

Audit Committee Terms of Reference (the "Charter")

1. Purpose

- 1.1 The purpose of the Audit Committee (the "**Committee**") is to oversee:
 - 1.1.1 the accounting and financial reporting processes of the company and the integrity of the financial statements and publicly reported results;
 - 1.1.2 the adequacy and effectiveness of the risk management and internal control frameworks; and
 - 1.1.3 the choice, effectiveness, performance and independence of the internal and external auditors.
- 1.2 To the extent permitted by the circumstances, any meeting of the Supervisory Board in which matters are discussed that relate to the Charter should be preceded by a meeting of the Committee. Decisions of the Supervisory Board shall to this extent only be taken upon and in consideration of the advice rendered by the Committee.
- 1.3 In addition to the powers and responsibilities expressly delegated to the Committee in the Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Supervisory Board from time to time consistent with applicable law and the Company's Articles of Association. The powers and responsibilities delegated by the Supervisory Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Supervisory Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. The Supervisory Board may amend these terms.
- 1.4 Notwithstanding the foregoing, the Committee's responsibilities are limited to oversight. The Management Board is responsible for the preparation, presentation and integrity of the Company's financial statements as well as the Company's financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures.
- 1.5 The Company's independent Auditor (the "**Independent Auditor**") is responsible for performing an audit of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosure are complete and accurate and in accordance with generally accepted accounting principles and applicable laws, rules and regulations. However the Committee shall monitor the audit of the statutory and consolidated accounts, and inform the Supervisory Board of the outcome of such audits. The committee will also review the internal audit plan, consider the adequacy of the internal audit team resources, review the major findings presented by the internal audit team, and review the follow up of the implementation of internal audit recommendations. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts or others responsible for the internal audit function (including contracted non-employee or audit or accounting firms engaged to provide internal audit services), as applicable, (the "**Internal Auditor**") and the Company's Independent Auditor) from which the Committee receives information and, absent actual knowledge to the

contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

- 1.6 Applicable auditing literature defines the term "review" to include a particular set of required procedures to be undertaken by Independent Auditors. The members of the Committee are not independent auditors, and the term "review" as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.
- 1.7 The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the Independent Auditor, the Internal Auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate.
- 1.8 The Committee may retain any independent counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the Independent Auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 1.9 The Committee shall monitor the effectiveness of the Company's internal quality control and risk management systems and, the Company's internal audit, with regard to the Company's financial information without compromising its independence. The Committee may conduct or authorise investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

2. Interaction with the Independent Auditor

- 2.1. Appointment and Oversight. The Committee shall submit to the Supervisory Board a reasoned recommendation for the appointment of the Independent Auditor (which shall comprise of two (2) candidates if the audit engagement has been put out to tender), and the compensation, retention and oversight thereof for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company (including resolution of any disagreements between Company management and the Independent Auditor regarding financial reporting). The Independent Auditor shall report directly to the Committee.
- 2.2 Statement on Independence. Prior to submitting the recommendation, the Audit Committee shall obtain a statement from the proposed auditor stating whether and, where applicable, which business, financial, personal or other relationships exist between the Audit Committee auditor and its governing bodies and lead auditors on the one hand, and the Company and the members of its governing bodies on the other, that could call its independence into question. This statement shall also include the extent to which other services were provided for the Company over the past financial year, especially in the area of consulting, or that have been contracted for the following year.
- 2.3 Pre-Approval of Services. Before the Independent Auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee shall pre-approve the engagement. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement of the Independent Auditor, provided the policies and procedures are detailed as to the particular service, the Committee is

informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the applicable laws and regulations. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the Independent Auditor.

3. Independence of Independent Auditor

- 3.1 In the engagement it shall be agreed with the Independent Auditor that the chairman of the Supervisory Board or the Audit Committee will be informed, without undue delay, of any grounds for exclusion or disqualification due to impairment of the Independent Auditor's independence that occur during the audit, unless any such grounds are eliminated immediately.
- 3.2 The Committee shall, at least annually, review the independence and quality control procedures of the Independent Auditor and the experience, competence, knowledge and qualifications of the Independent Auditor's senior personnel that are providing audit services to the Company. In conducting its review:
 - 3.2.1 The Committee shall obtain and review a report prepared by the Independent Auditor describing: the auditing firm's internal quality-control procedures; and any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, with respect to one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues.
 - 3.2.2 The Committee shall ensure that the Independent Auditor prepares and delivers, at least annually, a written statement delineating all relationships between the Independent Auditor and the Company, consistent with applicable auditing standards. The Committee shall actively engage in a dialogue with the Independent Auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the Independent Auditor. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the Independent Auditor's report to satisfy itself of the auditor's independence.
 - 3.2.3 The Committee shall confirm with the Independent Auditor that the Independent Auditor is in compliance with the partner rotation requirements established by any relevant regulatory body, if applicable.
 - 3.2.4 The Committee shall, if applicable, consider whether the Independent Auditor's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the Independent Auditor.

