Regarding agenda item 5: Report of the Executive Board in accordance with section 71 (1) no. 8 sentence 5 in conjunction with section 186 (4) sentence 2 of the AktG

In item 5 of the agenda, Deutsche Börse Aktiengesellschaft is being authorised to acquire treasury shares.

In addition to acquisition via the stock exchange, the Company shall be given the option of acquiring treasury shares via a public purchase offer (tender process) or a public invitation to submit sale offers. This option allows each shareholder of the Company wishing to sell to decide how many shares to sell and, when determining a price range, at what price these are to be offered. If the quantity offered at the determined price exceeds the number of shares requested by the Company, an acceptance of the sale offers is to be allocated. This shall allow provision for a preferred acceptance of smaller offers or small parts of offers up to a maximum of 100 shares. This option helps to prevent fractional amounts when determining the quotas for acquisition, as well as small residual amounts, thus simplifying the technical settlement process. This also makes it possible to avoid any actual financial disadvantage to minority shareholders. Moreover, allocations can be made according to shares tendered (tender ratios) rather than according to ownership interests because the acquisition procedure can be settled within an economically reasonable framework. Ultimately, sums may also be subject to standard rounding in order to eliminate arithmetical fractions of shares. In this respect, the acquisition ratio and the number of shares to be purchased from individual tendering shareholders can be rounded off as necessary in order to make the acquisition of whole shares possible for technical settlement purposes. The Executive Board considers the exclusion of any further shareholder rights of tender resulting therefrom to be objectively justified and appropriate with regard to the shareholders.

The Company is also authorised to execute the acquisition by using rights of tender made available to the shareholders. These rights are structured in such a way that the Company is only obligated to acquire whole shares. If tender rights cannot be exercised thereafter, they will expire. This process conforms to the principle of equal treatment of shareholders, yet simplifies the technical settlement of share buybacks.

Deutsche Börse Aktiengesellschaft can generate additional equity by re-selling treasury shares. The authorisation provides for options to re-sell treasury shares in the form of a disposal via the stock exchange – which ensures equal treatment of shareholders in accordance with the statutory definition – or an offer directed at all shareholders. In the event of a disposal of treasury shares pursuant to an offer directed to the shareholders, the Executive Board shall be authorised to exclude shareholders' subscription rights for fractional amounts. This is necessary in order to be able to execute settlement of treasury shares acquired by way of an offer directed to shareholders. The treasury shares that are excluded from shareholders' subscription rights as floating fractional shares will be liquidated either via their sale on the stock exchange or otherwise at the most favourable terms possible for the Company.

Agenda item 5 furthermore makes the Company's treasury shares available for use as consideration in mergers and acquisitions or to acquire equity interests in companies or parts of companies and other assets under the exclusion of shareholders' subscription rights. This provision shall enable the Company to react swiftly, successfully and in a way that does not negatively impact liquidity to advantageous offers or other opportunities arising for mergers and acquisitions, to acquire equity interests in companies or parts of companies, or other assets on both the domestic and international markets. Negotiations frequently reveal the necessity to provide consideration in the form of shares rather than in cash. The authorisation takes account of this necessity. Although no systematic coupling of the two is planned, the Executive Board will take into consideration the stock exchange price of Deutsche Börse's share when setting the valuation ratio in order to ensure that negotiation results in the Company's interest are not jeopardised by price fluctuations.

The Supervisory Board and the Executive Board also propose that the treasury shares acquired also be used to issue shares to employees and retired employees of the Company and its affiliated companies within the meaning of section 15 *et seq*. of the AktG at favourable conditions. The use of existing treasury shares in lieu of creating new shares by utilising authorised capital is generally less costly and thus more cost-effective for the Company because, among other things, the use of treasury shares is not required to be recorded in the commercial register, in contrast to the utilisation of authorised capital. Using treasury shares also avoids the dilutive effect that would otherwise occur. Issuing shares to the specified employees and retired employees will promote a viable and sustainable equity culture, helping them to identify with and remain loyal to the Company over the long term. In determining the purchase price to be paid, a customary, appropriate and performance-based bonus may be granted.

Acquired treasury shares may also be issued to selected employees in managerial and key positions in the Company, as well as to members of the Executive Board, management and to selected employees in managerial and key positions at its affiliated companies within the meaning of section 15 *et seq.* of the AktG (hereinafter also "employees").

The Company currently has a stock bonus plan (hereinafter "SBP"). For individual tranches still outstanding, the SBP provides the Company with the option to either pay out cash or grant shares in the Company as a component of variable performance-based remuneration. The use of existing treasury shares in lieu of creating new shares also bears the advantage that this is generally less costly and thus more cost-effective for the Company. Using treasury shares also avoids the dilutive effect that would otherwise occur.

