 4 AktG, or which have been sold following a repurchase, in each case under exclusion of subscription rights, shall be counted towards the 10% limitation. Furthermore, shares for which there is an option or conversion right or obligation, or a share delivery right in favor of the Company, based on bonds with warrants or convertible bonds or participation rights that have been issued during the term of this authorization under exclusion of subscription rights pursuant to Section 221 Paragraph 4

Sentence 2 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG by the Company or its subordinated affiliated companies, shall be counted towards the 10% limitation;

- to the extent necessary to grant subscription rights for new shares to holders or creditors of option rights or creditors of convertible bonds or participation rights issued by the Company or its subordinated affiliated companies in the amount in which they would be entitled thereto upon the exercise of the option or conversion rights or the exercise of share delivery rights, or fulfillment of option or conversion obligations.

The Executive Board is further authorized to determine, with the consent of the Supervisory Board, the dividend rights of the new shares in deviation from Section 60 Paragraph 2 AktG as well as the further details of the implementation of capital increases from Authorized Capital 2018/I. The Supervisory Board is authorized to amend the wording of the Articles of Association, as appropriate, after implementation of a share capital increase from Authorized Capital 2018/I in accordance with the respective share capital increase or after expiry of the term of the authorization."

- c) The Executive Board is instructed to file the cancellation of the current Authorized Capital 2017/I pursuant to Section 5 Paragraph 7 for registration with the commercial register only together with the resolved creation of the new Authorized Capital 2018/I in Section 5 Paragraph 7 of the Articles of Association. The filing is to be made in a manner that the registration of the creation of the new Authorized Capital 2018/I in the commercial register does not occur before the registration of the cancellation of the current Authorized Capital 2017/I and further that the registration of the cancellation of the current Authorized Capital 2017/I occurs only if immediate registration of the new Authorized Capital 2018/I is ensured.

7.

Resolution on the cancellation of the existing Authorized Capital 2017/II pursuant to Section 5 Paragraph 8 of the Articles of Association and the creation in Section 5 Paragraph 8 of the Articles of Association of new Authorized Capital 2018/II against contribution in cash and/or in kind with the authorization to exclude subscription rights

As described in item 6 of the agenda, the Company needs to be in a position to cover potential financing needs in a flexible manner. Therefore, Authorized Capital 2017/II, which has not been used so far and currently amounts to € 9,094,104.00, shall also be replaced by new Authorized Capital 2018/II in a total amount of up to € 9,605,744.00 (corresponding to 40% of the present share capital). In this context, the existing Authorized Capital 2017/II shall be canceled only if and when it has been ensured that new Authorized Capital 2018/II is available.

Now, therefore, the Executive Board and the Supervisory Board propose to resolve:

- a) Authorized Capital 2017/II pursuant to Section 5 Paragraph 8 of the Articles of Association is canceled. The cancellation becomes effective upon its registration with the commercial register. Authorized Capital 2017/II can be used until its cancellation becomes effective.
- b) New Authorized Capital (Authorized Capital 2018/II) is created and, to this end, Section 5 Paragraph 8 of the Articles of Association is restated as follows:

"(8) The Executive Board is authorized until May 29, 2023 to increase with the consent of the Supervisory Board the share capital of the Company once or several times by up to a total of € 9,605,744.00 against contribution in cash and/or in kind by issuing new non-par value registered shares (Authorized Capital 2018/II). The subscription rights shall be granted to the shareholders. The Company shall organize a trading of the subscription rights through a stock exchange. The new shares can also be subscribed by one or more credit institutions or companies acting according to Section 53 Paragraph 1 Sentence 1 or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (KWG) under the obligation to offer the shares to the shareholders for subscription (indirect subscription right). The Executive Board is, however, authorized to exclude, with the consent of the Supervisory Board, the shareholders' statutory subscription rights for fractional amounts.

The Executive Board is further authorized to determine, with the consent of the Supervisory Board, the dividend rights of the new shares in deviation from Section 60 Paragraph 2 AktG as well as the further details of the implementation of capital increases from Authorized Capital 2018/II. The Supervisory Board is authorized to amend the wording of the Articles of Association, as appropriate, after implementation of a share capital increase from Authorized Capital 2018/II in accordance with the respective share capital increase or after expiry of the term of the authorization."

