TRANSLATION - AUDITOR'S REPORT

Financial Statements as of 31 December 2013 and Combined Management Report

Deutsche Börse Aktiengesellschaft
Frankfurt/Main

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KPMG AG Wirtschaftsprüfungsgesellschaft

Deutsche Börse Aktiengesellschaft, Frankfurt/Main
Balance Sheet as at 31 December 2013

Assets	31/12/2013	31/12/2012
	€	€ (thousand)
NONCURRENT ASSETS		
Intangible Assets		
Licenses and similar rights for data processing and software	9.477.479,00	13.058
Goodwill	393.695,00	443
Prepayments	289.455,00	5
	10.160.629,00	13.506
Tangible Assets		
Fixtures on third party land	21.232.547,00	23.174
Other assets, furniture and office equipment	42.232.219,83	54.605
Prepayments on account and construction in progress	93.021,00	0
	63.557.787,83	77.779
Financial Assets		
Shares in affiliated companies	3.283.218.061,55	3.086.328
Loans to affiliated companies	868.278.650,44	996.934
Investments	42.237.927,59	34.409
Loans to companies in which the company has a participating interest	290.583,59	77
Long-Term securities	13.013.892,08	12.637
Other loans	52.381,89	51
	4.207.091.497,14	4.130.436
Total Noncurrent Assets	4.280.809.913,97	4.221.721
CURRENT ASSETS		
Accounts Receivable and Other Assets		
Trade accounts receivable	116.996.247,33	118.807
Receivables from affiliated companies	157.267.778,56	253.332
Receivables from companies in which the company has a participating interest	774.178,05	1.438
Other current assets	24.967.642,74	78.062
thereof with residual term over 1 year € 8,706,555.29 (previous year € 13,977 (thousand))		
	300.005.846,68	451.639
Cash and Bank Balances	203.009.676,75	281.081
Total Current Assets	503.015.523,43	732.720
DEFERRED EXPENSES AND ACCRUED INCOME	35.410.966,96	17.064
Total Assets	4.819.236.404,36	4.971.505

Shareholder's Equity and Liabilities	Per value of shares acquired for retirement	Subscribed capital before retirement	31/12/2013	31/12/2012
	€	€	€	€ (thousand)
SHAREHOLDER'S EQUITY				
Subscribed Capital	193.000.000,00	-8.884.343,00	184.115.657,00	184.079
Capital Reserve			1.286.328.955,19	1.286.329
Retained Earnings				
Other profit reserves			459.346.879,51	431.144
			459.346.879,51	431.144
Unappropriated Surplus			400.000.000,00	400.000
Total Shareholder's Equity			2.329.791.491,70	2.301.552
Provisions				
Provisions for pensions and similar obligations			8.473.897,79	16.464
Provisions for deferred taxes			125.570.135,16	130.839
Other provisions			163.097.981,13	131.788
Total provisions			297.142.014,08	279.091
LIABILITIES				
Bonds			1.634.066.473,06	1.746.388
Liabilities from bank loans and overdraft			0,00	96
Trade accounts payable			25.459.953,81	21.590
Amounts owed to affiliated companies			501.710.844,32	557.353
Amounts owed to companies in which the company has a participating interest			766.672,50	13.260
Other liabilities			29.227.005,11	51.268
Total Liabilities			2.191.230.948,80	2.389.955
DEFERRED INCOME AND ACCRUED EXPENSES			1.071.949,78	907
Total Shareholder's Equity and Liabilities			4.819.236.404,36	4.971.505

Deutsche Börse Aktiengesellschaft, Frankfurt/Main
Profit and Loss Account
for the period 1 January to 31 December 2013

	2013		2012	
	€	€	€ (thousand)	€ (thousand)
Sales Revenue		1.076.790.347,20		1.110.264
Other Operating Income		112.312.272,12		109.183
thereof from currency translation € 18,054,839.66 (previous year € 13,485 (thousand))				
Personnel Expenses				
Wages and Salaries	-134.978.968,28		-120.308	
Social securities, pensions and other benefits	-32.841.575,97		-17.668	-137.976
thereof pensions € 20,523,129.80 (previous year € 5,959 (thousand))				
Depreciation				
of intangible and tangible assets		-35.661.397,04		-32.527
Other Operating Expenses		-540.730.151,30		-522.141
thereof from currency translation € 5,714,246.04 (previous year € 4,568 (thousand))				
Income from Participating Interests		36.818.973,66		79.772
thereof from affiliated companies € 29,607,161.51 (previous year € 72,201 (thousand))				
Income from Profit and Loss Agreements		102.068.561,27		215.421
Income from Financial Assets: Long-Term Securities and Loans		12.574.955,15		27.018
thereof from affiliated companies € 0.00 (previous year € 15,000 (thousand))				
Interest and Similar Income		381.820,05		1.094
thereof from affiliated companies € 51.67 (previous € 22 (thousand))				
Depreciation of Current Assets: Financial Assets and Securities		0,00		-2.662
thereof to affiliated companies € 0.00 (previous year € 0 (thousand))				
Interest and Similar Charges		-83.245.660,27		121.143
thereof to affiliated companies € 454,379.89 (previous year € 1,147 (thousand))				
thereof from addition of discounted interest € 13,302,995.64 (previous year € 10,608 (thousand))				
Profit before Tax from Ordinary Activities		513.489.176,59		726.303
Tax on Profit		-100.671.044,88		-120.640
Other Taxes		-22.131,71		30
Net Income for the Financial Year		412.796.000,00		605.693
Allocations to other profit reserve		-12.796.000,00		-205.693
Unappropriated Surplus		400.000.000,00		400.000

Notes to the financial statements for financial year 2013

Accounting policies

Deutsche Börse AG's financial statements for financial year 2013 were prepared in accordance with the provisions of the Handelsgesetzbuch (HGB, German Commercial Code) and of the Aktiengesetz (AktG, the German Stock Corporation Act).

The total cost accounting method was chosen for the income statement.

The Company is a large corporation as defined by section 267 (3) HGB.

Fixed asset line items denominated in foreign currency have been translated into euro amounts using the exchange rates valid on the date of acquisition; in case of permanent impairment, the conversion is at the period-end exchange rate.

