

**Resolution of the Supervisory Board regarding the criteria of independence as of March 21<sup>st</sup>, 2006 as amended as of March 25<sup>th</sup>, 2009**

In principle a member of the Supervisory Board shall be regarded as independent if it is in no business or personal relation to the company or the Executive Board which constitutes a material conflict of interest and therefore will be suitable to influence the acting of the member. To judge upon the independence the following leading criteria shall be applied in addition:

- a) The member of the Supervisory Board must not be a member of the executive board of an affiliate.
- b) The member of the Supervisory Board must not have been during the past five years a member of the Executive Board or executive employee of the company or a subsidiary.
- c) The member of the Supervisory Board must not have been during the last three years auditor of the company or shareholder or employee of the auditing audit company.
- d) The member of the Supervisory Board must not receive any stock options or other success related remunerations from the company or an affiliate.
- e) The member of the Supervisory Board must not be a shareholder with a controlling interest (within the meaning of EU Directive 83/349 EEC) or represent such a shareholder.
- f) The member of the Supervisory Board shall not entertain or have entertained during the last year a business relation to the company or a subsidiary in an extent significant for the member. The foregoing also applies to business relations with undertakings in which the member has a significant economic interest. The approval of particular business by the Supervisory Board according to Section 95 para 5 no. 12 Austrian Stock Corporation Act does not automatically qualify as dependent.
- g) The member of the Supervisory Board shall not be member of the executive board of another company where a member of the Executive Board of the company serves as member of the supervisory board.
- h) The member of the Supervisory Board shall not longer than 15 years be a member of the Supervisory Board.
- i) The member of the Supervisory Board shall not be a close relative (direct descendant, spouse, partner, parent, uncle, aunt, sibling, niece or nephew) of a member of the Executive Board or of a person being in a position as described above.

The Supervisory Board