- c) The Executive Board is instructed to file the cancellation of the current Authorized Capital 2017/II pursuant to Section 5 Paragraph 8 for registration with the commercial register only together with the resolved creation of new Authorized Capital 2018/II in Section 5 Paragraph 8 of the Articles of Association. The filing is to be made in a manner that the registration of the creation of new Authorized Capital 2018/II in the commercial register does not occur before the registration of the cancellation of the current Authorized Capital 2017/II and further that the registration of the cancellation of the current Authorized Capital 2017/II occurs only if immediate registration of new Authorized Capital 2018/II is ensured.

8.

Resolution on the cancellation of the authorization, as resolved by the General Shareholders' Meeting of May 30, 2017 under item 6 subparagraph c) of the agenda to issue bonds with warrants, convertible bonds, participation rights or a combination of such instruments and to exclude the subscription right, on the granting of a new authorization to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right, as well as on the amendment of Conditional Capitals IX and X as well as Section 5 Paragraphs 5 and 6 of the Articles of Association

The General Shareholders' Meeting of May 30, 2017 has resolved, under item 6 of the Agenda, an authorization to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right as well as amendments of the Conditional Capitals IX and X as well as Section 5 Paragraphs 5 and 6 of the Articles of Association. Part of the authorization to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right has been used to issue convertible bonds in 2017 which allow for the subscription of a maximum of 994,397 shares in the Company. By now, the holders or creditors have not yet made use of their conversion rights resulting from the convertible bonds.

Due to the issuance of convertible bonds, the authorization of May 30, 2017 to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right has been partially used up. In order to give the Company additional flexibility in covering any potential financial needs, a new authorization to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right shall be resolved upon; further, the Conditional Capitals IX and X, by way of an increase of Conditional Capital X, and Section 5 Paragraph 5 and Paragraph 6 of the Articles of Association shall be amended accordingly.

Now, therefore, the Executive Board and the Supervisory Board propose to resolve:

- a) **Cancellation of the authorization granted by the General Shareholders' Meeting of May 30, 2017 under item 6 subparagraph c) of the agenda to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right**

The authorization of the Executive Board to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right as resolved by the Annual General Shareholders' Meeting of the Company of May 30, 2017 under item 6 subparagraph c) of the agenda is canceled.

b) Authorization to issue bonds with warrants, convertible bonds, participation rights or a combination of these instruments and to exclude the subscription right

(1) *Term of authorization, nominal amount, term, number of shares and further specifications of the bonds and/or participation rights*

The Executive Board is authorized until May 29, 2023, with the consent of the Supervisory Board, to issue, once or several times, bearer or registered bonds with warrants, convertible bonds, participation rights or a combination of these instruments in an aggregate nominal amount of up to € 100,000,000.00 with or without a fixed term and to grant option rights to the holders or creditors of bonds with warrants and/or participation rights with warrants and grant conversion rights to the holders or creditors of convertible bonds and/or convertible participation rights for up to a total of 8,991,718 non-par value registered shares of the Company representing an aggregate notional portion of the share capital of the Company of up to € 8,991,718.00 as further specified in the terms and conditions of these bonds or participation certificates. The terms and conditions of the bonds or participation certificates may, instead of conversion or option rights for the holders or creditors of the bonds or participation certificates, within the scope set forth above, provide for (i) an obligation to exercise an option or conversion right at the end of the term or another point in time or (ii) the right of the Company, upon maturity of the bonds or participation rights (in particular upon final maturity or maturity due to the exercise of a termination right), to grant to the holders or creditors non-par value shares of the Company or another listed company instead of the payment of the cash amount due (or parts thereof) ("share delivery right").

The bonds or participation rights may, in addition to euros, be issued in the legal currency of another country, limited to the corresponding value expressed in euro. They may also be issued by a subsidiary of the Company. In such case, the Executive Board is authorized to assume, subject to Supervisory Board approval, the guarantee on behalf of the Company for the bonds or participation rights and to grant to the holders or creditors option or conversion rights for non-par value registered shares of the Company or to agree on option or conversion obligations or a share delivery right.