Under the SBP, bonus budgets are allocated on the basis of the targets achieved and the Company's performance and individual bonuses are set. To the extent individual tranches of the SBP can be paid out in shares, if the Company exercises this option, the bonus would not be paid out in cash but rather converted into a certain number of shares. The number of shares is calculated by dividing the bonus component by the average stock exchange price of Deutsche Börse shares in the fourth quarter of the respective financial year to which the bonus relates, rounded in accordance with standard practice to the nearest whole number. The average stock exchange price is calculated based on the average (arithmetic mean) of the closing auction prices for Deutsche Börse shares in electronic trading on the Frankfurt Stock Exchange in the fourth quarter of the financial year for which the bonus component is set.

Subject to the further details of the SBP, the bonus or the shares shall generally be paid out or allocated at least three years after the bonus or shares have been granted. At the end of this waiting period, the number of shares calculated in the manner described above shall be converted, in the first instance, into a payment claim, by multiplying the original number of shares by the current stock exchange price of the Company's shares on the first trading day following expiry of the waiting period. For individual tranches of the SBP still outstanding, the Company then has the right to choose and to satisfy the SBP participant's claim by delivering the originally agreed and calculated number of shares in the Company or to settle the payment claim in cash.

The responsible body of the relevant company shall determine the further details of the overall conditions of the SBP, in particular with respect to special circumstances affecting the participants in the SBP (e. g. retirement, illness, death) or special circumstances at Deutsche Börse Group (e.g. restructuring), as well as the specific terms and conditions of the share issue.

Where individual tranches of the SBP still outstanding stipulate an option for the Company to deliver shares, doing so necessitates the exclusion of shareholders' subscription rights.

Furthermore, the Company has a long-term sustainable instrument plan (hereinafter "LSI Plan"). Under this LSI Plan, it shall be possible to issue treasury shares acquired in accordance with the proposed authorisation to selected employees in managerial and key positions in the Company, as well as to members of the management and to selected employees in managerial or key positions at its affiliated companies within the meaning of section 15 *et seq.* of the AktG (collectively referred to as "Group companies") who can materially influence the risk profile of the Group companies classified as significant institutions (hereinafter "Risk Takers"). The LSI Plan has the following background and material content:

Individual Group companies are institutions within the meaning set out in section 1 (1b) of the KWG, or are part of a group within the meaning set out in section 10a (1) of the KWG, and the remuneration of their senior management and employees is subject to special legal requirements. The relevant legislation in this regard is namely Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms (CRD IV), Regulation (EU) No 648/12 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories (EMIR), Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, the German Banking Act (KWG) and the Ordinance on the Supervisory Requirements for Institutions' Remuneration Systems (*Instituts-Vergütungsverordnung* – InstitutsVergV) of 16 December 2013.

Currently, approximately 2% of senior management and employees of Group companies are classified as Risk Takers. Risk Takers are identified on the basis of a regulatory technical standard pursuant to Regulation (EU) No 604/2014 of the European Commission supplementing Directive 2013/36/EU. The conditions applicable to the retention, claims and payouts of variable remuneration for Risk Takers are set out in section 20 (4) InstitutsVergV, among others. Accordingly, certain portions of the variable remuneration are contingent on the institution's sustainable performance. In view of this, the LSI Plan stipulates that a certain portion of the variable remuneration granted to Risk Takers be converted into LSI shares prior to being paid out.

The LSI shares are not actual equities, but rather virtual shares, the value of which tracks the price of Deutsche Börse Aktiengesellschaft shares. Thus, the participating Risk Takers at no time receive any claim to delivery of actual shares under the LSI Plan. They would however have a claim, upon expiry of a one-year waiting period stipulated in the plan's terms and conditions, for payment of a certain cash payment for each LSI share granted.

The LSI Plan is structured so that Risk Takers can benefit from any increase in Deutsche Börse Aktiengesellschaft's share price; conversely they also bear the risk of any share price loss during such period. The LSI shares granted expire in the event of serious misconduct on the part of the Risk Takers and if the economic development of the institution is not sustainable. This serves to create an incentive for the Risk Takers to refrain from accepting any inappropriate risks and to conduct themselves properly.

In accordance with the relevant terms and conditions of the LSI Plan stipulated each year or to be stipulated in the future, the Group companies partially have the right after expiry of the waiting period set out in the plan's terms and conditions to grant participating Risk Takers shares in Deutsche Börse Aktiengesellschaft according to the number of LSI shares held by them in lieu of a cash payment. This measure offers the advantage in particular of protecting liquidity. To this end, the Company shall be authorised to use treasury shares and thereby exclude shareholders' subscription rights.

In this context as well, using treasury shares is generally less costly and more cost-effective than issuing new shares, for instance from authorised capital. Using treasury shares also avoids the dilutive effect that would otherwise occur.

It is possible that the Company will create a programme in the future that corresponds to or is similar to the SBP or LSI Plan, under which there should be an option of granting shares as a remuneration component. Treasury shares acquired under the proposed resolution might also be used to grant shares under such future programmes.

