

SCHEDULE 5
Part II

English language version of Provisions Regarding Resolutions of Holders I

The following provisions regarding resolutions of Holders constitute part of the Terms and Conditions of the Notes and are incorporated therein by reference.

Part A
PROVISIONS APPLICABLE TO RESOLUTIONS TO BE PASSED
AT MEETINGS OF HOLDERS

§ 1
Convening the Meeting of Holders

(1) Meetings of Holders (each a "**Holdings Meeting**") shall be convened by the Issuer or by the Holders' Representative. A Holdings Meeting must be convened if one or more Holders holding together not less than 5 per cent. of the outstanding Notes so require in writing, stating that they wish to appoint or remove a Holdings Representative, that pursuant to § 5(5) sentence 2 Act on Debt Securities (*Schuldverschreibungsgesetz*) a notice of termination ceases to have effect or that they have another specific interest in having a Holdings Meeting convened.

(2) Holders whose legitimate request is not fulfilled may apply to the competent court to authorise them to convene a Holdings Meeting. The court may also determine the chairman of the meeting. Any such authorisation must be disclosed in the publication of the convening notice.

(3) The competent court shall be the court at place of the registered office of the Issuer, or if the Issuer has no registered office in Germany, the local court (*Amtsgericht*) in Frankfurt am Main. The decision of the court may be appealed.

(4) The Issuer shall bear the costs of the Holdings Meeting and, if the court has granted leave to the application pursuant to subsection (2) above, also the costs of such proceedings.

§ 2
Notice Period, Registration, Proof

(1) A Holdings Meeting shall be convened not less than 14 days before the date of the meeting.

(2) If the Convening Notice provide(s) that attendance at a Holdings Meeting or the exercise of the voting rights shall be dependent upon a registration of the Holders before the meeting, then for purposes of calculating the period pursuant to subsection (1) the date of the meeting shall be replaced by the date by which the Holders are required to register. The registration notice must be received at the address set forth in the Convening Notice no later than on the third day before the Holdings Meeting.

(3) The Convening Notice shall provide what proof is required to be entitled to take part in the Holders' Meeting. Unless otherwise provided in the Convening Notice, for Notes represented by a Global Note a voting certificate obtained from an agent to be appointed by the Issuer shall entitle its bearer to attend and vote at the Holders' Meeting. A voting certificate may be obtained by a Holder if at least six days before the time fixed for the Holders' Meeting, such Holder (a) deposits its Notes for such purpose with an agent to be appointed by the Issuer or to the order of such agent with a Custodian or other depository nominated by such agent for such purpose or (b) blocks its Notes in an account with a Custodian in accordance with the procedures of the Custodian and delivers a confirmation stating the ownership and blocking of its Notes to the agent of the Issuer. The voting certificate shall be dated and shall specify the Holders' Meeting concerned and the total number, the outstanding amount and the serial numbers (if any) of the Notes either deposited or blocked in an account with the Custodian. The Convening Notice may also require a proof of identity of a person exercising a voting right. Once the relevant agent of the Issuer has issued a voting certificate for a Holders' Meeting in respect of a Note, the Notes shall neither be released nor permitted to be transferred until either such Holders' Meeting has been concluded or the voting certificate has been surrendered to the relevant agent of the Issuer. "**Custodian**" means any bank or other financial institution of recognised standing authorised to engage in securities custody business with which the Holder maintains a securities account in respect of the Notes and includes the Clearing System.

§ 3

Place of the Holders' Meeting

If the Issuer has its registered office in Germany, the Holders' Meeting shall be held at the place of such registered office. If the Notes are admitted for trading on a stock exchange within the meaning of § 1(3e) of the Banking Act (*Gesetz über das Kreditwesen*) which is located in a member state of the European Union or a state which is a signatory of the agreement on the European Economic Area, the Holders' Meeting may also be held at the place of the relevant stock exchange. § 30a(2) of the Securities Trading Act (*Wertpapierhandelsgesetz*) shall remain unprejudiced.

§ 4

Contents of the Convening Notice, Publication

(1) The Convening Notice (the "**Convening Notice**") shall state the name, the place of the registered office of the Issuer, the time and venue of the Holders' Meeting, and the conditions on which attendance in the Holders' Meeting and the exercise of voting rights is made dependent, including the matters referred to in § 2(2) and (3).

(2) The Convening Notice shall be published promptly in the electronic Federal Gazette (*elektronischer Bundesanzeiger*) and additionally in accordance with the provisions of § [14] (Notices) of the body of the Terms and Conditions. The costs of publication shall be borne by the Issuer.

(3) From the date on which the Holders' Meeting is convened until the date of the Holders' Meeting, the Issuer shall make available to the Holders, on the Issuer's website the Convening Notice and the precise conditions on which the attendance of the Holders' Meeting and the exercise of voting rights shall be dependent.

