



- Election Committee -

Announcement

Election of the Exchange Council of the Frankfurt Stock Exchange

The term of office of the members of the Exchange Council of the Frankfurt Stock Exchange will expire on 17 January 2020. An election of members to the Exchange Council is therefore necessary. The Election Committee of the Exchange Council of the Frankfurt Stock Exchange hereby announces the following in accordance with the Exchange Regulation (*Börsenverordnung*) dated 16 December 2008 (GVBl. I p. 1061), last amended by the Amendment Regulation dated 5 October 2018 (GVBl. I p. 624) ("BörsVO"):

I. Date of election

The election of the Exchange Council of the Frankfurt Stock Exchange ("FWB") will be held on

Thursday, 28 November 2019.

II. Voting process

Voting will be done by secret ballot submitted by post.

The postal voting documents will be sent to the companies eligible to vote in due time prior to the election date and must be received by the Election Committee **by 28 November 2019 (election day)**. The ballot papers can either be sent by post or they can be delivered to the office of the Election Committee. Voters must ensure that they submit their ballot papers in time to meet the above deadline. Any ballot papers received after the above deadline cannot be considered.

III. Voter groups

The following voter groups and sub-groups ("groups") will hold the following number of seats on the Exchange Council of the Frankfurt Stock Exchange:

- | | |
|--|---------|
| 1. credit institutions – including securities trading banks -
admitted to exchange trading, for the sub-group of: | |
| a) cooperative credit institutions | 1 seat |
| b) credit institutions under public law | 1 seat |
| c) other credit institutions including the securities trading banks | 6 seats |
| 2. capital investment companies admitted to participation in
exchange trading | 1 seat |
| 3. financial services providers and other companies
admitted to participation in exchange trading | 2 seats |
| 4. specialists | 2 seats |
| 5. insurance companies whose issued securities
are admitted to trading on the exchange | 1 seat |
| 6. other issuers of such securities | 2 seats |
| 7. investors | 2 seats |

IV. Franchise and Voting Right

All companies admitted to exchange trading as well as the companies whose securities are admitted to exchange trading at the beginning of the display of voter lists are eligible to vote. Companies that have lost their admission to trading on the exchange prior to the election day as well as companies whose securities are no longer admitted to trading on the stock exchange at such time lose their entitlement to vote.

V. Voter Lists

In the period **from 21 October 2019 to 25 October 2019**, from 9.00 a.m. to 5.00 p.m., the Election Committee will publish separate lists of companies eligible to vote for each voter group in the offices of

Frankfurt Stock Exchange
Börsenplatz 4
60313 Frankfurt

and in the

Office of the Election Committee
Mergenthalerallee 61
65760 Eschborn.

The voter lists will also be available on the Internet (<https://www.deutsche-boerse.com/dbg-en/our-company/frankfurt-stock-exchange/exchange-council-election>). Upon request, the Election Committee will inform individual companies eligible to vote in writing or electronically about the group they have been allocated to. Objections to the voter lists may be lodged with the Election Committee in writing by no later than **1 November 2019**.

If a company eligible to vote belongs to more than one group/sub-group, it shall advise the Election Committee until **1 November 2019** in which group it shall submit its vote. If such notification is not made, the Election Committee shall determine the group in which the company eligible to vote may submit its vote. If the allocation to a group changes after the preparation of the voter lists, the Election Committee will adapt the allocation as long as the voter lists are not yet published.

As of today, the Election Committee will publish preliminary voter lists on the Internet. Hence, companies eligible to vote may check their voter list entries in advance. If a company belongs to more than one group/sub-group, it can inform the Election Committee already now about the group it intends to be counted to in the final voter lists. The Election Committee asks all companies eligible to vote to submit their amendments to the preliminary voter lists by **7 October 2019**.

VI. Nominations

The Election Committee calls for nominations from groups/companies eligible to vote

by no later than 7 October 2019.

Nominations must be lodged with the Election Committee. It must be ensured that the nominations are submitted in time to meet the above deadline. Nominations that are received after this date will be disregarded. For the number of members to be elected for a particular group, please see "III – Voter Groups".