Furthermore, provision has been made for selling treasury shares acquired off-market in return for cash payment and excluding shareholders' subscription rights. This is subject to the proviso that the shares are sold in return for cash payment at a price that does not fall substantially short of the stock exchange price of the Company's shares at the time the shares are sold. This makes use of the option for a less stringent exclusion of subscription rights as provided for in section 71 (1) no. 8 sentence 5 of the AktG in analogous application of section 186 (3) sentence 4 of the AktG. The fact that the shares may only be sold at a price that does not fall substantially short of the relevant stock exchange price of the Company's shares gives appropriate consideration to the principle of protecting the shareholders' anti-dilution interests. The final sale price for the treasury shares shall be determined shortly prior to the sale. The Executive Board shall ensure that any discount on the stock exchange price is as low as possible, taking into account the market conditions prevailing at the time of placement. The discount on the stock exchange price at the point in time at which the authorisation is exercised shall not, under any circumstances, exceed 5% of the current stock exchange price. In this respect, the shares sold under the exclusion of shareholders' subscription rights in accordance with section 71 (1) no. 8 sentence 5 in conjunction with section 186 (3) sentence 4 of the AktG may not in the aggregate exceed 10% of the Company's share capital existing as at the date on which this authorisation enters into effect or – if that amount is lower – the share capital existing as at the date of its exercise. If during the term of this authorisation and until such time as it is exercised, other authorisations to issue or sell shares in the Company or to issue rights entitling or obligating the holder to subscribe for shares in the Company are exercised and subscription rights thereby excluded pursuant to or in analogous application of section 186 (3) sentence 4 of the AktG, this shall be applied toward the aforementioned 10% threshold. This restriction, together with the fact that the issue price has to be based on the stock exchange price, is designed to give appropriate consideration to the financial and voting right interests of the shareholders. In principle, the shareholders have the option of maintaining their participating interest by purchasing Deutsche Börse shares via the stock exchange. The authorisations are in the interests of the Company because they provide it with greater flexibility. They enable, for example, the sale of treasury shares to institutional investors or the targeting of new groups of investors.

Finally, the Supervisory Board shall be authorised to transfer the treasury shares acquired by the Company on the basis of the proposed or any earlier authorisation to the members of the Executive Board of the Company in order to satisfy the terms of the respective remuneration agreements. Thus it would be possible for treasury shares to be used to satisfy contractual claims which may arise in future for members of the Executive Board under the terms and conditions of Executive Board remuneration. At present, the Executive Board remuneration system does not include any components which stipulate the granting of shares in the Company. However, the Supervisory Board should be given the option of stipulating such types of remuneration components in the future. In the event of any future granting of shares to members of the Executive Board as part of Executive Board remuneration, it would be necessary to exclude shareholders' subscription rights. The granting of shares to members of the Executive Board would represent a further option for increasing the Executive Board members' loyalty to the Company, as they would be given the opportunity to participate in any appreciation in the value of the Company through the shares granted to them. In this way, supplemental incentives can be provided for the long-term, sustainable management of the Company. For instance, a portion of the variable remuneration (variable bonus) could be granted in the form of a commitment to grant shares rather than in cash. Such a condition could be stipulated alongside or in lieu of the previous obligation on part of the Executive Board members to invest a portion of their remuneration in the shares of the Company. It would usually then also in that regard be agreed that the Executive Board member may not sell the shares received until a holding period had expired. In this way, the Executive Board member would not participate solely in positive share price developments during the holding period, but also in negative developments. This would therefore give rise to both a bonus and a malus effect for Executive Board members. The performance targets to be stipulated for the variable remuneration components, the associated measurement factors, the increase and decrease in the bonus in the event targets are exceeded or fallen below as well as the ratio of payments in cash to payments in shares and all further details shall be determined in accordance with the employment and remuneration agreements entered into by the Supervisory Board on behalf of the Company with the individual Executive Board members in the future. In accordance with its statutory obligation pursuant to section 87 of the AktG, the Supervisory Board shall ensure that the total remuneration (including the components granted in shares) is appropriate for the responsibilities and performance of the Executive Board members and the position of the Company and that it does not exceed the usual remuneration without good cause.

The authorisation allows shares to be used without subscription rights only if the total number of shares so used plus shares issued or sold by the Company during the term of this authorisation until its exercise on the basis of another authorisation under which shareholders' subscription rights are excluded, or on the basis of rights issued during the term of this authorisation until its exercise which enable or obligate the holder to subscribe for shares in the Company, such rights being issued on the basis of another authorisation under which shareholders' subscription rights are excluded, represent, in total, a notional interest in the share capital of no more than 20% as at the date on which the authorisation becomes effective or - if that amount is lower - as at the date on which this authorisation is exercised. This limits the extent to which treasury shares can be used without subscription rights.

Frankfurt/Main, 21 March 2017

Deutsche Börse Aktiengesellschaft
The Executive Board

(Carsten Kengeter) (Andreas Preuß) (Gregor Pottmeyer)

(Hauke Stars) (Jeffrey Tessler)