§ 5 Agenda

(1) The person convening the Holders' Meeting shall make a proposal for resolution in respect of each item on the agenda to be passed upon by the Holders.

(2) The agenda of the Holders' Meeting shall be published together with the Convening Notice. § 4(2) and (3) shall apply *mutatis mutandis*. No resolution may be passed on any item of the agenda which has not been published in the prescribed manner.

(3) One or more Holders holding together not less than 5 per cent of the outstanding Notes may require that new items are published for resolution. § 1(2) to (4) shall apply *mutatis mutandis*. Such new items shall be published no later than the third day preceding the Holders' Meeting.

(4) Any counter motion announced by a Holder before the Holders' Meeting shall promptly be made available by the Issuer to all Holders up to the day of the Holders' Meeting on the Issuer's website.

§ 6 Proxy

(1) Each Holder may be represented at the Holders' Meeting by proxy. Such right shall be set out in the Convening Notice regarding the Holders' Meeting. The Convening Notice shall further specify the prerequisites for valid representation by proxy.

(2) The power of attorney and the instructions given by the principal to the proxy holder shall be made in text form (*Textform*). If a person nominated by the Issuer is appointed as proxy, the relevant power of attorney shall be kept by the Issuer in a verifiable form for a period of three years.

§ 7 Chair, Quorum

(1) The person convening the Holders' Meeting shall chair the meeting unless another chairman has been determined by the court.

(2) In the Holders' Meeting the chairman shall prepare a roster of Holders present or represented by proxy. Such roster shall state the Holders' names, their registered office or place of residence as well as the number of voting rights represented by each Holder. Such roster shall be signed by the chairman of the meeting and shall promptly be made available to all Holders.

(3) A quorum shall be constituted for the Holders' Meeting if the persons present represent by value not less than 50 per cent. of the outstanding Notes. If it is determined at the meeting that no quorum exists, the chairman may convene a second meeting for the purpose of passing a new resolution. Such second meeting shall require no quorum. For those resolutions the valid adoption of which requires a qualified majority, the persons present at the meeting must represent not less than 25 per cent. of the outstanding Notes. Notes for which voting rights are suspended shall not be included in the outstanding Notes.

§ 8

Information Duties, Voting, Minutes

(1) The Issuer shall be obliged to give information at the Holders' Meeting to each Holder upon request in so far as such information is required for an informed judgment regarding an item on the agenda or a proposed resolution.

(2) The provisions of the German Stock Corporation Act (*Aktiengesetz*) regarding the voting of shareholders at general meetings shall apply *mutatis mutandis* to the casting and counting of votes, unless otherwise provided for in the Convening Notice.

(3) In order to be valid each resolution passed at the Holders' Meeting shall be recorded in minutes of the meeting. If the Holders' Meeting is held in Germany, the minutes shall be recorded by a notary. If a Holders' Meeting is held abroad, it must be ensured that the minutes are taken in form and manner equivalent to minutes taken by a notary. § 130(2) to (4) of the Stock Corporation Act (*Aktiengesetz*) shall apply *mutatis mutandis*. Each Holder present or represented by proxy at the Holders' Meeting may request from the Issuer, for up to one year after the date of the meeting, a copy of the minutes and any annexes.

§ 9

Publication of Resolutions

(1) The Issuer shall at its expense cause publication of the resolutions passed in appropriate form. If the registered office of the Issuer is located in Germany, the resolutions shall promptly be published in the electronic Federal Gazette (*elektronischer Bundesanzeiger*) and additionally in accordance with the provisions of § [14] (Notices) of the body of the Terms and Conditions. The publication prescribed in § 30e(1) of the Securities Trading Act (*Wertpapierhandelsgesetz*) shall be sufficient.

(2) In addition, the Issuer shall make available to the public the resolutions passed and, if the resolutions amend the Terms and Conditions, the wording of the original Terms and Conditions, for a period of not less than one month commencing on the day following the date of the Holders' Meeting. Such publication shall be made on the Issuer's website.

§ 10 Insolvency Proceedings in Germany

(1) If insolvency proceedings have been instituted over the assets of the Issuer in Germany, then any resolutions of Holders shall be subject to the provisions of the Insolvency Code (*Insolvenzordnung*), unless otherwise provided for in the provisions set out below. § 340 of the Insolvency Code shall remain unaffected.

(2) The Holders may by majority resolution appoint a Holders' Representative to exercise their rights jointly in the insolvency proceedings. If no Holders' Representative has been appointed, the insolvency court shall convene a Holders' Meeting for this purpose in accordance with the provisions of the Act on Debt Securities (*Schuldverschreibungsgesetz*).

(3) The Holders' Representative shall be obliged and exclusively entitled to assert the rights of the Holders in the insolvency proceedings. The Holders' Representative need not present the debt instrument.

(4) In any insolvency plan, the Holders shall be offered equal rights.

