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AMENDMENTS ARE MARKED AS FOLLOWS:  
INSERTIONS ARE UNDERLINED,  
DELETIONS ARE CROSSED OUT  
\*\*\*\*\*

[...]

**III. Section: General Inclusion Provisions**

[...]

**§ 9 Decision on the Inclusion Application; Publication**

[...]

- (3) Inclusions shall be published by DBAG pursuant to § ~~3640~~ Paragraph 3.

**IV. Section: Special Provisions for Inclusion in the Quotation Board**

[...]

**§ 10 Application Eligibility; Inclusion and Takeover**

- (1) Securities are included in the Quotation Board upon application of a Participant pursuant to § 5 Paragraph 1 which is also a Specialist pursuant to § ~~3338~~. In the case of shares in open domestic and foreign investment assets which are formed by way of investment funds or investment stock corporations (hereinafter “fund shares”), an inclusion application may exclusively be placed by Specialists pursuant to § ~~3338~~ which are commissioned with assumption of the Specialists’ duties for fund shares.
- (2) Shares and certificates representing shares may also be included in the Quotation Board by DBAG without an application by a Participant. A Participant pursuant to Paragraph 1 Clause 1 may, on application, take over the rights and duties according to these Terms and Conditions (hereinafter “takeover”) for shares or certificates representing shares which were included by DBAG without an application by a Participant. Upon such takeover, the Participant taking over such rights and duties shall be equivalent to a Participant who has placed an application for inclusion of securities into the Quotation Board; in particular, § 13 Paragraph 1 and § ~~3943~~ shall apply.

**§ 11 Additional Inclusion Prerequisites for Non-Equities**

[...]

- (2) Debt securities (hereinafter “bonds”) which have legally not come into existence yet at the time of inclusion may, irrespective of fulfilment of the prerequisites pursuant to § 7 bullet point 34 and 45, be included. The inclusion shall end without a termination being required if

[...]

[...]

**§ 14 Termination and End of Inclusion; Cessation of Trading**

[...]

- (3) Upon expiry of the notice period according to Paragraph 1 or upon effectiveness of the termination according to Paragraph 2, the trading of securities whose inclusion has been terminated, may be ceased in the Quotation Board. The applying Participant’s rights and duties will be omitted upon expiry of the notice period according to Paragraph 1 or upon effectiveness of the termination according to Paragraph 2; hereof unaffected remain the obligation of payment already due fees according to § 3943. The cessation of trading shall be published by the Management Board of FWB on the Internet pages of FWB under <http://www.deutsche-boerse.com>.

[...]

[...]

**V. Section: Special Provisions for Inclusion in Scale and in the Basic Board**

[...]

**§ 17 Additional Inclusion Prerequisites for Shares or Certificates Representing Shares**

- (1) The inclusion of shares or certificates representing shares in Scale with simultaneous inclusion in the Basic Board, additionally requires that

[...]

- b) an inclusion document has been created pursuant to Annex 2 or, in the event that shares or certificates representing shares are offered in form of a public offer requiring a prospectus, a prospectus pursuant to Paragraph 3 letter b) aa) has been created. The Inclusion document pursuant to Annex 2 or the prospectus pursuant to Paragraph 3 letter b) aa) shall be published pursuant to § 3640 Paragraph 1.

[...]

## **§ 21 Follow-Up Inclusion Obligations for Shares and Certificates Representing Shares**

- (1) The Applying Issuer whose shares or certificates representing shares are included in Scale with simultaneous inclusion in the Basic Board, must fulfil the following obligations:

- a) Submission and publication of the annual financial statements and the management report

Within a period of six months after the expiration of each financial year, the issuer must publish reviewed annual financial statements and a management report – in case the issuer is obliged to consolidate, reviewed consolidated financial statements and a group management report instead – as well as the audit certificate or the certificate on its rejection and submit and publish such annual financial statements along with such management report to DBAG. The publication shall be carried out pursuant to § 3640 Paragraph 1. The annual financial statements and the management report or consolidated financial statements and the group management report, respectively, must be prepared

[...]

- b) Submission and publication of the half-yearly financial statements and the interim management report

The issuer must prepare condensed financial statements (half-yearly financial statements) and an interim management report – in case the issuer is obliged to consolidate, condensed consolidated financial statements and an interim group management report instead – covering the first six months of each financial year and, no later than four months after the expiration of such reporting period and submit and publish such half-yearly financial statements and such interim management report to DBAG. The publication shall be carried out pursuant to § 3640 Paragraph 1. The condensed financial statements must contain at least a condensed balance sheet, a condensed profit and loss account as well as an annex. The accounting standards, which are applied to the annual financial

statements, are also to be applied to the condensed financial statements. The interim management report must include at least the most important events from the reporting period in the issuer's company and their effects on the condensed financial statements as well as a description of the most important opportunities and risks for the six months following the reporting period. In case of an obligation to consolidate, Clauses 2 to 4 shall apply accordingly with regard to consolidated financial statements and the interim group management report.