Assets and liabilities denominated in foreign currency have been translated using the ECB reference rate or the Bloomberg rates valid at the balance sheet date. If the assets and liabilities denominated in foreign currency have a maturity of one year or less, then HGB sections 253 (1) clause 1 and 252 (1) no. 4 sub-clause 2 were not applied.

Income and expenses were translated on the posting date at the ECB reference rate or the Bloomberg rates.

Purchased intangible assets are carried at cost and amortised using the straight-line method or valued at the lower fair value. No use was made of the option to capitalise internally generated intangible assets.

Property, plant and equipment is carried at cost. Depreciable property, plant and equipment is depreciated using the straight-line method over its useful life or valued at its lower fair value. Low-value fixed assets with acquisition costs up to €410 were written off directly in financial year 2013 in accordance with section 6 (2) of the German Income Tax Act (EStG). In this respect, no use was made of the option granted by section 6 (2a) EStG to create a compound item.

Investments in affiliated companies stated under financial assets as well as participations are carried at the lower of cost or fair value. Loans to affiliated companies and other loans are recognised at nominal value, taking into account any permanent impairment, where applicable. Securities are carried at amortised cost or at the lower exchange rate on the reporting date, in the event of permanent impairment. If the circumstances which led to a write-down no longer apply, a reversal is made, up to a maximum of the original cost.

Receivables and other assets are always carried at their nominal amount. All discernable risks are impaired on an item by item basis, while latent risks are considered on a portfolio basis.

Provisions for pensions and other employee benefits have been stated along with the projected benefit obligation on the basis of actuarial tables using the modified “2005 G” mortality tables (generation tables) developed by Dr Klaus Heubeck.

Actuarial assumptions		
	31.12.2013	31.12.2012
	%	%
Discount rate	4.90	5.06
Salary growth	3.50	3.50
Pension growth	2.00	2.00
Staff turnover rate	2.00[1)]	2.00[1)]

1) Up to age 50, thereafter 0.0%

Calculations for the projected benefit obligations arising from the employee-financed deferred compensation plan were made on the basis of an interest rate of 4.90 per cent (previous year: 5.06 per cent) along with actuarial tables using modified “2005 G” mortality tables developed by Dr Klaus Heubeck.

As per section 246 (2) 2 HGB, the amount of pension benefits to be paid as at the balance sheet date was offset against the fair value of the asset, which is protected from any creditor claims and is intended exclusively to meet the liabilities arising from pension obligations or other similar long-term obligations to employees (plan assets). The cumulative costs of the plan assets amount to €138.4 million (previous year: €131.5 million).

The plan assets, which correspond to a 67.9 per cent share (previous year: 68.5 per cent) in a domestic alternative investment funds as defined by sections 1 (10) of the German KAGB, had a fair value at the balance sheet date of €145.2 million (previous year: €128.7 million), which is equivalent to the current value as defined by section 278 in conjunction with section 168 of the KAGB. This special fund is an international mixed fund (mixed special fund) with regulatory investment restrictions. In addition to replicating DJ STOXX 600 Europe, a capital protection concept is applied alongside a non-forecast-orientated trend reporting system which is key to the portfolio management. During the period under review, €3.8 million (previous year: €2.9 million) was withdrawn, which corresponds to the amount of current pension payments, and which was immediately added back to the plan assets. A total amount of €10.7 million (previous year: €12.2 million) was added to the special fund. This asset is protected from any creditor claims and is thus not repayable on demand.

The other provisions have been estimated in consideration of all known risks and unknown liabilities as at the balance sheet date and were estimated at the amount which is required to be paid according to a reasonable commercial assessment. Provisions with a maturity of more than one year are discounted using the market interest rates published by the Deutsche Bundesbank according to the remainder of their maturity.

The basis for determining provisions for the Stock Bonus Plan is the price of Deutsche Börse AG shares at the reporting date.

The provisions for anniversary payments and early retirement were measured at the amount to be paid in accordance with actuarial principles, and for early retirees measured at present value. The projected unit credit method was applied as the basis of this assessment. During the period under review, the interest rate of 4.90 per cent (previous year: 5.06 per cent) published by the German Ministry of Finance was applied. The modified “2005 G” mortality tables developed by Dr Klaus Heubeck were the basis of these projections.

For all hedge accounting procedures as defined by section 254 HGB, Deutsche Börse AG exercises the option of only stating hedges on the balance sheet to the extent that the hedge was ineffective and a negative result arises (compensatory valuation/net hedge presentation method). In such an event, a provision for contingent losses is recognised.

Deferred taxes are calculated in accordance with section 274 HGB on temporary differences between the carrying amounts according to commercial law and their taxable values. Deferred tax liabilities are only reported insofar as they exceed deferred tax assets. In view of the existing single-entity relationship for tax purposes with Clearstream Holding AG, temporary differences between the carrying amounts according to commercial law and their taxable values of this company were accounted for at the level of the controlling company, Deutsche Börse AG. Calculating deferred taxes is based on the combined income tax rate of all the companies comprising a single-entity for tax purposes with Deutsche Börse AG, which currently stands at 25.76 per cent.

As at 31 December 2013, the excess of deferred tax assets amounted to €12.8 million. The excess of deferred tax assets is mainly the result of differences in the carrying amounts in the provisions for pensions, their related cover assets and restructuring provisions.

In accordance with section 274 (1) 2 HGB, the Company refrained from reporting the excess of deferred tax assets. Deferred taxes are calculated on the basis of the tax rates in effect or expected in Germany on the date they are recovered.

There is currently a uniform rate of corporation tax of 15 per cent plus a solidarity surcharge of 5.5 per cent. Taking trade tax into account, this results in a composite tax rate of 25.76 per cent. There were no carryforwards of tax losses as at the reporting date.

In accordance with section 253 (1) 2 HGB, these liabilities and their respective payment amounts are carried as liabilities on the balance sheet.

Notes to the balance sheet

Non-current assets

Asset performance is described in the statement of changes in non-current assets.

As at 31 December 2013, loans to affiliated companies totalled €868.3 million (previous year: €996.9 million). The amount of €868.3 million (previous year: €846.9 million) is related to profit participation rights issued by Eurex Frankfurt AG as part of the acquisition of International Securities Exchange Holdings, Inc. (ISE). Owing to the profit generated by Eurex Frankfurt AG, there was a partial reversal of the earlier impairment in the amount of €21.3 million (previous year: €56.7 million). The participation right qualifies to receive losses of the issuer, Eurex Frankfurt AG.

