

Written report of the Management Board on agenda item 6 concerning the reasons for the exclusion of the subscription right pursuant to Sections 203 (2) sentence 2 AktG, 186 (4) sentence 2 AktG

At present, the Company has (with addition of the current Authorised Capital 2020/I amounting to EUR 608,058.00 (Article 3 (6) Articles of Association) and the current Authorised Capital 2021/I amounting to EUR 1,111,097.00 (Article 3 (11) Articles of Association)) Authorised Capital in the amount of EUR 1,719,155.00 at its disposal. This is equivalent to 11.07% of the Share Capital. The purpose is to restore to the Company extensive flexibility for use of authorised capital in the amount of the maximum legally permissible volume of 50% of the current Share Capital in the amount of EUR 15,527,775.00, and hence in the amount of EUR 7,763,887. This should enable the Company to continue exploiting nascent business opportunities as quickly as possible.

The new Authorised Capital 2022/I should allow the Company to raise on short notice all the capital it requires for its continued development on the capital markets by issuing new shares. It should enable the Company furthermore to act flexibly and promptly in the exploitation of a favourable market environment to cover its future financing requirements and to respond quickly and successfully to advantageous offers or opportunities that otherwise arise, as well as to take advantage of opportunities for the expansion of the Company and, in doing so, to create in particular the possibility for the issue of new shares which may be

represented by American Depositary Shares (“ADS”) listed on the New York Stock Exchange or the NASDAQ Stock Market. Given that decisions on the coverage of the Company’s future capital requirements are usually necessary at short notice, it is important in this regard that the Company should not be dependent on the rhythm of the Annual General Meetings or on the long notice period for an extraordinary General Meeting. The legislator has taken these circumstances into account with the instrument of authorised capital. In principle, the shareholders of the Company have a subscription right to newly issued shares, i.e. each shareholder has the right to subscribe new shares in a number that corresponds to their respective participation in the Company’s Share Capital until that time. The authorisation stipulates that, in the event of a capital increase against cash contributions, the newly issued shares may also be handled by one or more domestic banking institution(s) or one or more foreign enterprises operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) German Banking Act, with the obligation to offer them to the shareholders for subscription. This does not constitute a restriction of the subscription right, as the shareholder is indirectly granted the same subscription rights as would be the case in direct subscription. For technical reasons, at least one domestic banking institution or a foreign enterprise operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) German Banking Act shall be interposed, which shall accept the subscription requests of the shareholders and, after the implementation of the capital increase, deliver the shares against payment of the subscription price to the shareholders with subscription entitlements.

The proposed resolution includes an authorisation to exclude this subscription right, which applies in principle upon exploitation of the authorised capital for certain purposes that are specified in detail in the proposed resolution and reflect the relevant statutory provisions. The Management Board and the

Supervisory Board hold that this authorisation to exclude shareholders' subscription rights is materially justified and appropriate vis-à-vis the shareholders, taking into account and weighting all circumstances in the reasons explained below.

- a) The authorisation to exclude the subscription right for the utilisation of fractional shares is necessary in order to ensure at all times a practicable subscription ratio in the event of a capital increase. Its purpose is therefore only to enable utilisation of the authorised capital with round amounts. Fractional amounts are created if the subscription ratio and the amount of a capital increase do not permit the equal distribution of the new shares to shareholders. Technical implementation of the capital increase would be more difficult without this authorisation, especially if the capital is increased by a round amount. The costs of trading the rights to fractional shares are disproportionate to the benefit for shareholders. The shares that are free of subscription rights and are created by exclusion of subscription rights for free fractional amounts will be sold on the stock exchange (if possible) or otherwise in the best possible way for the Company. The potential dilution effect is low due to the limitation of fractional shares.
- b) The intended exclusion of subscription rights for capital increases against contributions in kind is mainly intended to enable the acquisition of companies, parts of companies and interests in companies against the granting of shares. Sellers often demand shares in the Company as a form of consideration in these transactions. Likewise, the Company may have a particular interest, especially to preserve liquidity, in offering the respective seller new shares in the Company as consideration for a company, a part of a company or an

interest in a company. Shares from authorised capital may be a sensible form of consideration, especially when liquidity is scarce and the conditions for raising debt capital in various industries have become fundamentally more difficult.

The authorised capital enables the Company to respond quickly and flexibly when opportunities arise to acquire companies, parts of companies or interests in companies against the issue of new shares in eligible individual cases. The proposed authorisation permits acquisitions against the issue of shares in the Company and strengthens the Company's equity base at the same time.

The Management Board and the Supervisory Board will only utilise the option of a capital increase against contributions in kind under exclusion of subscription rights from the authorised capital if the value of the new shares and the value of the consideration (company, part of a company or interest in a company as well as receivables, if applicable) reflect a reasonable ratio. This prevents shareholders excluded from the subscription right from incurring economic losses. These shareholders have the option of maintaining their shareholding through purchases on the stock exchange at essentially the same prices.