The bonds shall be divided into notes (*Teilschuldverschreibungen*).

(2) *Subscription right; exclusion of subscription right*

The bonds, to the extent that they provide for option or conversion rights, option or conversion obligations or a share delivery right for the delivery of shares of the Company, and the participation rights shall be offered to the shareholders for subscription. The statutory subscription right may also be granted to the shareholders in such a manner that the bonds and/or participation rights will be underwritten by one or more credit institutions or by one or more companies operating in accordance with Section 53 Paragraph 1 Sentence 1 and/or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (KWG) subject to the obligation to offer the bonds and/or participation rights to the shareholders for subscription. If the bonds or participation rights are issued by a subsidiary, the Company must ensure that the statutory subscription rights are granted to the shareholders of the Company in accordance with the two preceding sentences.

However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in the following circumstances:

- The Executive Board is authorized, with the consent of the Supervisory Board, to exclude from the shareholders' subscription rights any fractional amounts resulting from the subscription ratio.
- The Executive Board is authorized, with the consent of the Supervisory Board, to also exclude the shareholders' subscription rights to the extent required to grant a subscription right to the holders or creditors of previously issued bonds with warrants, convertible bonds or convertible participation rights (and/or bonds or participation rights with a share delivery right for the delivery of shares of the Company) in an amount to which such holders or creditors would be entitled as shareholders

after the exercise of the option or conversion rights, or in case of the fulfillment of obligations to exercise option or conversion rights, or after the exercise of a share delivery right.

- The Executive Board is further authorized, with the consent of the Supervisory Board, to entirely exclude the shareholders' subscription rights for bonds with warrants or convertible bonds or convertible participation rights which are issued against payment in cash to the extent that the Executive Board has concluded, following an examination in accordance with its legal duties, that the issuing price of the bonds and/or participation rights is not significantly below their hypothetical market value calculated on the basis of recognized, particularly financial mathematical, methods. This authorization to exclude the subscription right only applies to bonds or participation rights with an option or conversion right and/or obligation or with a share delivery right for delivery of shares of the Company representing a notional portion of the share capital which in the aggregate must not exceed 10% of the share capital at the time this authorization takes effect or – if the amount of the share capital is lower at that point in time – at the time of the exercise of this authorization. Treasury shares which are disposed of under an exclusion of the shareholders' subscription rights pursuant to Section 71 Paragraph 1 No. 8 in connection with Section 186 Paragraph 3 Sentence 4 AktG in the time period from the beginning of the term of this authorization until the issuance of the relevant bonds or participation rights shall be counted towards the aforementioned 10% limitation. Furthermore, shares issued in the time period from the beginning of the term of this authorization until the issuance of the relevant bonds or participation rights in connection with a cash capital increase under exclusion of the subscription right pursuant to Section 186 Paragraph 3 sentence 4 AktG or pursuant to Section 203 in connection with Section 186 Paragraph 3 Sentence 4 AktG shall also be counted towards the aforementioned 10% limitation. Finally, shares in respect of which an option or conversion right or obligation or a share delivery right for delivery of shares of the Company in favor of the Company exists under bonds with warrants or convertible bonds or participation rights which have been issued during the term of this authorization based on other authorizations under exclusion of the subscription right pursuant to Section 221 Paragraph 4 Sentence 2 in connection with Section 186 Paragraph 3 Sentence 4 AktG by the Company or any of its subordinated affiliated companies shall also be counted towards the aforementioned 10% limitation.
- To the extent that participation rights without an option or conversion right or obligation, and without a share delivery right for delivery of shares of the Company are issued, the Executive Board is authorized to entirely exclude the shareholders' subscription right, with the consent of the Supervisory Board, if these participation rights have bond-like characteristics, i.e. do not confer membership rights in the Company, do not provide for a participation in the liquidation proceeds and the amount of interest is not calculated based on the annual surplus, the distributable profit or the dividend (provided that a cap on interest based on the annual surplus, the distributable profit, the dividend or any other ratio determined by reference to these benchmarks shall not be deemed a dependent calculation within the meaning of this provision). In addition, interest and issue price of the participation rights must, in such case, substantially correspond to current market terms at the time of issuance.