4. Meetings with Management, the Independent Auditor and the Internal Auditor

- 4.1 The Committee shall meet with management, the Independent Auditor and the Internal Auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.
- 4.2 The Committee shall review and discuss with management and the Independent Auditor:
 - 4.2.1 major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting

principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;

- 4.2.2 any analyses prepared by management or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative accounting methods on the Company's financial statements; and
 - 4.2.3 the effect of regulatory and accounting initiatives, as well as off- balance sheet structures, on the Company's financial statements.
- 4.3 The Committee shall monitor the process of preparing financial information and make recommendations or proposals to ensure its integrity.
- 4.4 The Committee shall review and discuss the annual audited financial statements with the Management Board members and the Independent Auditor and also any interim financial statements with the Management Board prior to their publication. The Committee shall inform the Supervisory Board and the Management Board of the results of the audited financial statements and explanations on how the audited financial statements have contributed to the integrity of the financial information and the role the Audit Committee has had in the process.

5. Separate Meetings with the Independent Auditor

- 5.1 The Committee shall review with the Independent Auditor any problems or difficulties the Independent Auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the Independent Auditor are:
- 5.1.1 any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise);
 - 5.1.2 any communications between the audit team and the Independent Auditor's national office in respect of auditing or accounting issues presented by the engagement; and
 - 5.1.3 any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company. If applicable, the Committee shall obtain from the Independent Auditor all relevant assurances required.
- 5.2 The Committee shall arrange for the Independent Auditor to report, without undue delay, on all findings and issues of importance for the tasks of the Supervisory Board which come to the knowledge of the Independent Auditor during the performance of the audit.
- 5.3 The Committee shall discuss with the Independent Auditor the report that such auditor is required to make to the Committee regarding:
- 5.3.1 all accounting policies and practices to be used that the Independent Auditor identifies as critical;
 - 5.3.2 all alternative treatments within applicable accounting standards for policies and practices related to material items that have been discussed among management and the Independent Auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor; and
 - 5.3.2 all other material written communications between the Independent Auditor and management of the Company, such as any management letter, management

representation letter, reports on observations and recommendations on internal controls, Independent Auditor's engagement letter, Independent Auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

5.4 The Committee shall arrange for the Independent Auditor to inform it or note in the long-form audit report if, during the performance of the audit, the Independent Auditor identifies any facts that indicate an inaccuracy in the voluntary declaration of compliance with the German Corporate Governance Code issued by the Management Board and Supervisory Board.

5.5 The Committee shall discuss with the Independent Auditor the matters required to be discussed by applicable auditing standards.

6. Recommendation to Include Financial Statements in Annual Report

If applicable, the Committee shall determine whether to recommend to the Supervisory Board that the audited financial statements be included in the Company's Annual Report for the financial year.

7. Half-year and Quarterly Financial Statements

The Committee shall review and discuss the half-year and quarterly financial statements with management and the Independent Auditor.

8. Internal Audit

The Committee shall review the appointment and replacement of the Internal Auditor. The Committee shall meet periodically with the Company's Internal Auditor to discuss the responsibilities, budget and staffing of the Company's Internal Auditor function and any issues that the Internal Auditor believes warrant audit committee attention. The Committee shall discuss with the Internal Auditor any significant reports to management prepared by the Internal Auditor and any responses from management.

9. Other Powers and Responsibilities

9.1 The Committee shall discuss with management and the Independent Auditor the Company's earnings press releases (with particular focus on any "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

9.2 The Committee shall review all related party transactions on an ongoing basis and all such transactions must be approved by the Committee.

9.3 The Committee shall discuss with management and the Independent Auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

9.4 The Committee shall discuss with the Company's general counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

- 9.5 The Committee shall request assurances from management, the Independent Auditor and the Company's Internal Auditor that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.
- 9.6 The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management. The Committee shall discuss with management the Company's significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures.
- 9.7 The Committee shall set clear hiring policies for employees or former employees of the Company's Independent Auditor.
- 9.8 The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.
- 9.9 The Committee shall provide the Company with any report of the Committee required to be included in the Company's periodic reports and any other reports of the Committee required by applicable laws, rules or regulations.
- 9.10 The Committee shall through its chairman, report regularly to, and review with, the Supervisory Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's Independent Auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Supervisory Board.
- 9.11 The Committee shall review the efficiency of its activities at least annually.

