

**Proposal by the Board of Management on the appropriation of net income
as per § 170 (2) of the German Stock Corporation Act (AktG):**

At the shareholders' meeting on May 24, 2012, the Board of Management will submit the following proposal for the appropriation of net income generated in the 2011 financial year:

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|---|---|
| 1. Distribution to shareholders: | Payment of a dividend of EUR 0.70 per no par value share carrying dividend rights
= EUR 3,010,423,470.60 |
| 2. Transfer to retained earnings: | EUR 0.00 |
| 3. Unappropriated net income carried forward: | The remaining balance is carried forward to the new account
= EUR 1,645,360,330.46 |
| 4. Unappropriated net income: | EUR 4,655,783,801.06 |

The above total dividend and the above remaining balance to be carried forward to unappropriated net income are based on the dividend-bearing capital stock of EUR 11,009,548,692.48, divided up into 4,300,604,958 no par value shares, on the day of the preparation of the annual financial statements on February 6, 2012.

The number of shares carrying dividend rights may change up to the date on which the vote on the resolution regarding the appropriation of net income is taken. In this case, the Board of Management will submit a suitably amended motion for resolution regarding the appropriation of net income to the shareholders' meeting, which envisages the unchanged payment of EUR 0.70 per no par value share carrying dividend rights. The adjustment shall be made as follows: If the number of shares carrying dividend rights and thus the total dividend decreases, the amount to be carried forward to unappropriated net income increases accordingly. If the number of shares carrying dividend rights and thus the total dividend increases, the amount to be carried forward to unappropriated net income decreases accordingly.

The dividend will be paid out in full from the tax contribution account according to § 27 KStG (Corporation Tax Act) (contributions other than into nominal capital). Payment will be therefore made without the deduction of capital gains tax or the solidarity surcharge.

This translation is for courtesy proposes only. The German original prevails.

Bonn, February 6, 2012

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