(3) *Option right; conversion ratio*

If bonds with warrants or participation rights with warrants are issued, one or more warrants will be attached to each note or each participation certificate which entitle or oblige – including under a share delivery right – the holders or creditors to subscribe for non-par value registered shares of the Company as further specified by the terms and conditions of the bonds or participation certificates determined by the Executive Board. The terms and conditions of the bonds or participation certificates may provide that the option price may also be paid by way of transfer of notes and/or participation certificates or by offsetting against the claim for repayment under the notes and/or the participation rights and, if appropriate, an additional cash payment (respectively an agio) or an option premium in cash. Any fractions of shares may, if so provided for in the terms and conditions of the bond and/or participation certificates, be added up for the subscription of whole shares, against additional payment if necessary.

If convertible bonds or convertible participation rights are issued, the holders of bearer bonds or bearer participation certificates or, otherwise, the creditors of the notes and/or participation certificates, have the indefeasible right or – including based on a share delivery right – the obligation to convert their notes and/or participation certificates as further specified in the terms and conditions of the bonds and/or participation certificates determined by the Executive Board into non-par value registered shares of the Company or, as the case may be, to take delivery of such shares. The conversion ratio is determined by dividing the nominal amount by the conversion price determined for one non-par value registered share of the Company. If the issue price of a note or a participation certificate is below its nominal amount, the conversion ratio may also be determined by dividing the issue price by the conversion price determined for one non-par value registered share of the Company. For the calculation of the conversion ratio, an additional cash payment (respectively an agio to be paid in cash) or a cash conversion premium may be added to the nominal amount or the issue price of a note or participation certificate. The terms and conditions of the bonds and/or participation certificates may provide for a variable conversion ratio and for the conversion price being determined (subject to the minimum price as described in (4) below) depending on the development of the stock price of the Company during the term of the bond and/or participation right. The conversion ratio may in any event be rounded up or down to the next whole number; also in this case an additional payment (or an agio) or a conversion premium, in each case payable in cash, may be determined. Also, it may be provided that fractional amounts resulting from the conversion ratio that cannot be converted are consolidated and/or settled in cash. Section 9 Paragraph 1 and Section 199 Paragraph 2 AktG remain unaffected.

(4) *Option and conversion price; anti-dilution protection*

If a subscription right is granted or if the subscription right is only excluded for fractional amounts, the option or conversion price to be determined for a non-par value share of the Company must at least be equal to 70 % of the non-weighted average closing share price of the shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange (i) during the subscription period, except for those days which are necessary to timely announce the option or conversion price pursuant to Section 186 Paragraph 2 Sentence 2 AktG, or, (ii) if the Executive Board determines and announces the option or conversion price already at an earlier point in time, during the last ten trading days preceding the day of the Executive Board's resolution on the determination of the option or conversion price.

If the subscription right is not only excluded for fractional amounts, the option or conversion price to be determined in each case for a non-par value share of the Company must - subject to the provisions hereinafter - be equal to at least 110 % and, if the term of the bond or participation certificate exceeds 18 months, 120 % of the non-weighted average closing share price of the non-par value shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day when the Executive Board has adopted the resolution to issue the bonds and/or participation rights.

If an option or conversion obligation or a share delivery right is provided for, the option or conversion price – as further specified in the terms and conditions of the bond and/or participation certificates – can amount to 70 % or more of the non-weighted average closing share price of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day of final maturity or, as the case may be, another specified point in time, even if the price resulting therefrom is lower than the minimum price calculated pursuant to paragraph 1 and 2 of this no. (4), but must, if the subscription right is not only excluded for fractional amounts, in any case amount to at least 110 % and, if the term of the bond or participation certificate is longer than 18 months, 120 % of the non-weighted average closing share price of the non-par value shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the ten trading days preceding the day when the Executive Board has adopted the resolution to issue the bonds and/or participation rights.

