

Agenda item 8:

Resolution on amendments to the Articles of Association for the purpose of updating, adjusting and aligning the articles to legislative changes, with the following material content

Current Version of the Articles	Proposed Version of the Articles
<p>§ 3 <u>Publication of Notices</u></p>	<p>§ 3 <u>Publication of Notices</u></p>
<p>The Company's announcements shall be published in the "Wiener Zeitung".</p>	<p>The Company's publications shall be published on its website and, insofar and as long required by law, in the "Wiener Zeitung". Incidentally, publications by the Company are made according to the respective applicable legal requirements, in particular by electronically operated information dissemination systems, as defined by regulation of the Austrian Financial Market Authority.</p>
<p>§ 4 <u>Nominal Capital</u></p> <p>...</p>	<p>§ 4 <u>Nominal Capital</u></p> <p>...</p>
<p>5b) In accordance with Section 159 para 2 item 1 AktG [Act on Joint-Stock Companies] the nominal capital shall be conditionally increased by up to EUR 12,430,000 by issuing up to 11,300,000 new ordinary bearer shares. This conditional capital increase shall be effected only to the extent that holders of convertible bonds issued on the basis of the shareholders' resolution of 5 July 2005 exercise the right to buy or exchange shares of the Company which was granted to them. The new shares issued in the course of the confidential capital increase shall be fully entitled to dividends for the business year in which they are issued. The issue price for the shares to be issued in the course of exercise of the right to exchange and/or buy shares shall be the average of the closing prices at the Frankfurt Securities Exchange of the twenty days preceding the allocation date of the convertible bonds plus a surcharge of 30% or any higher surcharge corresponding to the expected price development of the Company in connection with similar transactions in the relevant market, with the term, interest rate and volume being decisive for determining whether a transaction is similar or not. The Supervisory Board shall be authorised to resolve on amendments to the Articles of Association which result from the issuance of shares from the conditional capital. The same shall apply mutatis mutandis in case the authorisation to issue convertible bonds is not exercised after expiration of the period of authorisation and in case of non-utilisation of the conditional capital after expiration of the periods in accordance with the terms and conditions for convertible bonds.</p>	<p>5b) In accordance with Section 159 para 2 item 1 AktG [Act on Joint-Stock Companies] the nominal capital shall be conditionally increased by up to EUR 12,430,000 by issuing up to 11,300,000 new ordinary bearer shares. This conditional capital increase shall be effected only to the extent that holders of convertible bonds issued on the basis of the shareholders' resolution of 5 July 2005 exercise the right to buy or exchange shares of the Company which was granted to them. The new shares issued in the course of the confidential capital increase shall be fully entitled to dividends for the business year in which they are issued. The issue price for the shares to be issued in the course of exercise of the right to exchange and/or buy shares shall be the average of the closing prices at the Vienna Stock Exchange or the stock exchange on which the company's shares are primarily listed of the twenty days preceding the allocation date of the convertible bonds plus a surcharge of 30% or any higher surcharge corresponding to the expected price development of the Company in connection with similar transactions in the relevant market, with the term, interest rate and volume being decisive for determining whether a transaction is similar or not. The Supervisory Board shall be authorised to resolve on amendments to the Articles of Association which result from the issuance of shares from the conditional capital. The same shall apply mutatis mutandis in case the authorisation to issue convertible bonds is not exercised after expiration of the period of authorisation and in case of non-utilisation of the conditional capital after expiration of the periods in accordance with the terms and conditions for convertible bonds.</p>