The nomination must contain

- the name of the group for which the nomination is made;
- the name of the company to which the nominated person belongs
- the name of and a notice of acceptance from the nominated person, including the documents named in § 10 paragraph 3 Sentence 2 in conjunction with § 1 paragraph 2 of the Exchange Regulation, inter alia,
 - (i) a curriculum vitae providing the experience and knowledge of the nominated person. The curriculum vitae must be complete (on a monthly basis), true, dated and signed in person;

- (ii) the completed and signed form “information and documents on the election proposal for election to the Exchange Council of Frankfurt Stock Exchange” according to § 10 (3) sentence 2 and § 1 (2) of the Exchange Regulation and
- (iii) a) excerpts from the criminal records of the states in which the proposed person for election has been resident in the last ten years
- b) or, if such a document is not issued in the respective country, an official certificate of non-infringement
- c) or, if such a document is not issued in the respective country, a self-declaration as to whether any criminal convictions have been committed in connection with the provision of financial services or due to fraudulent actions or misappropriation.

Please note that this document must be sent directly to the Stock Exchange Supervisory Authority – State of Hessen and not to the Election Committee, as all other documents must.

Only one person authorized to represent per eligible company including companies affiliated with such company within the meaning of § 15 Stock Corporation Act of 6 September 1965 (BGBl. p. 1089), last amended by law of 17 July 2017 (BGBl. I p. 1089), shall be named.

To avoid formal errors, we recommend using the sample forms available on the Internet.

The Election Committee will review the validity of nominations.

VII. Eligibility for holding office

In case of companies which are operated in the legal form of retailer, the business owner is eligible. With other companies, the persons who are commissioned with the conduct of business according to law, by-laws or articles of association or who are authorized to represent them are eligible. Persons who are executive directors or representatives of internal branch offices are also eligible if they are listed in the commercial register in this capacity. Provided the eligible person represents a trading participant, he/she shall have the professional expertise for exchange securities trading.

Persons who

- a) are owner or member of a body authorized to represent a company which operates an exchange or multilateral trading system at home or abroad or which is, within the meaning of § 15 Exchange Act affiliated to the operator of an exchange or a multilateral trading system, or

- b) are a member of the Management Board of an exchange or operator of a multilateral trading system at home or abroad
are not eligible for election.

VIII. Investors

Subject to their approval, investor representatives will be nominated by the Election Committee and voted onto the Exchange Council by a simple majority of votes cast by the members of the newly elected Exchange Council. This shall occur without undue delay, however not before the first meeting of the Exchange Council.

IX. Election Committee and notices

The address of the Exchange Committee of the Frankfurt Stock Exchange for all matters relating to the election is:

Election Committee of the Exchange Council
of the Frankfurt Stock Exchange
c/o Frankfurt Stock Exchange
Christine Luft
Mergenthalerallee 61
65760 Eschborn

Phone: + 49 (0) 69 21 1-1 1 47 40
Fax: + 49 (0) 69 21 1-1 43 32
email: boersenratswahl@deutsche-boerse.com

The address of the Stock Exchange Supervisory Authority – State of Hessen for the document mentioned in VI.iii is:

Mr Armin Winterhoff
Head of Division Exchange Supervisory Authority
Ministry of Economics, Energy, Transport and Housing – State of Hessen
Kaiser-Friedrich-Ring 75
65185 Wiesbaden
Germany

Unless otherwise stated, all Election Committee notices will be published on the Internet at <https://www.deutsche-boerse.com/dbg-en/our-company/frankfurt-stock-exchange/exchange-council-election> and in the *Börsen-Zeitung*.

X. Constituent Meeting

The newly elected Exchange Council will convene for its constituent meeting on 23 January 2020.

Frankfurt/Main, 16 August 2019

The Election Committee of the Frankfurt Stock Exchange

Dr Wagner (Chairman) Dr Paravicini (Deputy Chairman) Dr Leven Schäfer Wilhelm