The pro rata amount of the share capital attributable in respect of each note or participation certificate to the non-par value shares of the Company to be issued thereunder must not exceed the nominal amount of the note and/or participation certificate including, if applicable, an additional cash payment (or a share

premium paid upon issue) or a cash option or conversion premium. Section 9 Paragraph 1 and Section 199 Paragraph 2 AktG remain unaffected.

Notwithstanding Section 9 Paragraph 1 AktG, the option or conversion price may be reduced pursuant or analogously to Section 216 Paragraph 3 AktG based on an anti-dilution provision as further specified in the terms and conditions of the bonds and/or participation certificates to preserve the rights of the holders and/or creditors of the bond and/or participation rights if the Company, during the option or conversion period, (i) increases its share capital by way of a capital increase from the Company's reserves and the issue of new shares, (ii) increases its share capital or sells treasury shares granting an exclusive subscription right to its shareholders (notwithstanding a possible exclusion of subscription rights for fractional amounts) or (iii) while granting an exclusive subscription right to its shareholders (in each case notwithstanding a possible exclusion of subscription rights for fractional amounts) issues, grants or guarantees additional bonds or participation rights with option or conversion rights or with the obligation to exercise an option or conversion or with a share delivery right, and if, in the cases referred to in (i) to (iii), the holders or creditors of already existing option or conversion rights or the debtors of already existing option or conversion obligations or share delivery rights are not granted the subscription rights they would have been entitled to by statute following the exercise of the option or conversion right or fulfillment of the option or conversion obligation, or the exercise of the share delivery right by the Company. The option or conversion price may, to the extent legally permissible, also be reduced by a cash payment upon the exercise of the option or conversion right or the share delivery right or the fulfillment of the option or conversion obligation. To the extent required to protect against dilution, the terms and conditions of the bond and/or participation certificates may in the aforementioned cases also provide for an adjustment of the number of the option or conversion rights or obligations or share delivery rights per note or participation certificate, as applicable.

The terms and conditions of the bonds and/or participation certificates may also provide for an adjustment of the option or conversion rights or obligations or share delivery rights and/or the number of option or conversion rights or, as the case may be, conversion obligations or, as the case may be, share delivery rights per partial bond or, as the case may be, per participation certificate in the event that the Company's capital is reduced, the Company's capital is increased under (partial or complete) exclusion (not only for fractional amounts) of the shareholders' subscription right, or other extraordinary measures are taken or events occur resulting in economic dilution of the value of the option or conversion rights or obligations or share delivery rights (e.g. third parties gaining control of the Company). Section 9 Paragraph 1 and Section 199 Paragraph 2 AktG remain unaffected.

(5) *Further provisions*

The terms and conditions of the bond and/or participation certificates may provide that, if the option or conversion is exercised, the Company shall be entitled – instead of granting new non-par value shares – to pay a cash amount for each share otherwise to be delivered, which is equal to the non-weighted average closing share price of the non-par value shares of the Company in the electronic trading system of the Frankfurt Stock Exchange during the ten trading days following the day on which the declaration of exercise of the option or conversion was made.

The terms and conditions of the bond and/or participation certificates may also provide that, instead of conversion into new shares from conditional capital, the bonds and/or participation rights may, at the option of the Company, be converted into existing shares of the Company or shares of another listed company or that the option right may be fulfilled or, where an option obligation or a share delivery right is provided for, such obligation may be discharged by delivering such shares.

