

Proposal on the Appropriation of the Unappropriated Surplus

The Executive Board proposes that the unappropriated surplus amounting to €400.0 million (2008: €500.0 million) reported in the annual financial statements of Deutsche Börse AG be appropriated as follows:

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	2009 €m	2008 €m
Distribution of a dividend to the shareholders of €2.10 per share for 185,943,021 no-par value shares carrying dividend rights (in 2009 from net profit for 2008: €2.10)	390.5	390.2
Appropriation to retained earnings	9.5	109.8
Unappropriated surplus	400.0	500.0

The proposal on the appropriation of the unappropriated surplus reflects treasury shares held directly or indirectly by the Company that are not eligible to receive dividends under section 71b of the Aktiengesetz (AktG, the German Stock Corporation Act). The number of shares eligible to receive dividends can change up until the Annual General Meeting through the repurchase of further treasury shares (irrespective of whether or not such shares are subsequently retired) or through the sale of treasury shares. In this case, without changing the dividend of €2.10 per eligible share, an amended resolution for the appropriation of surplus will be proposed to the Annual General Meeting.