

# **Annex 3 to the Rules of Procedure for the Executive Board of September 7, 2016**

## **§ 1 Provision of information to the Supervisory Board**

- (1) The provision of sufficient information to the Supervisory Board and its committees by the Executive Board is the shared responsibility of both bodies.
- (2) The Executive Board shall supply the Supervisory Board and the competent committees with regular, up-to-date, comprehensive reports on all issues relevant to the Company and Group relating to strategy, planning, business development, risks, risk management and compliance. Insofar as sole decision-making authority has been delegated to committees, the Executive Board shall report directly to the relevant committee only. In such cases the Executive Board shall inform the Supervisory Board chairman.
- (3) The Executive Board's reports shall comply with the principles of conscientious and accurate reporting. The Executive Board shall also meet requirements for the clarity and continuity of the information. In all other respects the Executive Board shall itself choose the form and style of the reports.
- (4) Reports by the Executive Board to the Supervisory Board shall generally be made in text form.
- (5) Every Supervisory Board member shall have the right to take cognizance of the reports and oral information provided by the Executive Board to the Supervisory Board chairman. Insofar as reports are made in text form, they shall be provided to each Supervisory Board member on demand unless otherwise resolved by the Supervisory Board.

## **§ 2 Regular reports**

- (1) The Executive Board shall report on planned business policy and other fundamental issues relating to the Group's corporate planning no less than once a year, unless changes in circumstances or new matters necessitate an immediate report. These reports shall include in particular information on the planned development and strategy of the Group, an outline of the implementation of strategy at operating level, a presentation of the finance, investment and personnel planning and the accounting policy for the Group and individual Group areas, and information on variances in actual performance from previously reported targets and the reasons for these (follow-up reporting). The corporate planning which the Executive Board presents for a fiscal year shall contain in particular a short-term corporate plan for the current fiscal year (forecast) and the following fiscal year (budget) as well as a mid-term plan (operating plan) and long-term plan (strategic dialogue).
- (2) In connection with the Supervisory Board resolution on the parent-company and consolidated financial statements for the year (financial statement meeting), the Executive Board shall report on the profitability of the Company and the Group based on the management information also used for internal control. Earnings per share shall also be addressed in the report.
- (3) With reference to year-on-year and plan/actual comparisons, the Executive Board shall report on the earning power of the Group as a whole and individual areas of the Group on the basis of meaningful profitability ratios as also used for internal control, and the profitability of major investment projects (from €150 million project volume).

- (4) The Executive Board shall report regularly, at least every quarter of the year, on the state of business, in particular sales and the situation of the Company and the Group. The report shall provide an update on the results of operations and financial position, personnel development, major risks to the Group and individual Group areas, and compliance. Variances from the prior year and the planning shall be explained.
- (5) The Executive Board shall report on all transactions which could significantly impact the profitability or liquidity of the Company and/or the Group. These reports shall as a rule be submitted in good time to allow the Supervisory Board the opportunity to comment on the transactions before they are entered into.

### **§ 3 Special reports**

- (1) The Executive Board shall report to the Supervisory Board chairman without delay on other important matters. The chairman of the Executive Board/CEO shall report to the Supervisory Board chairman immediately on major events of key significance for assessing the situation, performance and management of the Company or the Group.
- (2) The Supervisory Board chairman shall inform the Supervisory Board members of the special reports by no later than the next Supervisory Board meeting.

### **§ 4 Reports on request**

- (1) The Supervisory Board may request a report from the Executive Board at any time on the Company's affairs, its legal and business relations with subsidiaries, and business transactions at these subsidiaries which could significantly impact the situation of the Company.
- (2) Requests for reports are subject to a resolution passed by a simple majority of the Supervisory Board.