The Executive Board of the Company is authorized, with the consent of the Supervisory Board, to determine the further details concerning the issuance and features of the bonds and/or participation rights, in particular, interest rate, issue amount, determination of an option or conversion premium to be paid in cash, term and denomination, subscription and/or conversion ratio, creation of an option or conversion obligation or of a share delivery right, settlement or consolidation of fractional amounts, cash payment

instead of delivery of shares, anti-dilution provisions, option and conversion period, seniority and a possible sharing of losses, as well as, within the aforementioned range, the option and/or conversion price and the issue price of the new shares, and to provide for a subscription right of the holders or creditors of the bonds or participation rights in the event that the Company or a Group company issues additional bonds or participation rights with option or conversion rights or obligations or a share delivery right for delivery of shares of the Company, or, as the case may be, to determine any such details in coordination with the competent bodies of the Group company issuing the bonds and/or participation rights.

c) Amendment of Conditional Capital IX

Conditional Capital IX is amended as follows:

"The Company's share capital is conditionally increased by up to € 521,095.00 through issuance of up to 521,095 new non-par value registered shares (Conditional Capital IX). The conditional capital increase serves the purpose of granting shares to the holders or creditors of bonds or participation rights issued by the Company on the basis of the authorization resolution of the General Shareholders' Meeting of May 30, 2017, or by the Company or a subordinated affiliated company on the basis of the authorization resolution of the General Shareholders' Meeting of May 30, 2018, if option or conversion rights are exercised, if option or conversion obligations are fulfilled or if the Company exercises its optional right to deliver shares of the Company instead of payment of the cash amount due (or parts thereof). The new shares are issued at the respective option or conversion price to be determined in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2017 or the authorization resolution of the General Shareholders' Meeting of May 30, 2018.

The conditional capital increase is only to be implemented if bonds or participation rights are issued in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2017 or in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2018, and only to the extent that

- option or conversion rights are exercised or
- holders or creditors of bonds or participation rights who are under an obligation to exercise an option or under a conversion obligation fulfill their obligation to exercise the option or their conversion obligation or
- the Company exercises its optional right to deliver shares of the Company instead of paying the cash amount due (or parts thereof)

and to the extent that no cash settlement is granted and no shares from an authorized capital, treasury shares or shares of another listed company are delivered. The new shares issued carry dividend rights from the commencement of the fiscal year in which they are issued. The Executive Board is authorized, as far as legally permissible and with the consent of the Supervisory Board, to determine that, if no resolution on the application of the profit of the fiscal year immediately preceding the year of the issuance of the new shares has been adopted when the new shares are issued, the new shares shall carry dividend rights from the commencement of the fiscal year immediately preceding the year of the issuance. The Executive Board is also authorized, with the consent of the Supervisory Board, to determine the further details concerning the implementation of the conditional capital increase."

d) Amendment of Conditional Capital X

Conditional Capital X is amended as follows:

"The Company's share capital is conditionally increased by up to € 9,465,020.00 through issuance of up to 9,465,020 new non-par value registered shares (Conditional Capital X). The conditional capital increase serves the purpose of granting shares to the holders or creditors of bonds or participation rights issued by the Company on the basis of the authorization resolution of the General Shareholders' Meeting of May 30, 2017, or by the Company or a subordinated affiliated company on the basis of the authorization resolution of the General Shareholders' Meeting of May 30, 2018, if option or conversion rights are exercised, if option

or conversion obligations are fulfilled or if the Company exercises its optional right to deliver shares of the Company instead of payment of the cash amount due (or parts thereof). The new shares are issued at the respective option or conversion price to be determined in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2017 or the authorization resolution of the General Shareholders' Meeting of May 30, 2018.

The conditional capital increase is only to be implemented if bonds or participation rights are issued in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2017 or in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2018, and only to the extent that

- option or conversion rights are exercised or
- holders or creditors of bonds or participation rights who are under an obligation to exercise an option or under a conversion obligation fulfill their obligation to exercise the option or their conversion obligation or
- the Company exercises its optional right to deliver shares of the Company instead of paying the cash amount due (or parts thereof)

and to the extent that no cash settlement is granted and no shares from an authorized capital, treasury shares or shares of another listed company are delivered. The new shares issued carry dividend rights from the commencement of the fiscal year in which they are issued. The Executive Board is authorized, as far as legally permissible and with the consent of the Supervisory Board, to determine that, if no resolution on the application of the profit of the fiscal year immediately preceding the year of the issuance of the new shares has been adopted when the new shares are issued, the new shares shall carry dividend rights from the commencement of the fiscal year immediately preceding the year of the issuance. The Executive Board is also authorized, with the consent of the Supervisory Board, to determine the further details concerning the implementation of the conditional capital increase."