(5) The insolvency court shall cause that any publications pursuant to the provisions of the Act on Debt Securities (*Schuldverschreibungsgesetz*) are published additionally in the internet on the website prescribed in § 9 of the Insolvency Code.

§ 11 Action to set aside Resolutions

(1) An action to set aside a resolution of Holders may be filed on grounds of a breach of law or of the Terms and Conditions. A resolution of Holders may be subject to an action to set aside by a Holder on grounds of inaccurate, incomplete or denied information only if the furnishing of such information was considered to be essential in the reasonable judgement of such Holder for its voting decision.

(2) An action to set aside a resolution may be brought by:

1. any Holder who has taken part in the vote and has raised an objection against the resolution in the time required, provided that such Holder has acquired the Note before the publication of the Convening Notice for the Holders' Meeting or before the call to vote in a voting without a meeting;

2. any Holder who did not take part in the vote, provided that his exclusion from voting was unlawful, the meeting had not been duly convened, the voting had not been duly called for, or if the subject matter of a resolution had not been properly notified.

(3) The action to set aside a resolution passed by the Holders is to be filed within one month following the publication of such resolution. The action shall be directed against the Issuer. The court of exclusive jurisdiction in the case of an Issuer having its registered office in Germany shall be the Regional Court (*Landgericht*) at the

place of such registered office or, in case of an Issuer having its registered office abroad, the Regional Court (*Landgericht*) of Frankfurt am Main. § 246(3) sentences 2 to 6 of the Stock Corporation Act (*Aktiengesetz*) shall apply *mutatis mutandis*. A resolution which is subject to court action may not be implemented until the decision of the court has become *res judicata*, unless the court competent pursuant to sentence 3 above rules, pursuant to § 246a of the Stock Corporation Act (*Aktiengesetz*), upon application of the Issuer that the filing of such action to be set aside does not impede the implementation of such resolution. § 246a(1) sentence 1, (2), (3) sentences 2, 3 and 6 and (4) of the Stock Corporation Act (*Aktiengesetz*) shall apply *mutatis mutandis*. An immediate complaint (*sofortige Beschwerde*) shall be permitted against the court order. An appeal on points of law (*Rechtsbeschwerde*) shall not be permitted.

§ 12

Implementation of Resolutions

(1) Resolutions passed by the Holders' Meeting which amend or supplement the contents of the Terms and Conditions shall be implemented by supplementing or amending the relevant Global Note. If the Global Note is held with a securities depository, the chairman of the meeting shall to this end transmit the resolution passed and recorded in the minutes to the securities depository requesting it to attach the documents submitted to the existing documents in an appropriate manner. The chairman shall confirm to the securities depository that the resolution may be implemented.

(2) The Holders' Representative may not exercise any powers or authorisations granted to it by resolution for as long as the underlying resolution may not be implemented.

Part B
PROVISIONS APPLICABLE TO RESOLUTIONS TO BE PASSED
BY VOTES OF HOLDERS WITHOUT MEETINGS

Taking of Votes without Meeting

(1) §§ 1 to 12 of Part A shall apply *mutatis mutandis* to the taking of votes without a meeting, unless otherwise provided in paragraphs (2) through (5) below.

(2) The voting shall be conducted by the person presiding over the taking of votes. Such person shall be a notary appointed by the Issuer, or the Holders' Representative if the latter has called for the taking of votes, or a person appointed by the court. § 1(2) sentence 2 of Part A shall apply *mutatis mutandis*.

(3) The call for the taking of votes shall specify the period within which votes may be cast. Such period shall not be less than 72 hours. During such period, the Holders may cast their votes in text form (*Textform*) to the person presiding over the taking of votes. The Convening Notice may provide for other forms of casting votes. The call for the taking of votes shall give details as to the prerequisites which must be met for the votes to qualify for being counted.

(4) The person presiding over the taking of votes shall determine the entitlement to vote on the basis of proof presented and shall prepare a roster of the Holders entitled to vote. If a quorum does not exist, the person presiding over the taking of votes may convene a Holders' Meeting. Such meeting shall be deemed to be a second meeting within the meaning of § 7(3) sentence 3 of Part A. Minutes shall be taken of each resolution passed. § 8(3) sentences 2 and 3 of Part A shall apply *mutatis mutandis*. Each Holder who has taken part in the vote may request from the Issuer, for up to one year following the end of the voting period, a copy of the minutes and any annexes.

(5) Each Holder who has taken part in the vote may object in writing to the result of the vote within two weeks following the publication of the resolutions passed. The objection shall be decided upon by the person presiding over the taking of votes. If he remedies the objection, he shall promptly publish the result. § 9 of Part A shall apply *mutatis mutandis*. If the person presiding over the taking of votes does not remedy the objection, he shall promptly inform the objecting Holder in writing.

(6) The Issuer shall bear the costs of a vote taken without meeting and, if the court has granted leave to the application pursuant to § 1(2) of Part A, also the costs of such proceedings.