Investments in affiliated companies

As at 31 December 2013, Deutsche Börse AG had investments in affiliated companies as follows:

Company	Domicile	Currency	Own equity in € thous.[1)]	2013 net profit loss in € thous.	Equity interest direct (indirect)
Clearstream Holding AG	Germany	€	2,285,314	102,069	100.00%
Clearstream International S.A.	Luxembourg	€	820,942	101,593	(100.00)%
Clearstream Banking S.A.	Luxembourg	€	672,231	18,266	(100.00)%
Clearstream Banking Japan, Ltd.	Japan	JPY	35,252	7,168	(100.00)%
REGIS-TR S.A.	Luxembourg	€	1,060	-1,103	(50.00)%
Clearstream Banking AG	Germany	€	300,704	81,696	(100.00)%
Clearstream Services S.A.	Luxembourg	€	62,161	8,174	(100.00)%
Clearstream Fund Services Ireland Ltd.	Irland	€	779	194	(100.00)%
LuxCSD S.A.	Luxembourg	€	5,065	-270	(50.00)%

Company	Domicile	Currency	Own equity in € thous.[1)]	2013 net profit loss in € thous.	Equity interest direct (indirect)
Clearstream Operations Prague s.r.o.	Czech Republic	CZK	238,912	41,510	(100.00)%
Deutsche Boerse Systems, Inc.	USA	US$	4,440	349	100.00%
Eurex Global Derivatives AG	Switzerland	CHF	351,922	69,466	100.00%
Eurex Zürich AG	Switzerland	CHF	310,398	5,382	(100.00)%
Eurex Frankfurt AG	Germany	€	1,050,920	66,670	(100.00)%
Eurex Bonds GmbH	Germany	€	8,247	732	(79.44)%
Eurex Clearing AG	Germany	€	249,813	1,227	(100.00)%
Eurex Repo GmbH	Germany	€	550	11,591	(100.00)%
Eurex Clearing Security Trustee GmbH	Germany	€	75	0	(100.00) %
Eurex Services GmbH	Germany	€	1,182,469	69,212	(100.00)%
U.S. Exchange Holdings, Inc.	USA	US$	-857,494	-150,371	(100.00)%
International Securities Exchange Holdings, Inc.	USA	US$	1,724,709	32,691	(100.00)%
ETC Acquisition Corp.	USA	US$	3,785	150	(100.00)%
International Securities Exchange, LLC	USA	US$	40,528	44,429	(100.00)%
Longitude LLC	USA	US$	3,901	-44	(100.00)%
Longitude S.A.	Luxembourg	€	1,072	618	(100.00)%
ISE Gemini, LLC	USA	US$	8,448	3,448	(100.00)%
Finnovation S.A.	Luxembourg	€	131,451	3,101	100.00%
Infobolsa S.A.	Spain	€	11,782	494	50.00%

Company	Domicile	Currency	Own equity in € thous.[1)]	2013 net profit loss in € thous.	Equity interest direct (indirect)
Infobolsa Deutschland GmbH	Germany	€	1,397	101	(50.00)%
Difubolsa, Serviços de Difusão e Informaçao de Bolsa, S.A.	Portugal	€	164	9	(50.00)%
Open Finance, S.L.	Spain	€	779	36	(31.00)%
Market News International Inc.	USA	US$	21,114	624	100.00%
MNI Financial and Economic Information (Beijing) Co. Ltd.	China	CNY	260	18	(100.00)%
Need to Know News, LLC	USA	US$	5,766	341	(100.00)%
Risk Transfer Re S.A.	Luxembourg	€	1,225	0	100.00%
Tradegate Exchange GmbH	Germany	€	977	264	76.23%
Deutsche Börse Services s.r.o.	Czech Republic	CZK	115,419	30,366	100.00%
STOXX Ltd.	Switzerland	CHF	96,856	28,979	50.10%
Börse Frankfurt Zertifikate Holding S.A.	Luxembourg	CHF	16,297	4,341	100.00%
Börse Frankfurt Zertifikate AG	Germany	€	4,222	588	(100.00)%
Deutsche Börse Asia Holding Pte. Ltd.	Singapore	SGD	0	0	100.00%
Eurex Clearing Asia Pte. Ltd.	Singapore	SGD	0	0	(100.00)%

1) Includes capital reserves and retained earnings, accumulated gains or losses and net profit or loss for the year and, if necessary, further components according to the respective local GAAP

Equity investments

Deutsche Börse AG held the following direct or indirect equity investments with a share of more than 20 per cent as at 31 December 2013:

Company	Domicile	Currency	Own equity in € thous.[1)]	2013 net profit loss in € thous.	Equity interest direct (indirect)
European Energy Exchange AG	Germany	€	119,701	13,683	(62.57)%
Indexium AG	Switzerland	CHF	4,624	911	49.90%
Deutsche Börse Cloud Exchange AG	Germany	€	9,014	-986	49.90%
Zimory GmbH	Germany	€	10,925	-5,285	30.03%
BrainTrade Gesellschaft für Börsensysteme mbH	Germany	€	1,758	358	(28.58)%
Global Markets Exchange Group International, LLP	United Kingdom	GBP	3,047	-979	28.57
Hanweck Associates, LLC	USA	US$	-693	-793	(26.44)%
ID's SAS	France	€	2,767	509	25.01%

1) Includes capital reserves and retained earnings, accumulated gains or losses and net profit or loss for the year and, if necessary, further components according to the respective local GAAP

As at 31 December 2013, Deutsche Börse AG held directly or indirectly more than 5 per cent of the voting rights in the following companies:

Company	Domicile	Currency	Own equity in € thous.[1)]	2012 net profit loss in € thous.	Equity interest direct (indirect)
The Options Clearing Corporation	USA	US$	11,633	3,563	(20.00)%
Deutsche Börse Commodities GmbH	Germany	€	2,827	672	16.20%
Digital Vega FX Ltd.	United Kingdom	GBP	252	-458	13.02%
Phineo gAG	Germany	€	1,224	198	12.00%
Direct Edge Holdings, LLC	USA	US$	145,910	16,339	(9.50)%
Tradegate AG Wertpapierhandelsbank	Germany	€	30,974	4,127	4.92%

1) Includes capital reserves and retained earnings, accumulated gains or losses and net profit or loss for the year and, if necessary, further components according to the respective local GAAP

Receivables from affiliated companies

This balance sheet item contains trade receivables from affiliated companies of €47.4 million (previous year: €31.4 million) as well as other assets amounting to €109.9 million (previous year: €221.9 million). The profit transfer agreement with Clearstream Holding AG accounted for €102.1 million (previous year: €215.4 million) of the other assets.