e) Amendment of Section 5 Paragraph 5 of the Articles of Association

Section 5 Paragraph 5 of the Articles of Association shall be amended as follows:

- "(5) The Company's share capital is conditionally increased by up to € 521,095.00 divided into up to 521,095 non-par value registered shares (Conditional Capital IX). The conditional capital increase is only to be implemented to the extent that
- (a) the holders or creditors of option or conversion rights under bonds or participation rights issued by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2017, or issued by the Company or a subordinated affiliated company and guaranteed by the Company until May 29, 2023 based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2018, exercise their option or conversion rights, or
 - (b) the holders or creditors of bonds or participation rights issued by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2017, or issued by the Company or a subordinated affiliated company and guaranteed by the Company until May 29, 2023 based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2018, are obliged to exercise an option or to effect a conversion and fulfill this obligation, or
 - (c) the Company exercises its optional right to grant shares of the Company, instead of paying a cash amount due (or parts thereof), to the holders or creditors of bonds or participation rights issued by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2017, or issued by the Company or a subordinated affiliated company and guaranteed by the Company until May 29, 2023 based

on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2018,

and to the extent that no cash settlement is granted and no shares from an authorized capital, treasury shares or shares of another listed company are delivered. The new shares are issued at the respective option or conversion price, in each case to be determined in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2017 or, as the case may be, in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2018. The new shares issued carry dividend rights from the commencement of the fiscal year in which they are created. The Executive Board may, as far as legally permissible and with the consent of the Supervisory Board, determine that, if no resolution on the application of the profit of the fiscal year immediately preceding the year of the issuance of the new shares has been adopted when the new shares are issued, the new shares shall carry dividend rights from the commencement of the fiscal year immediately preceding the year of the issuance. The Executive Board is further authorized, with the consent of the Supervisory Board, to determine the further details concerning the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the amount in which the share capital is increased in each case from Conditional Capital IX."

f) Amendment of Section 5 Paragraph 6 of the Articles of Association

Section 5 Paragraph 6 of the Articles of Association shall be amended as follows:

- "(6) The Company's share capital is conditionally increased by up to € 9,465,020.00 divided into up to 9,465,020 non-par value registered shares (Conditional Capital X). The conditional capital increase is only to be implemented to the extent that
- (a) the holders or creditors of option or conversion rights under bonds or participation rights issued by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2017, or issued by the Company or a subordinated affiliated company and guaranteed by the Company until May 29, 2023 based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2018, exercise their option or conversion rights, or
 - (b) the holders or creditors of bonds or participation rights issued by the Company based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2017, or issued by the Company or a subordinated affiliated company and guaranteed by the Company until May 29, 2023 based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2018, are obliged to exercise an option or to effect a conversion and fulfill this obligation, or
 - (c) the Company exercises its optional right to grant shares of the Company, instead of paying a cash amount due (or parts thereof), to the holders or creditors of bonds or participation rights issued by the Company, based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2017, or issued by the Company or a subordinated affiliated company and guaranteed by the Company until May 29, 2023 based on the authorization of the Executive Board by resolution of the General Shareholders' Meeting of May 30, 2018,

and to the extent that no cash settlement is granted and no shares from an authorized capital, treasury shares or shares of another listed company are delivered. The new shares are issued at the respective option or conversion price, in each case to be determined in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2017 or, as the case may be, in accordance with the authorization resolution of the General Shareholders' Meeting of May 30, 2018. The new shares issued carry dividend rights from the commencement of the fiscal year in which they are created. The Executive Board may, as far as legally permissible and with the consent

of the Supervisory Board, determine that, if no resolution on the application of the profit of the fiscal year immediately preceding the year of the issuance of the new shares has been adopted when the new shares are issued, the new shares shall carry dividend rights from the commencement of the fiscal year immediately preceding the year of the issuance. The Executive Board is further authorized, with the consent of the Supervisory Board, to determine the further details concerning the implementation of the conditional capital increase. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the amount in which the share capital is increased in each case from Conditional Capital X."