Current Version of the Articles	Proposed Version of the Articles
<p style="text-align: center;">§ 14 <u>Proceedings and Resolutions of the Supervisory Board</u></p> <p>1. The proceedings and resolutions of the Supervisory Board shall take place during meetings to which members are invited in writing by the Chairman, or if he is unable by his eldest Representative, at the address last notified to the Company. § 94 Paras. 2 and 3 (Article ninety four Paragraphs two and three) of the Companies Act in its currently valid version shall remain unaffected.</p> <p>2. The Supervisory Board shall be a quorum if at least a simple majority of members elected by the Shareholders' Meeting are present, in any case three elected members, including the Chairman or one of his Representatives. The Chairman or his eldest Representative shall conduct the meeting and determine the type of voting.</p>	<p style="text-align: center;">§ 14 <u>Proceedings and Resolutions of the Supervisory Board</u></p> <p>1. The proceedings and resolutions of the Supervisory Board shall take place during meetings to which members are invited in writing by the Chairman, or if he is unable by his/her first deputy, at the address last notified to the Company. § 94 Paras. 2 and 3 (Article ninety four Paragraphs two and three) of the Companies Act in its currently valid version shall remain unaffected.</p> <p>2. The Supervisory Board shall be a quorum if at least a simple majority of members elected by the Shareholders' Meeting are present, in any case three elected members, including the Chairman or one of his Representatives. The Chairman or his/her first deputy shall conduct the meeting and determine the type of voting.</p>
<p style="text-align: center;">§ 16 <u>Resolutions by Circular</u></p> <p>The decisions of the Supervisory Board can be taken in writing if the Chairman orders this type of decision-taking for special reasons and none of the members opposes this procedure. A member of the Supervisory Board may not cast a written vote by proxy. The necessary majorities shall be those specified in § 14 Para. 3 (Article fourteen Paragraph three) of these Articles of Association in its currently valid version.</p>	<p style="text-align: center;">§ 16 <u>Resolutions by Circular</u></p> <p>The decisions of the Supervisory Board can be taken in writing, by telex, by telephone, by video telephone (video or web conferencing) or by similar means (including e-mail), if the Chairman orders this type of decision-taking for special reasons and none of the members opposes this procedure. A member of the Supervisory Board may not cast a written vote by proxy. The necessary majorities shall be those specified in § 14 Para. 3 (Article fourteen Paragraph three) of these Articles of Association in its currently valid version. For resolutions which have been made by telephone or similar means a transcript must be furnished which has to be signed by the chairperson.</p>
<p style="text-align: center;">§ 17 <u>Committees</u></p> <p>1. The Supervisory Board shall create committees from its membership. Their functions and powers shall be determined by the Supervisory Board, and the power of decision can also be transferred to the committees. The election of members of committees shall be analogous with §§ 12 and 13 (Articles twelve and thirteen) of the Articles of Association in its currently valid version.</p> <p style="text-align: center;">...</p> <p>3. A financial audit committee in accordance with § 92 Para. 4 (Article ninety two Paragraph four) of the Companies Act in its currently valid version must be formed if the Supervisory Board consists of more than five members.</p>	<p style="text-align: center;">§ 17 <u>Committees</u></p> <p>1. The Supervisory Board shall create committees from its membership. Their functions and powers shall be determined by the Supervisory Board, and the power of decision can also be transferred to the committees. The election of members of committees shall be analogous with § 12 (Article twelve) of the Articles of Association in its currently valid version.</p> <p style="text-align: center;">...</p> <p>3. An Audit Committee in accordance with § 92 Para. 4 (Article ninety two Paragraph four) of the Companies Act in its currently valid version must be formed.</p>
<p style="text-align: center;">§ 20 <u>Declarations of Intention</u></p> <p>Declarations of intent by the Supervisory Board and its committees shall be made by the Chairman of the Supervisory Board or, if he is unable, by his eldest Representative.</p>	<p style="text-align: center;">§ 20 <u>Declarations of Intention</u></p> <p>Declarations of intent by the Supervisory Board and its committees shall be made by the Chairman of the Supervisory Board or, if he is unable, by his/her first deputy.</p>