Receivables from companies in which the company has a participating interest

This balance sheet item primarily comprises trade receivables from companies in which the company has a participating interest.

Disclosures regarding financial instruments and hedging transactions according to section 285 (19) and (23) of the HGB

There were no investments in derivatives at the reporting date. In the previous year, investments were held in the following financial instruments, which were designated as part of hedging transactions:

Risk		Underlying transaction		Hedging instrument		Type of hedging relationship	Prospective effectiveness
	Type	Type	Amount	Risk	Amount		
Interest	Cash flows from planned long-term debt instruments	Planned issue of fixed-rate debt instruments	€300 m	Swaption and forward swap	€300 m	Micro cash flow hedge of an anticipated transaction	Maturity, currency and volume congruence

To hedge against changes in interest rates in relation to the planned issue of long-term debt instruments, Deutsche Börse AG concluded a swaption and a forward swap in 2010 which mature in 2018 and each have a nominal amount of €150.0 million. The swaption was not exercised in financial year 2013. The interest rate swap was terminated by payment of a cancellation fee of €14.3 million.

Prepaid expenses

Prepaid expenses contain discounts for bond issues as defined by section 250 (3) of the HGB of €7.9 million (previous year: €5.4 million).

Deferred tax assets

Deutsche Börse AG does not exercise the option to recognise deferred tax assets.

Equity

Fully paid-in share capital amounts to €193.0 million (previous year: €193.0 million), divided into 193,000,000 no-par value registered shares.

There were 8,884,343 treasury shares held at the end of the year (previous year: 8,921,326), representing 4.6 per cent of share capital. As part of employee programmes, 64,144 shares were sold at a price of €3.1 million during financial year 2013. As part of the share buyback programme, 27,161 shares were acquired at a purchase price of €1.3 million. On the basis of the share price as at 31 December 2013 of €60.20, the shares are valued at €534.8 million. This figure results primarily from share buybacks since 2005.

Subject to the agreement of the Supervisory Board, the Executive Board is authorised to increase the subscribed share capital by the following amounts:

	Amount in €	Date of shareholder approval	Conclusion of approval process	Existing shareholders' pre-emptive rights may be disapplied for fractioning and/or may be disapplied if the share issue is:
Authorised share capital I	5,200,000	12 May 2011	11 May 2016	- against non-cash contributions for the purpose of acquiring companies, parts of companies, or interests in companies, or other assets
Authorised share capital II	27,800,000	27 May 2010	26 May 2015	- for cash at an issue price not significantly lower than the stock exchange price up to a maximum amount of 10 per cent of the nominal capital to issue new shares - to employees of the Company or affiliated companies with the meaning of sections 15ff of the Aktiengesetz (AktG, German Stock Corporation Act), with the pro rata amount of the share capital not allowed to exceed €3 million - against non-cash contributions for the purpose of acquiring companies, parts of companies, interests in companies, or other assets
Authorised share capital III	19,500,000	27 May 2010	26 May 2015	- N/A
Authorised share capital IV	6,000,000	16 May 2012	15 May 2017	- for the issuance of up to 900,000 new shares per year to Executive Board members and employees of the Company as well as to the management and employees of affiliated companies within the meaning of sections 15ff of the AktG

The Company’s capital reserves and retained earnings performed as follows:

	€m	€m
Capital reserves		
Brought forward as at 1 January 2013	1,286.3	
Addition	0.0	
Balance as at 31 December 2013		1,286.3
Retained earnings		
Other retained earnings		
Brought forward as at 1 January 2013	431.2	
Addition from previous year’s net profit	13.5	
Addition due to sale of own shares	3.1	
Addition from 2013 net income	12.8	
Transfer due to acquisition of own shares	-1.3	
Balance as at 31 December 2013		459.3

As the fair value of the plan assets is higher than their acquisition cost, there is, when deferred tax liabilities are taken into account, a block on distributions in accordance with section 268 (8) of the HGB in the amount of €5.1 million.

Provisions for pensions and other employee benefits

Pension liabilities on the basis of section 246 (2) 2 of the HGB	
	€m
Pension obligations payable	153.7
Fair value of plan assets	-145.2
Provisions for pensions and other employee benefits	8.5

Netting profit and loss	
	€m
Expenses arising from pension obligations	3.4
Net revenue stated under personnel expenses	3.4
Interest expense arising from pension obligations	10.6
Reversals of plan assets	9.6
Income from plan assets	2.2
Net revenue stated under financial result	1.2

Other provisions

Other provisions, amounting to €163.1 million (previous year: €131.8 million), comprise the following:

	€m
Provisions made as part of the efficiency programmes	48.0
Interest relating to tax audit	43.9
Other personnel provisions	16.5
Phantom Stock Option Plan, Stock Bonus Plan and Group Share Plan	14.5
Outstanding invoices	14.0
Obligation to reimburse current and future pension payments to the chamber of commerce (IHK) on the basis of the transition agreement	8.5
Variable remuneration	8.0
Remuneration for the Supervisory Board	2.2
Process risks	2.0
Anticipated losses from leases and asset retirement obligations	1.8
Miscellaneous provisions	3.7
	163.1

Liabilities

Liabilities are divided into the categories below. Lien rights or similar rights are not included in liabilities.