- c) The authorisation to exclude subscription rights in favour of the holders of conversion or option rights is intended to avoid reducing the option or conversion price according to the usual anti-dilution clauses contained in the option or conversion terms and to prevent any requirement to make an additional cash payment to the holders of such rights. Anti-dilution clauses are necessary to facilitate placement on the capital market and protect the holders or creditors of the bonds from dilution due to subsequent share issues. Instead of compensation by

reducing the option or conversion price or making an additional cash payment, an alternative method of dilution protection will be created by granting the holders or creditors of the bonds with option or conversion rights a subscription right in an amount equivalent to what their entitlement would have been after exercising the option or conversion right or after fulfilment of the conversion obligation.

- d) The Company is authorised furthermore to exclude subscription rights in the event of capital increases against cash contributions in an amount up to a maximum of 10% of the Company's share capital, whereby the issue price of the new shares must not be significantly lower than the stock exchange price of the Company's listed shares. The exchange price shall also be the price of ADS multiplied by the number of ADS representing one share. It shall be at the discretion of the Company to select which stock exchange price shall be authoritative if the Company's share is listed on the Regulated Market of the Frankfurt Stock Exchange and, at the same time, ADS of the Company are listed on the New York Stock Exchange or on the NASDAQ Stock Exchange. This authorisation to exclude subscription rights in the case of cash capital increases enables the Management Board, with the consent of the Supervisory Board, to exclude shareholders' subscription rights in accordance with Section 186 (3) sentence 4 AktG. The share capital at the time this authorisation becomes effective and at the time it is exercised shall be authoritative in calculating the 10% limit; neither of these limits may be exceeded. The Company shall offset against the limit of 10% of the share capital (i) those shares that have been or will be issued to service conversion or option rights, insofar and inasmuch as the convertible bonds or bonds with warrants from which these rights arise are issued during the term of the authorisation in analogous

application of Section 186 (3) sentence 4 AktG, as well as (ii) those shares that are sold during the term of the Authorised Capital 2022/I on the basis of an authorisation to sell treasury shares pursuant to Sections 71 (1) no. 8 sentence 5, 186 (3) sentence 4 AktG, excluding subscription rights. This authorisation enables the Company to exploit favourable stock market conditions at short notice and to strengthen its equity base.

The shareholders' interest in dilution protection to preserve value is taken into account by ensuring that the issue price of the share is not significantly lower than the stock exchange price. As the new shares will be placed close to the market price, each shareholder will be able to maintain their shareholding by acquiring shares on the market at approximately the same conditions as the issue. The Management Board will set the issue price as close to the current stock market price as possible, taking into account the respective situation on the capital market, and will make efforts to place the new shares in a manner that does not harm the market.

- e) Finally, the Management Board shall be authorised, with the consent of the Supervisory Board, to exclude the subscription right for the purpose of listing the Company's share, in the form of ADS if applicable, on a foreign stock exchange. In this context, it should also be possible to provide the participating underwriters with the shares they need for settlement or in connection with any over-allotment option, to the exclusion of the shareholders' subscription rights.

Introducing the Company's share, possibly in the form of ADS, on foreign stock exchanges and specifically, for example, on the New York Stock Exchange (NYSE) or the NASDAQ stock exchange, is consistent

with the Company's interests for a variety of reasons. Of particular note is the fact that US investors (institutional and private) are especially interested in technology stocks, possibly more than the European and German markets. Moreover, the German market has a limited capacity to absorb young shares. The Company would decisively improve its ability to introduce additional capital measures to meet its financing needs by introducing the Company's share on the NYSE, NASDAQ or elsewhere, possibly in the form of ADS. In addition, broadening the shareholder base in this way would reduce the volatility of the Company's share price and increase its attractiveness, which would again increase its capability to introduce additional capital measures to cover future financial requirements. Furthermore, listing the Company's share, possibly in the form of ADS, on at least one major foreign stock exchange would raise general awareness of the Company's share abroad and in doing so create additional advantages for operational business. This would specifically create sales benefits and increase the ability to recruit further highly qualified employees. Moreover, the US market is becoming increasingly crucial to the Company and its affiliated enterprises. Listing the Company's shares on the NYSE or NASDAQ would impact positively on the perception of the Company in the US and would therefore be beneficial for the Company's business development.

With regard to the scope of a possible placement – combined with an exclusion of subscription rights – the Company should be in a position to exploit any opportunities arising from the market conditions at the time of an IPO to expand its shareholder base and to raise new liquidity to such extent as is reasonable, with due consideration of the existing

shareholders' interest in preventing an undue dilution of their shareholdings.

The Management Board requires some discretionary leeway to determine a placement price that reflects market expectations. In this regard, the Management Board will give adequate consideration to the financial interests of its current shareholders. When setting the placement price in particular, the Management Board will make any discounts on the prevailing stock exchange price in connection with the placement only in the extent it deems conducive to a successful placement on the foreign stock exchange. The Management Board will base its price determination on a pricing procedure that reflects the market circumstances, e.g. within the framework of a book building process.

Based on the elaborations above, the authorisation to exclude subscription rights is necessary in all cases within the limits described and is in the interest of the Company. The Supervisory Board will only grant its required consent to the utilisation of the authorised capital under exclusion of subscription rights if the requirements described herein and the legal requirements are met.

The Management Board will report to the Annual General Assembly on the utilisation of the Authorised Capital 2022/I.