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Pursuant to secs. 126(1), 127 of Germany's Stock Corporation Act (AktG), the following countermotion is submitted with regard to agenda item 3 "Discharge of the Executive Board members for the 2012 financial year".

It is proposed that **no** discharge be given to the Executive Board members for the 2012 financial year.

Reasons

The hitherto dependable continuity of the dividend policy described in the annual reports until now as "follow[ing] a clear logic" (see p. 53, annual report 2010, last paragraph), is now giving way in the 2nd financial year to a rather random, unpredictable dividend policy in 'lord-of-the-manor style', for which all Executive Board members are crucially responsible.

The 2011 annual report made reference to "continuity on the basis of distributing a stable percentage" (p. 53, Profit distribution), proposing a dividend payment of €0.25 per share, although the communicated prerequisites (net profit for the year in the individual HGB financial statements) were not in place.

Quote on page 53, annual report 2011, last paragraph: "The Executive Board and Supervisory Board emphasise that this dividend payment is an exception. **Future dividend proposals will again follow the established dividend policy and be based on the operating result, if and to the extent that the net profit for the year in the individual HGB financial statements allows a distribution to be made.**"

Although the 2012 annual report, on page 36 under the heading "Our shareholders participate in the Group's performance", reads that the prerequisites are met for a dividend payout, Executive Board and Supervisory Board have nevertheless decided to propose at the Annual General Meeting (AGM) that payment of a dividend be suspended.

Quote page 51, 2012 annual report, last paragraph: "The Executive Board and Supervisory Board will propose the transfer of the entire distributable profit of EUR 296m to other retained earnings at the Annual General Meeting to be held on 7 May 2013."

Hence, this proposed appropriation of the profit for 2012 is in sharp contrast to the statement made in the annual report just a year ago. What is more, declaring the suspension of the dividend simultaneously under the heading "Our shareholders participate in the Group's performance" also reveals a certain lack of respect for shareholders, so that, for the second year running, the 'clear' dividend policy again described in the 2012 annual report is demonstrably not being taken seriously. No dramatic change in the Company's economic situation between 2011 and 2012 is discernible that might have explained such a breach of promise and is nowhere in sight as justification for suspending the dividend.

Hence, confidence in the Executive Board's statements has been seriously impaired. No discharge can be given under these circumstances.