Amount in €m	Total amount	Thereof: up to 1 year	Thereof: 1-5 years	Thereof: > 5 years
Bonds (previous year)	1,634.0 (1,746.4)	100.0 (797.8)	883.3 (128.8)	650.7 (819.8)
Liabilities to banks (previous year)	0.0 (0.1)	0.0 (0.1)	0.0 (0.0)	0.0 (0.0)
Trade payables (previous year)	25.5 (21.6)	25.5 (21.6)	0.0 (0.0)	0.0 (0.0)
Liabilities towards affiliated companies (previous year)	501.7 (557.4)	501.7 (557.4)	0.0 (0.0)	0.0 (0.0)
- Thereof trade payables (previous year)	53.1 (47.9)	53.1 (47.9)	0.0 (0.0)	0.0 (0.0)
- Thereof other liabilities (previous year)	448.6 (509.5)	448.6 (509.5)	0.0 (0.0)	0.0 (0.0)
Payables to other companies in which the company has a participating interest (previous year)	0.8 (13.3)	0.8 (13.3)	0.0 (0.0)	0.0 (0.0)
- Thereof trade payables (previous year)	0.8 (0.1)	0.8 (0.1)	0.0 (0.0)	0.0 (0.0)
- Thereof other liabilities (previous year)	0.0 (13.2)	0.0 (13.2)	0.0 (0.0)	0.0 (0.0)
Other liabilities (previous year)	29.2 (51.2)	28.5 (50.4)	0.4 (0.4)	0.3 (0.4)
- Thereof taxes (previous year)	7.7 (6.4)	7.7 (6.4)	0.0 (0.0)	0.0 (0.0)
- Thereof social security contributions (previous year)	0.3 (0.1)	0.3 (0.1)	0.0 (0.0)	0.0 (0.0)
Total liabilities (previous year)	2,191.2 (2,390.0)	656.5 (1,440.6)	883.7 (129.2)	651.0 (820.2)

Income statement disclosures

Sales revenue

Sales revenue of €1,076.8 million (previous year: €1,110.3 million) consists mainly of €625.8 million (previous year: €660.2 million) from the Eurex electronic derivatives trading platform, €279.3 million (previous year: €196.6 million) from the sales and marketing of exchange data and information, as well as index development and marketing, and €157.4 million (previous year: €232.4 million) from the cash market with the Xetra electronic trading system and floor trading as well as the central counterparty for equities.

Other operating income

Other operating income amounts to €112.3 million (previous year: €109.2 million). This item mainly comprises income from agency agreements with affiliated companies (€83.5 million; previous year €82.4 million), income from foreign currency translation (€18.1 million; previous year: €13.5 million) and out-of-period income from the reversal of provisions (€2.2 million; previous year €6.9 million). It also includes rental income (€0.6 million; previous year: €0.7 million) and out-of-period income from individual impairment provisions made in previous years (€0.6 million; previous year: €0.5 million).

Other operating expenses

Other operating expenses amounted to €540.7 million (previous year: €522.1), comprised as follows: agency fees to affiliated companies (€222.3 million; previous year €201.8 million); legal and consulting expenses (€108.0 million; previous year €101.5 million); expenses for IT services (€48.1 million; previous year €60.9 million); lease expenses (€39.5 million; previous year €40.0 million); expenses arising from marketing exchange data (€27.5 million; previous year €26.8 million); expenses for Xetra Market Services (€16.3 million; previous year €15.8 million), expenses for the communication network (€10.8 million; previous year €12.9 million); advertising and marketing expenses (€8.3 million; previous year €9.3 million); expenses for price information from regional stock exchanges and exchange brokers (€7.5 million; previous year €8.3 million); expenses for CCP transactions (€5.9 million; previous year €4.5 million) and expenses from non-deductible input tax (€5.9 million; previous year €2.8 million). Expenses from foreign currency translation stated in the income statement include €5.7 million (previous year: €4.6 million) from exchange rate differences.

Auditor’s fee

In accordance with section 285 (17) of the HGB, disclosures as to the auditor’s fee are contained in the notes to the consolidated financial statements of Deutsche Börse AG.

Other financial obligations and transactions not included in the balance sheet

Other financial obligations relate to rental, lease, maintenance and other contracts.

Obligations relating to rental, lease and maintenance contracts in 2014 (€46.8 million; previous year: €47.6 million) arise mainly from long-term contracts for office space rental of €23.1 million (previous year: €23.1 million), as well as software maintenance contracts of €19.8 million (previous year: €16.5 million). Other obligations in the amount of €3.9 million (previous year: €8.0 million) relate to various other maintenance contracts in the amount of €2.9 million (previous year: €5.5 million) and other rental and leasing agreements (€1.0 million: previous year: €2.5 million). For financial years from 2015 onwards, it is anticipated that €223.5 million (previous year: €257.6 million) will be spent on these contracts.

In financial year 2013, other obligations arose from management and agency agreements primarily with Eurex Frankfurt AG in the amount of €197.7 million (previous year: €178.4 million) and Market News International in the amount of €19.6 million (previous year: €19.4 million). Deutsche Börse AG assumes that the obligations arising from agency agreements with Eurex Frankfurt AG and Market News International will not deviate significantly in future from the figures in 2013. The obligations owed to Eurex Frankfurt AG and Market News International are obligations owed to affiliated companies.

Other contracts, particularly service contracts, gave rise to financial obligations of €11.4 million in 2014 (previous year: €14.0 million), of which €7.2 million (previous year: €10.2 million) relates to IT and application support. For financial years from 2015 onwards, these contracts are anticipated to generate expenses of €18.7 million (previous year: €16.2 million).

The Company issued a letter of comfort on behalf of Eurex Clearing AG, according to which Deutsche Börse AG is obliged to provide Eurex Clearing AG upon its first demand with such financial means as are needed to fulfil its obligations arising from its activities and in its capacity as central counterparty (CCP) for processing securities traded on the Frankfurt Stock Exchange, futures traded on the Eurex Deutschland and Eurex Zürich exchange facilities, contracts traded using the Eurex Bonds GmbH system and repurchase agreements traded with the Eurex Repo GmbH system, as per the requirements of HGB section 340b (1 and 2). The comfort letter is limited to the amount of €700.0 million. Due to the risk management system implemented by Eurex Clearing AG, in particular the lines of defence, and the fact that Deutsche Börse AG has not been called upon in the event of defaults by clearing participants in the past, Deutsche Börse AG currently believes that utilisation of the comfort letter is unlikely.

Referring to section 5 (10) of the statute of the Deposit Protection Fund, an unlimited statement of commitment has been issued to Clearstream Banking AG, according to which Deutsche Börse AG indemnifies the Bundesverband deutscher Banken e.V. from all potential loss claims.

Moreover, Deutsche Börse AG provides loan commitments in favour of affiliated companies and companies in which the Company has a participating interest of €69 million and €2.5 million respectively.