[...]

- g) Notification on and Submission of changes with regard to the issuer or the securities included

The issuer must inform DBAG immediately about

[...]

- ee) every change with regard to the contact persons determined by the issuer for the follow-up inclusion obligations pursuant to § 17 Paragraph 1 letter hg) or with regard to the contact data; in this case, the issuer must immediately submit an email to DBAG, rule-enforcement@deutsche-boerse.com, containing information on the new contact person and/or the new contact data,

[...]

[...]

## **§ 24 Publication of the Imposition of a Contractual Penalty**

DBAG is entitled to publish the imposition of a contractual penalty pursuant to § 23 and to specify the issuer's company and the specific violation of obligation pursuant to § 3640 Paragraph 3 in such publication.

[...]

## **§ 26 Information from DBAG to the Issuer on Termination of the Supporting Capital Market Partner Contract**

[...]

- (2) The termination of recognition as Capital Market Partner shall be published pursuant to § 3640 Paragraph 3.

## § 27 Termination of Inclusion in Scale

[...]

- (3) After termination of inclusion in Scale pursuant to Paragraph 1 or Paragraph 2, the inclusion of the securities in the Basic Board continues to exist subject to the provision that the issuers of shares or certificates representing shares or bonds have fulfilled the follow-up inclusion obligations pursuant to § 28. Furthermore, the obligation of payment regarding already due fees according to § 3843 shall remain unaffected.

[...]

[...]

## § 30 Termination of Inclusion in the Basic Board; Cessation of Trading

[...]

- (3) Upon the expiration of the notice period pursuant to Paragraph 1 or upon the effectiveness of the termination according to Paragraph 2, the trading of securities whose inclusion has been terminated, may be ceased in the Basic Board. All rights and duties of the Applying Issuer will be omitted upon the expiration of the notice period pursuant to Paragraph 1 or upon the effectiveness of the termination pursuant to Paragraph 2 in relation to the inclusion in the Basic Board; hereof unaffected remain the obligation of payment already due fees according to § 3943. The cessation of trading shall be published by the Management Board of FWB on the Internet pages of FWB under <http://www.deutsche-boerse.com>.

## § 31 Inclusion upon Change of the Applying Issuer's Legal Form

- (1) In case of a change of the Applying Issuer's legal form which does not materially change the shareholders' rights, in particular a change of legal form from a German partnership limited by shares (Kommanditgesellschaft auf Aktien, "KGaA") to a German public limited company (Aktiengesellschaft, "AG") or to a Societas Europea, the inclusion also applies to the shares of the Applying Issuer following its change of legal form. ~~from a German public limited company (Aktiengesellschaft, "AG") to a German partnership limited by shares (Kommanditgesellschaft auf Aktien, "KGaA") or from a German partnership limited by shares to a German public limited company, the subject of the inclusion shall be amended so that the inclusion applies to the shares of the Applying Issuer following its change of legal form ("change of share class"). In the following, the shares of the new class shall be deemed as included.~~

[...]

- (3) The change of legal form share class will be published by DBAG pursuant to § 3640 Paragraph 3.

**VI. Section: Special Provisions for the Inclusion of Structured Products**

**§ 32 Entitled Applicants; Inclusion**

[...]

- (3) In deviation from § 38 Paragraph 2 of the German Stock Exchange Act (Börsengesetz; hereinafter "BörsG"), Structured Products that are launched for public subscription may be included in the Open Market before the end of the allocation to the subscribers.

[...]

**VIII. Section: Final Provisions**

[...]

**§ 40 Publications of DBAG**

- (1) DBAG shall publish
- a) the documents submitted pursuant to § 17 Paragraph 3 letter b) and § 19 Paragraph 1 letter a) in connection with § 17 Paragraph 3 letter b) alternative 2, with the exception of the documents submitted pursuant to § 17 Paragraph 3 letter b) alternative 2 letter bb).

[...]

[...]

**§ 42 Data Protection**

[...]

- (2) Data collected pursuant to Paragraph 1 whose nondisclosure is in the interests of the Participants, the Applying Issuer, the guarantors, the Applying or supporting Capital Market Partners (hereinafter referred to by themselves or together as "Parties") or third parties – in particular personnel data as well as operating and business secrets – shall only be used for the purpose named in

Paragraph 1 and only if the clarification of facts relevant therefore is not possible or acceptable by other means of finding or evidence. In cases of Clause 1, collected data may be transferred to the authorities named in § 10 Paragraph 1 Clause 3 German Stock Exchange Act (Börsengesetz, BörsG), provided these authorities need to have knowledge of these data in order to fulfil their obligations.

[...]

(5) [...]

