

# UNABRIDGED RESOLUTION PROPOSALS OF THE MANAGEMENT.

Non-binding convenience translation of the resolution proposals as published in the Federal Gazette on 27 March 2024, including updated resolution proposal on agenda item 2 on 7 May 2024.

## Item 1.

### **Presentation of the adopted Company Financial Statements and the approved Group Financial Statements along with the consolidated Management Report for the Company and the Group as at 31 December 2023 and the report of the Supervisory Board for the financial year 2023.**

In accordance with statutory provisions, no resolution of the Annual General Meeting is planned for agenda item 1. The Company Financial Statements and the Group Financial Statements have already been approved by the Supervisory Board. The Company Financial Statements are thus adopted.

## Item 2.

### **Resolution on the utilisation of unappropriated profit.**

The Board of Management and the Supervisory Board propose that the unappropriated profit for the financial year 2023 in the amount of € 3,802,488,470.32 be utilised as follows\*:

- Distribution of a dividend in the amount of €6.02 per € 1 par value upon non-voting preference shares (57,256,891 preference shares), amounting to € 344,686,483.82;
- Distribution of a dividend in the amount of € 6.00 per € 1 par value on the dividend bearing share capital (572,737,871 common shares), amounting to € 3,436,427,226.00;
- Transfer of the remaining amount of € 21,374,760.50 to other revenue reserves.

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Dividend per preference share	€ 6.02
Dividend per common share	€ 6.00
Distribution to shareholders	€ 3,781,113,709.82
Transfer to other revenue reserves.	€ 21,374,760.50

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The proposal for the utilisation of unappropriated profit reflects 7,057,796 treasury common shares and 1,663,517 treasury preference shares held by the Company. These treasury shares are not entitled to a dividend pursuant to § 71b AktG.

## Item 3.

### **Resolution on the ratification of the acts of the Board of Management.**

The Board of Management and the Supervisory Board propose that the acts of the members of the Board of Management in the financial year 2023 be ratified for this period.

## Item 4.

### **Resolution on the ratification of the acts of the Supervisory Board.**

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board who were in office during the financial year 2023 and are listed below under items 4.1 to 4.20 be ratified for this period:

4.1 Dr Norbert Reithofer (Chairman)	4.11 Johann Horn
4.2 Dr Martin Kimmich (Deputy Chairman)	4.12 Dr hc Susanne Klatten
4.3 Stefan Quandt (Deputy Chairman)	4.13 Jens Köhler
4.4 Stefan Schmid (Deputy Chairman)	4.14 Gerhard Kurz
4.5 Dr Kurt Bock (Deputy Chairman)	4.15 André Mandl
4.6 Christiane Benner	4.16 Dr Dominique Mohabeer
4.7 Dr Marc Bitzer	4.17 Anke Schäferkordt
4.8 Bernhard Ebner	4.18 Prof Dr Christoph M. Schmidt
4.9 Rachel Empey	4.19 Dr Vishal Sikka
4.10 Dr Heinrich Hiesinger	4.20 Sibylle Wankel

\* Updated resolution proposal on agenda item 2 (7 May 2024): Since the convocation of the Annual General Meeting, the number of shares entitled to dividends has decreased as a result of share buy-backs by the Company. As announced in the convening notice, the Board of Management and the Supervisory Board have therefore updated their resolution proposal in accordance with the above wording. The dividend amount per dividend-bearing share has remained unchanged. The amount of the unappropriated profit that is not required for the distribution as a result of the decreased number of dividend-bearing shares is to be transferred to the other revenue reserves. In the above version, the proposed resolution will be to a vote at the Annual General Meeting.

### **Item 5.**

#### **Election of the auditor.**

On the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed as Company and Group auditor for the financial year 2024 and as auditor to carry out a review of the Condensed Interim Group Financial Statements and Interim Group Management Report for the first six months of the financial year 2024.

### **Item 6.**

#### **Elections to the Supervisory Board.**

The Supervisory Board proposes that the following persons be elected as shareholder representatives on the Supervisory Board with effect from the end of the Annual General Meeting on 15 May 2024:

- 6.1 Dr hc Susanne Klatten, Munich, entrepreneur, for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2027,
- 6.2 Stefan Quandt, Bad Homburg v. d. Höhe, entrepreneur, for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2027,
- 6.3 Dr Vishal Sikka, Los Altos Hills, California, USA, Founder and CEO of Vianai Systems, Inc., for a further term of office until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2027.

### **Item 7.**

#### **Resolution on the approval of the remuneration report.**

The Supervisory Board and the Board of Management propose that the remuneration report for the financial year 2023, prepared and audited in accordance with § 162 AktG, be approved.