Provisions arising from deferred compensation were recognised in the balance sheet under employee expenses for individual subsidiaries. However, as Deutsche Börse AG has an obligation as a provider towards participating employees, a contingent liability of €20.8 million (previous year: €17.3 million) arises which is equivalent to the amount of the provisions made by the individual subsidiaries.

Other disclosures

Supervisory Board

The members of the Supervisory Board are:

Dr Joachim Faber Chairman	Independent Management Consultant, Grünwald
Supervisory Board appointments	OSRAM Licht AG, Munich (since 5 July 2013)
Other appointments	HSBC Holding plc, London (Member of the Board of Directors) Coty Inc., New York (Member of the Board of Directors) Joh. A. Benckiser SARL, Luxembourg (Chairman of the Committee of Shareholders) Allianz France, Paris (Member of the Board of Directors, Chairman of the Audit Committee)
Gerhard Roggemann Deputy Chairman	Vice Chairman, Investment Banking, Canaccord Genuity Limited, London
Supervisory Board appointments	Deutsche Beteiligungs AG, Frankfurt/Main (Deputy Chairman since 26 March 2013) GP Günter Papenburg AG, Schwarmstedt (Chairman) Fresenius SE & Co. KGaA, Bad Homburg Wave Management AG, Hanover (since 19 November 2013)
Other appointments	Friends Life Group plc., London (Member of the Board of Directors, until 28 March 2013) Resolution Limited, Guernsey (Member of the Board of Directors, until 28 March 2013)

Richard Berliand	Management Consultant Executive Director, Richard Berliand Limited, Ashtead, Surrey
Supervisory Board appointments	Eurex Clearing AG, Frankfurt/Main Eurex Frankfurt AG, Frankfurt/Main
Other appointments	Eurex Zürich AG, Zurich (Member of the Board of Directors) ITRS Group Limited, London (Chairman of the Board of Directors) London Wine Agencies, London (Director) Mako Europe Ltd, London (Member of the Board of Directors)
Irmtraud Busch	Employee in the Settlement Product Design (OPD) section Clearstream Banking AG, Frankfurt/Main (until 31 December 2013)
Karl-Heinz Floether	Independent Management Consultant, Kronberg
Supervisory Board appointments	Commerzbank AG, Frankfurt/Main (since 19 April 2013)
Marion Fornoff	Employee in the Human Resources Germany Section Deutsche Börse AG, Frankfurt/Main
Hans-Peter Gabe	Staff member in the HR Policies & Corporate Training Section Deutsche Börse AG, Frankfurt/Main
Richard M. Hayden	Non-Executive Chairman, Haymarket Financial LLP, London Senior Advisor, TowerBrook Capital Partners L.P., London
Other appointments	Riverstone Energy Limited, Guernsey (Non-Executive Director, since 15 June 2013)

Craig Heimark	Managing Partner, Hawthorne Group LLC, Palo Alto
Other appointments	Avistar Communications Corporation, Redwood Shores (Member of the Board of Directors, until 31 March 2013) Cohesive Flexible Technologies Corporation, Chicago (Chairman of the Board of Directors)
David Krell	Chairman of the Board of Directors International Securities Exchange, LLC, New York
Other appointments	INVeSHARE inc., Alpharetta (Chairman of the Board of Directors, since 19 April 2013) ISE Gemini, LLC, New York (Chairman of the Board of Directors, since 26 July 2013)
Dr Monica Mächler	Lawyer, Pfäffikon Former Vice Chair of the Board of Directors of the Swiss Financial Market Supervisory Authority FINMA, Berne
Other appointments	Zurich Insurance Group AG, Zurich (Member of the Board of Directors, since 4 April 2013) Zürich Versicherungs-Gesellschaft AG, Zurich (Member of the Board of Directors, since 4 April 2013)
Friedrich Merz	Lawyer and Partner at Mayer Brown LLP, Düsseldorf
Supervisory Board appointments	AXA Konzern AG, Cologne BVB Borussia Dortmund KGaA, Dortmund HSBC Trinkaus & Burkhardt AG, Düsseldorf WEPA Industrieholding SE, Arnsberg (Chairman)
Other appointments	BASF Antwerpen N.V., Antwerp (Member of the Board of Directors) Stadler Rail AG, Bussnang (Member of the Board of Directors)
Thomas Neiße	Independent Capital Market Advisor Former Chief Executive Deka Investment GmbH, Frankfurt/Main

Heinz-Joachim Neubürger	Independent Management Consultant, London
Supervisory Board appointments	Hamburg Trust REIM Real Estate Investment Management GmbH, Hamburg (Deputy Chairman, since 22 August 2013) Koenig & Bauer AG, Würzburg (Chairman from 9 October 2013 until 25 February 2014, member from 13 June 2013 until 25 February 2014)
Dr Erhard Schipporeit	Independent Management Consultant, Hanover
Supervisory Board appointments	BDO AG, Hamburg Fuchs Petrolub AG, Mannheim Hannover Rückversicherung AG, Hanover SAP AG, Walldorf Talanx AG, Hanover
Other appointments	Fidelity Funds SICAV, Luxembourg (Member of the Board of Directors) TUI Travel plc., London (Member of the Board of Directors)
Jutta Stuhlfauth	Lawyer, M.B.A. (Wales) and Head of Unit Policies and Procedures Deutsche Börse AG, Frankfurt/Main
Martin Ulrici	Staff member in the HR Policies & Corporate Training Section Deutsche Börse AG, Frankfurt/Main
Johannes Witt	Staff member in the Financial Accounting & Controlling Department Deutsche Börse AG, Frankfurt/Main

In the year under review, the members of the Supervisory Board received remuneration of €2.2 million.

