

ANNUAL GENERAL MEETING 2018

AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING

- 01 PRESENTATION OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2017, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2017 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2017
- The Supervisory Board has not made any comments to the stand-alone annual accounts or the consolidated financial statements for the financial year 2017 as drawn up by the Management Board (the **Financial Statements**).
- The Management Board and the Supervisory Board propose to the Meeting to approve the Financial Statements and the report of the independent auditor relating thereto in accordance with article 461-7 of the Luxembourg Act on commercial companies dated 10 August 1915, as amended (the **Companies Act**).
- 02 ACKNOWLEDGEMENT OF THE LOSS OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2017 AND ALLOCATION TO THE LEGAL RESERVE FOR THE FINANCIAL YEAR 2016
- The Management Board proposes that the Meeting acknowledges that the Company has made a loss with respect to the financial year 2017 in an aggregate amount of EUR 12,824,000.
- The Management Board proposes to the Meeting to carry forward the balance of losses to the next financial year.
- The Management Board further proposes that the Meeting resolves to allocate an amount of EUR 94,580.11 out of the profit and reserves carried forward from the financial year 2016 to the legal reserve, in accordance with article 461-1 of the Companies Act and as set out in the notes to the stand-alone annual accounts of the Company for the financial year 2016.
- 03 DISTRIBUTION OUT OF THE FREELY DISTRIBUTABLE RESERVES OF THE COMPANY
- The Management Board proposes that the Meeting resolves to approve the distribution out of the freely distributable reserves of the Company in an aggregate amount of EUR 42,588,246 (corresponding to EUR 2.00 per issued share of the Company) to the shareholders of the Company (the **Distribution**).

The Distribution shall be payable within 3 business days as of this Meeting.

- 04 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2017

The Management Board and the Supervisory Board propose to the Meeting to grant discharge (*quitus*) to the present and past members of the Management Board for the performance of their duties as members of the Management Board for, and in connection with, the financial year 2017.

- 05 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2017

The Management Board and the Supervisory Board propose to the Meeting to grant discharge (*quitus*) to the members of the Supervisory Board for the performance of their duties as members of the Supervisory Board for, and in connection with, the financial year 2017.

- 06 APPOINTMENT OF THE INDEPENDENT AUDITOR (*CABINET DE RÉVISION AGRÉÉ*) FOR THE FINANCIAL YEAR 2018

The Supervisory Board proposes to the Meeting to appoint Ernst & Young SA as independent auditor (*cabinet de révision agréé*) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial year 2018, and to grant power and authority to the Management Board and the Supervisory Board to enter into the relevant agreement (in accordance with market standards) with Ernst & Young SA.

- 07 AUTHORISATION TO THE MANAGEMENT BOARD TO REDEEM SHARES OF THE COMPANY

The Management Board proposes to the Meeting to grant all powers to the Management Board to redeem shares of the Company for a period of 5 years following the date of the present Meeting.

The Management Board proposes that the Meeting resolves (i) that the aggregate nominal amount of the shares of the Company which may be redeemed shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the present Meeting and (ii) that all such redemptions are made within a price range between the trading price per share on the trading day immediately prior to the resolution of the Management Board resolving on the redemption of shares of the Company minus 5%, and the trading price per share on the trading day immediately prior to the resolution of the Management Board resolving on the redemption of shares of the Company plus 5%.

Any such redeemed shares shall be held as treasury shares by the Company with their voting and dividend rights being suspended.

08 AMENDMENT OF THE REFERENCE TO THE DATE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

The Management Board proposes to the Meeting to remove the reference to a specific date for the annual general meeting of the shareholders, in accordance with article 450-8 of the Companies Act and to consequently amend article 9 of the Articles, as set out in Schedule 1 to the convening notice.

09 AMENDMENT OF THE TERM OF OFFICE OF THE MEMBERS OF THE MANAGEMENT BOARD

The Management Board proposes to the Meeting to increase the maximum term of office of the members of the Management Board to 4 financial years of the Company and to consequently amend article 11.2 of the Articles, as set out in Schedule 1 to the convening notice.

10 INTRODUCTION OF A RIGHT OF CONSULTATION FOR THE CHIEF EXECUTIVE OFFICER OF THE COMPANY WITH RESPECT TO ANY CHANGES TO THE MANAGEMENT BOARD

The Management Board proposes to the Meeting to grant a right of consultation to the Chief Executive Officer of the Company for any decision by the Supervisory Board with respect to changes in the composition of the Management Board or changes in the allocation of responsibilities under the business plan (*Geschäftsverteilungsplan*) of the Company amongst members of the Management Board, and to consequently amend article 11.4 of the Articles, as set out in Schedule 1 to the convening notice.

11 INTRODUCTION OF A CASTING VOTE FOR THE CHAIRMAN OF THE MANAGEMENT BOARD

The Management Board proposes to the Meeting to introduce a casting vote for the chairman of the Management Board and to consequently amend article 12.4(c) of the Articles, as set out in Schedule 1 to the convening notice.

12 DELETION OF ARTICLE 16.1 FROM THE ARTICLES

The Management Board proposes to the Meeting to delete article 16.1 "Daily Management" from the Articles and to renumber the following articles 16.2 and 16.3 accordingly.

13 AMENDMENT OF THE ANNUAL FEES ALLOCATED TO THE MEMBERS OF THE SUPERVISORY BOARD

The Management Board and the Supervisory Board propose to the Meeting to increase the gross annual fee entitlements of the members of the Supervisory Board as follows:

- an annual fee in a gross amount of EUR 60,000 for the chairman of the Supervisory Board;
- an annual fee in a gross amount of EUR 50,000 for the deputy chairman of the Supervisory Board;
- an annual fee in a gross amount of EUR 40,000 for each other member of the Supervisory Board; and
- an annual fee in a gross amount of EUR 10,000 for the chairman of the audit committee of the Company and the chairman of any other committee of the Company that may exist from time to time,

and to consequently amend article 18.5 of the Articles, as set out in Schedule 1 to the convening notice.

14 RESTATEMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Management Board proposes to restate the Articles in their entirety, as set out in Schedule 2 to the convening notice, for the purpose of (i) to the extent approved, reflecting the changes resulting from resolutions 8 to 13 above (to the extent the relevant resolutions have been approved), (ii) reflecting the new article references in the Companies Act and (iii) updating the German translation of such Articles and adjusting certain inconsistencies between the English version and the German translation.

If approved, the amendment and restatement of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.