Companies which are affiliated with DBAG pursuant to § 15 AktG are entitled to record, process and use information if and only if

[...]

- c) in the case of such information consisting of personal data, the personal data is submitted to a company having its registered office in a member state of the European Union or in another contractual state of the agreement on the European Economic Area or which guarantees an appropriate level of data protection and provided that data secrecy pursuant to § 53 German Federal Data Protection Act (Bundesdatenschutzgesetz, BDSG) is preserved.

[...]

## Fee List

### I. Inclusion Fee

[...]

- 4.) The fee for the one-time inclusion of Structured Products in the Open Market amounts to EUR 1,500.
- a) The fee to be paid pursuant to Fee List, I. Number 4 Sentence 1 Clause 4 is limited to a total of EUR 75,000 per calendar year per issuer for which the participant submits the application for up to 5,000 inclusions in the calendar year. For included Structured Products in the calendar year exceeding this amount, the fee to be paid pursuant to Clause Sentence 4 shall be paid again until a total amount of EUR 100,000 is reached for all inclusions of an issuer in the calendar year. Thereafter, the further levying of the fee pursuant to Fee List, I. Number 4 Sentence 1 Clause 4 shall be waived.
- b) If the inclusion in more than half of all inclusion applications submitted per calendar year is based on inclusion applications submitted via the electronic

application tool "E-Listing Structured Products", the fee to be paid pursuant to Fee List, I. Number 4 Sentence 41 may not exceed a total of EUR 70,000 per calendar year per issuer for up to 5,000 inclusions in the calendar year. For included Structured Products in the calendar year exceeding this amount, the fee to be paid pursuant to Fee List, I. Number 4 Sentence 14 shall be paid again until a total amount of EUR 95,000 is reached for all inclusions of an issuer in the calendar year. Thereafter, the further levying of the fee pursuant to Fee List, I. Number 4 Sentence 41 shall be waived.

- c) For each inclusion made in response to an inclusion request not submitted via the electronic application tool "E-Listing Structured Products", the fee to be paid shall increase by EUR 0.50 without offsetting against the fee caps pursuant to Fee List, I. Number 4 letter a) and letter b) Clause 4 a) and b).

## II. Listing Fee for Non-Structured Products

[...]

- 3.) The fee for the listing in the Basic Board shall per calendar quarter be

[...]

- b) for bonds ~~that do not fall under c)~~ EUR 1,875

## III. Listing Fee for Structured Products

The participant who applied for the inclusion of a Structured Product pursuant to § 3233 Paragraph 2 in another currency than EUR (foreign currency), has to pay for each included Structured Product a fee of EUR 500 per year provided that the trading and settling currency equals to the preferred foreign currency. The obligation to pay the listing fee in full exists at the time of inclusion and on 1 January of each calendar year. A pro rata reimbursement of the listing fee shall not be made.

The quote provider applying for the inclusion of Structured Products in foreign currency pursuant to § 3233 Paragraph 2 may reduce the listing fee by purchasing the package sizes listed below.

[...]



## **Annex 2 Inclusion document for the inclusion in Scale with simultaneous inclusion in the Basic Board**

[...]

### **Please note:**

Pursuant to § 3640 Paragraph 1 Letter a), the inclusion document may be published on the DBAG webpages at [www.deutsche-boerse-cash-market.com](http://www.deutsche-boerse-cash-market.com) for the duration of five years.

[...]

## **Annex 3 Confirmation of the Applying Capital Market Partner concerning the appropriateness of the Issuer for Scale**

We, **company / registered office of the Applying Capital Market Partner**, here certify with regard to the issuer of the securities (ISIN) to be included in Scale, **company / registered office of the issuer** (hereinafter "Issuer"), that an appropriate legal and financial due diligence has been conducted concerning the issuer for the purpose of IPO according to which we have resumed that

[...]

### **IV. the issuer meets at least three of the following criteria/key figures**

~~[in case of Number 1 letter a) to letter c), please provide the actual figures based on the latest reviewed annual financial statements or consolidated financial statements, respectively, and, if one of the criteria is not met, provide a brief explanation]:~~

#### **1. in case of shares or certificates representing shares to be included:**

[...]

Contributions in foreign currencies must correspond with the respective contribution in EUR. In case of Number 1 letter a) to letter c), actual figures based on the latest reviewed annual financial statements or consolidated financial statements, respectively, have to be provided, and, if one of the criteria is not met, a brief explanation must be included.

[...]

## **Annex 5 Confirmation with regard to Financial Analyses**

We, **company/registered office of the issuer** (hereinafter "Issuer") hereby confirm with respect to the shares or certificates representing shares (ISIN) to be included/included in Scale that the following Capital Market Partner will prepare financial analyses and that we will publish them on our website pursuant to § 21 Paragraph-1 letter c).

[...]

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