The Supervisory Board has established the following committees:

Audit Committee

Dr Erhard Schipporeit (Chairman)
Friedrich Merz
Heinz-Joachim Neubürger
Johannes Witt

Personnel Committee

Dr Joachim Faber (Chairman)
Marion Fornoff
Richard M. Hayden
Gerhard Roggemann

Strategy Committee

Dr Joachim Faber (Chairman)
Richard Berliand
Karl-Heinz Floether
Hans-Peter Gabe
Heinz-Joachim Neubürger
Gerhard Roggemann
Jutta Stuhlfauth

Technology Committee

Craig Heimark (Chairman)
Karl-Heinz Floether
David Krell
Martin Ulrici

Clearing and Settlement Committee

Richard Berliand (Chairman)
Irmtraud Busch
Dr Monica Mächler
Thomas Neiße

Nomination Committee

Dr Joachim Faber (Chairman)
Richard M. Hayden
Gerhard Roggemann

Interim committee risk management roadmap (since February 2014)

Dr. Erhard Schipporeit (Chairman)
Richard Berliand
Dr. Joachim Faber
Craig Heimark
Friedrich Merz
Heinz-Joachim Neubürger
Johannes Witt

Executive Board

The members of the Executive Board are:

Reto Francioni Prof., Dr. jur.	Chairman of the Executive Board Chief Executive Officer
Supervisory Board appointments	Clearstream Holding AG (Chairman) Eurex Clearing AG (Deputy Chairman) Eurex Frankfurt AG (Deputy Chairman)
Other appointments	Clearstream Banking S.A. (Chairman of the Board of Directors, since 2 August 2013) Clearstream International S.A. (Chairman of the Board of Directors, until 17 July 2013) Eurex Zürich AG (Vice Chairman of the Board of Directors) UBS AG (Member of the Board of Directors, since 2 May 2013)
Andreas Preuß Grad. degree in Business Administration (Diplom-Kaufmann)	Member of the Executive Board and Deputy Chief Executive Officer Responsible for the Cash and Derivatives Market Division Member of the Executive Board, Eurex Clearing AG (Chief Executive Officer until 31 March 2013) Chief Executive Officer, Eurex Frankfurt AG Chief Executive Officer, Eurex Zürich AG Chairman of the Management Board, Eurex Deutschland Member of the Management Board, Eurex Services GmbH Chairman of the Management Board, Frankfurter Wertpapierbörse (since 27 March 2013, member since 8 March 2013)
Supervisory Board appointments	Clearstream Holding AG (Vice Chairman)
Other appointments	Bombay Stock Exchange Limited (Member of the Board of Directors, Shareholder Director) Eurex Global Derivates AG (Chairman of the Board of Directors) International Securities Exchange, LLC (Vice Chairman of the Board of Directors) International Securities Exchange Holdings, Inc. (Vice Chairman of the Board of Directors) ISE Gemini, LLC (Member of the Board of Directors, since 26 July 2013)

Gregor Pottmeyer University degree in Economics (Diplom-Kaufmann)	Member of the Executive Board Chief Financial Officer
Supervisory Board appointments	Clearstream Holding AG Eurex Clearing AG Eurex Frankfurt AG
Other appointments	Clearstream International S.A. (Member of the Board of Directors until 17 July 2013, since 17 July 2013 Deputy Chairman) Eurex Zürich AG (Member of the Board of Directors)
Hauke Stars Degree in IT (Dipl.Ing. Informatik) Master of Science (M. Sc)	Member of the Executive Board and responsible for the Information Technology and Market Data + Services Division
Supervisory Board appointments	Clearstream Banking AG (Deputy Chair, since 21 March 2013) Eurex Frankfurt AG (since 21 March 2013) GfK SE Klöckner & Co. SE
Other appointments	Clearstream Banking S.A. (Member of the Board of Directors, since 2 August 2013) Clearstream Banking S.A. (Member of the Board of Directors, since 27 March 2013) Deutsche Boerse Systems, Inc. (Member of the Board of Directors, since 2 January 2013, until 31 December 2013) Eurex Zürich AG (Member of the Board of Directors, since 21 March 2013) International Securities Exchange LLC (Member of the Board of Directors, since 21 February 2013) ISE Gemini, LLC (Member of the Board of Directors, since 26 July 2013)

Jeffrey Tessler MBA	Member of the Executive Board Responsible for the Clearstream division Chief Executive Officer, Clearstream Banking S.A. Chief Executive Officer, Clearstream International S.A. Chief Executive Officer, Clearstream Holding AG
Supervisory Board appointments	Clearstream Banking AG (Chairman)
Other appointments	Clearstream Banking S.A. (Chairman of the Board of Directors until 2 August 2013, Deputy Chairman since 2 August 2013) Clearstream International S.A. (Deputy Chairman of the Board of Directors until 17 July 2013, Chairman since 17 July 2013) Clearstream Services S.A. (Chairman of the Board of Directors) Link-Up Capital Markets, S.L. (Chairman of the Board of Directors) REGIS TR. S.A. (Chairman of the Board of Directors)

Former Member of the Executive Board:

Frank Gerstenschläger University degree in Economics, Business Administration and Engineering (Dipl.-Wirtschaftsingenieur)	Member of the Board of Directors (until 31 March 2013) Chairman of the Management Board, Frankfurter Wertpapierbörse (until 7 March 2013)
Supervisory Board appointments	Clearstream Banking AG (until 31 March 2013)
Other appointments	Clearstream International S.A. (Member of the Board of Directors, until 31 March 2013) Scoach Holding S.A. (Member of the Board of Directors, until 14 March 2013)

Executive Board

In 2013, the total remuneration of members of the Executive Board amounted to €8.3 million. Total compensation includes share-based remuneration of €2.1 million. The shares were valued at market price on the balance sheet date. The number of stock options 43,351 and the value determined at the grant date is based on a Deutsche Börse AG share price of €47.68 per share as the average price during the first two calendar months of financial year 2013. For additional disclosures regarding Executive Board compensation, please see the Deutsche Börse AG management report.

The compensation of former members of the Executive Board and their surviving dependants amounted to €1.9 million in 2013 (previous year: €1.6 million). A total of €42.3 million (previous year: €34.1 million) has been reserved for pension obligations to former members of the Executive Board and their surviving dependants.

Employees

During financial year 2013, the average number of employees was 1,014 (previous year: 1,001). As at 31 December 2013, the number of employees at Deutsche Börse AG (excluding the Executive Board) was 1,028 (previous year: 1,012). Of these 1,028 employees, 11 are employed on a limited-term employment contract and 149 employees work part-time. Fifteen employees were on maternity leave or received the German parental allowance. There was an average of 949 full-time equivalent (FTE) employees during the year (previous year: 933).

Intercompany agreements

As part of the concluded profit transfer agreement between Clearstream Holding AG and Deutsche Börse AG, Clearstream Holding AG is obliged to transfer its entire net income for the year to Deutsche Börse AG, less any losses carried forward from the previous year and the amount to be added to the reserves, as required by section 300 of the AktG. Simultaneously, Deutsche Börse AG is required to equalise any losses incurred at Clearstream Holding AG during the year through loss absorption, provided that such losses have not already been balanced by transfers from other retained earnings added during the term of the contract.

