

Management Board report on the partial utilisation of the Authorised Capital 2013 subject to the exclusion of shareholders' subscription rights in December 2014 and February 2015 in relation to the sell-out right of the GAGFAH S.A. shareholders as part of the company's takeover offer presented to the shareholders of GAGFAH S.A.

Pursuant to Section 16 para. 1 of Luxembourg's Takeover Act, the GAGFAH shareholders are entitled to a three-month sell-out right in relation to the GAGFAH shares held by them at the end of the deadline for the acceptance of the takeover offer ("**sell-out right**"). In relation to this sell-out right, the GAGFAH shareholders wishing to avail themselves of this right must, among other things, be offered a consideration equivalent in volume to the combined consideration (cash and share component) of the takeover offer. In accordance with Luxembourg's Takeover Act, the company is also obliged to offer the GAGFAH shareholders a consideration in cash only, in addition to the combined consideration (cash and share component) of the takeover offer.

In order to make the necessary shares available to the GAGFAH shareholders who opt for the combined consideration in relation to their sell-out right as part of a non-cash capital increase against mixed contributions in kind, the Management Board resolved on the basis of the Authorised Capital 2013 pursuant to its resolutions dated December 1, 2014, and December 15, 2014, to increase the company's share capital totalling €354,106,228.00 following implementation of offer capital increase I subject to the exclusion of subscription rights by means of a further capital increase against mixed contributions in kind (**offer capital increase IIa**) from €354,106,228.00 by up to €6,256,580.00 to up to €355,939,395.00 by issuing 6,256,580 new no-par-value registered shares in the company from the Authorised Capital 2013 with a proportionate amount of the share capital of €1.00 per share and an issue price of €1.00 per share and dividend entitlement as of January 1, 2015 (collectively the "**additional put shares**").

The Management Board also resolved on February 24, 2015, to cancel its utilisation resolution dated December 1, 2014, (and supplemented by a resolution dated December 15, 2014) in respect of a possible further increase in the company's share capital against cash contributions ("**cash capital increase IIb**"), as such an implementation was no longer necessary.

By resolution dated November 30, 2014 (and supplemented by a resolution dated December 30, 2014), the Supervisory Board approved the Management Board's utilisation resolution dated December 1, 2014, in respect of offer capital increase IIa. The Supervisory Board likewise approved the cancellation of the Management Board's utilisation resolution in respect of offer capital increase IIb.

Offer capital increase IIa will only be implemented following the expiry of the three-month sell-out right, i.e. only after the date of the company's 2015 Annual General Meeting. The Management Board will report on the form and the extent of the implementation of the planned offer capital increase IIa at the company's upcoming Annual General Meeting.

In relation to the sell-out right, the GAGFAH shareholders will be offered a consideration equivalent in volume to the consideration of the takeover offer. With regard to the appropriateness of this consideration, we refer to the corresponding explanations in the Management Board report under item II. 4.