Current Version of the Articles	Proposed Version of the Articles
<p style="text-align: center;">§ 22 <u>General Provisions</u> ...</p> <p>7. The public trust offices must submit receipts for the deposited papers to the Company one day after expiry of the deposit period.</p>	<p style="text-align: center;">§ 22 <u>General Provisions</u> ...</p> <p>7. The public trust offices must submit receipts for the deposited papers to the Company one day after expiry of the deposit period. Certificates of deposit and safe custody receipts, issued for the proof of share property, must be drawn up in German or English.</p>
<p style="text-align: center;">§ 24 <u>Chair of the Shareholders' Meeting</u></p> <p>1. The chair of the Shareholders' Meeting shall be occupied by the Chairman of the Supervisory Board, and if he is unable by the next eldest Vice-Chairman present. Should neither of them appear or be prepared to chair the meeting, the notary appointed for authentication purposes shall chair the meeting until a chairman is elected.</p>	<p style="text-align: center;">§ 24 <u>Chair of the Shareholders' Meeting</u></p> <p>1. The chair of the Shareholders' Meeting shall be occupied by the Chairman of the Supervisory Board, and if he is unable by his/her first deputy. Should neither of them appear or be prepared to chair the meeting, the notary appointed for authentication purposes shall chair the meeting until a chairman is elected.</p>
<p style="text-align: center;">§ 26 <u>Rights of the Shareholders' Meeting</u> ...</p> <p>3. The following matters concerning the previous financial year shall be submitted for deliberation to the Shareholders' Meeting each year in the first eight months of the next financial year:</p> <p>a) the distribution of profits as shown on the balance sheet</p> <p>b) the release of members of the Board of Directors and of the Supervisory Board</p> <p>c) the election of an Auditor and a Group Auditor and – in cases provided for in law – verification of the Annual Accounts.</p>	<p style="text-align: center;">§ 26 <u>Rights of the Shareholders' Meeting</u> ...</p> <p>3. The following matters concerning the previous financial year shall be submitted for deliberation to the Shareholders' Meeting each year in the first eight months of the next financial year:</p> <p>a) the distribution of profits as shown on the balance sheet</p> <p>b) the release of members of the Board of Directors and of the Supervisory Board</p> <p>c) in cases provided for by law the determination of the annual financial statement.</p> <p>4. The Shareholders' Meeting elects the Auditor and a Group Auditor for the current financial year.</p>
<p style="text-align: center;">§ 28 <u>Annual Accounts</u></p> <p>1. In the first five months of the Financial Year the Board of Directors shall present the Annual Accounts for the previous financial year extended by the Appendix, a Situation Report and, if legislation should so require, Consolidated Annual Accounts and a Consolidated Situation Report, and shall submit these documents to the Supervisory Board after inspection by the Auditor with a proposal for the distribution of profits.</p> <p>2. The Supervisory Board shall audit the Annual Accounts including the Appendix, the proposal for the distribution of profits and the Situation Report, and also if appropriate the Consolidated Annual Accounts and the Consolidated Situation Report, and shall make a declaration to the Board of Directors within two months after the presentation and report to the Shareholders' Meeting about the audit. If the Supervisory Board approves the Annual Accounts, they shall be verified in accordance with § 125 Paragraph 2 (Article one hundred and twenty five Paragraph two) of the Companies Act in its currently valid version and presented in a report to the Shareholders' Meeting.</p>	<p style="text-align: center;">§ 28 <u>Annual Accounts</u></p> <p>1. In the first four months of the Financial Year the Board of Directors shall present the Annual Accounts for the previous financial year extended by the Appendix, a Situation Report, a Corporate Governance Report and, if legislation should so require, Consolidated Annual Accounts and a Consolidated Situation Report, and shall submit these documents to the Supervisory Board after inspection by the Auditor with a proposal for the distribution of profits.</p> <p>2. The Supervisory Board shall audit the Annual Accounts including the Appendix, the proposal for the distribution of profits, the Situation Report and the Corporate Governance Report, and also if appropriate the Consolidated Annual Accounts and the Consolidated Situation Report, and shall make a declaration to the Board of Directors within two months after the presentation and report to the Shareholders' Meeting about the audit. If the Supervisory Board approves the Annual Accounts, they shall be verified in accordance with § 125 Paragraph 2 (Article one hundred and twenty five Paragraph two) of the Companies Act in its currently valid version and presented in a report to the Shareholders' Meeting.</p>