On 2 March 2010, Deutsche Börse AG entered into a control agreement (“Beherrschungsvertrag”) with Clearstream Banking AG. As part of this agreement, Clearstream Banking AG subordinates the management of its company to Deutsche Börse AG, and Deutsche Börse AG has the right to give instructions to the Executive Board of Clearstream Banking AG with respect to the management of the company.

Summary management report

The management report of Deutsche Börse AG and the management report on the consolidated financial statements of Deutsche Börse AG have been summarised in accordance with section 315 (3) of the HGB in conjunction with section 289 (3) of the HGB and DRS 20 (22).

Group structure

Deutsche Börse AG prepares consolidated financial statements in accordance with International Financial Reporting Standards. The consolidated financial statements are published in the electronic version of the German Federal Gazette and are also available at the Company's premises.

Ownership structure

Deutsche Börse AG received the following notifications in accordance with section 21 of the German Securities Trading Act (WpHG):

Meldepflichtiger	Sitz und Staat, in dem sich der Sitz oder Wohnort des Meldepflichtigen befindet	Datum des Erreichens, Über- oder Unterschreitens	Über-/Unterschreitung (+/–)	Meldeschwelle	Zurechnung gemäß §§ 22, 25 und 25a WpHG	Beteiligung in %	Beteiligung in Stimmrechten
Deutsche Börse AG	Frankfurt am Main, Deutschland	17.02.2012	+	3,00%	keine Angabe	4,94%	9.533.068
BlackRock Advisors Holdings, Inc.	New York, USA	01.12.2009	+	3,00%	§ 22 Abs. 1 Satz 1 Nr.6 i.V.m. § 22 Abs. 1 Satz 2 WpHG	3,35%	6.526.163
BlackRock Financial Management, Inc.	New York, USA	14.04.2011	+	5,00%	§ 22 Abs. 1 Satz 1 Nr.6 i.V.m. § 22 Abs. 1 Satz 2 WpHG	5,04%	9.821.174
Black Rock Group Limited	London, Großbritannien	07.12.2012	+	3,00%	§ 22 Abs. 1 Satz 1 Nr.6 i.V.m. § 22 Abs. 1 Satz 2 WpHG	3,0003%	5.790.525
BlackRock Holdco 2, Inc.	Delaware, USA	14.04.2011	+	5,00%	§ 22 Abs. 1 Satz 1 Nr.6 i.V.m. § 22 Abs. 1 Satz 2 WpHG	5,04%	9.821.174
BlackRock, Inc.	New York, USA	12.04.2011	+	5,00%	§ 22 Abs. 1 Satz 1 Nr.6 i.V.m. § 22 Abs. 1 Satz 2 WpHG	5,01%	9.773.982
BlackRock International Holdings, Inc.	New York, USA	02.08.2012	+	3,00%	§ 22 Abs. 1 Satz 1 Nr.6 i.V.m. § 22 Abs. 1 Satz 2 WpHG	3,58%	6.981.055
BR Jersey International Holdings, L.P.	St. Helier, Jersey, Kanalinseln	08.02.2012	+	3,00%	§ 22 Abs. 1 Satz 1 Nr.6 i.V.m. § 22 Abs. 1 Satz 2 WpHG	3,58%	6.981.055
Capital Research and Management Company	Los Angeles, USA	30.07.2013	+	3,00%	§ 22 Abs. 1 Satz 1 Nr. 6	3,02%	5.833.924
Commerzbank Aktiengesellschaft	Frankfurt am Main	23.05.2013	-	5,00%		0,67%	1.289.167
					§§ 21, 22 WpHG	0,03%	50.367
					§ 25a WpHG	0,64%	123.800
Credit Suisse AG	Zürich, Schweiz	23.05.2012	-	5,00%		1,34%	2.587.486
					§§ 21, 22 WpHG	1,28%	2.476.223
					§ 25 WpHG	0,04%	71.843
					§ 25a WpHG	0,02%	39.420
Credit Suisse Group AG	Zürich, Schweiz	23.05.2012	-	5,00%		1,34%	2.587.486
					§§ 21, 22 WpHG	1,28%	2.476.223
					§25 WpHG	0,04%	71.843
					§25a WphG	0,02%	39.420
Credit Suisse Investments UK	London, Großbritannien	23.05.2012	-	5,00%	§§ 21, 22 WpHG	1,28%	2.471.378
Credit Suisse Investment Holdings UK	London, Großbritannien	23.05.2012	-	5,00%	§§ 21, 22 WpHG	1,28%	2.471.378
Credit Suisse Securities (Europe) Limited	London, Großbritannien	23.05.2012	-	5,00%	§§ 21, 22 WpHG	1,28%	2.471.378
Deka Bank Deutsche Girozentrale	Frankfurt am Main, Deutschland	21.05.2013	-	5,00%	§ 21 Abs. 1 WpHG	0,00%	0
Franklin Mutual Advisers, LLC	Wilmington, USA	19.12.2013	-	3,00%	§ 22 Abs. 1 Satz 1 Nr. 6	2,90%	5.598.961
Invesco Limited	Hamilton, Bermuda	03.06.2013	+	3,00%	§ 22 Abs. 1 Satz 1 Nr.6 i.V.m. Satz 2 WpHG	3,08%	5.952.862
H M Treasury	London, Großbritannien	17.05.2013	-	3,00%	§ 22 Abs. 1 Satz 1 Nr. 1	2,34%	4.513.257
Morgan Stanley	Wilmington, USA	21.05.2013	-	5,00%		4,11%	7.926.928
					§§ 21, 22 WpHG	0,23%	448.039
					§ 25 WpHG	0,25%	489.195
					§ 25a WpHG	3,62%	6.989.694
Morgan Stanley International Holdings Inc	Wilmington, USA	21.05.2013	-	5,00%		4,01%	7.734.733
					§§ 21, 22 WpHG	0,21%	403.568
					§ 25 WpHG	0,18%	341.471
					§ 25a WphG	3,62%	6.989.694
Morgan Stanley International Limited	London, Großbritannien	21.05.2013	-	5,00%		3,70%	7.138.902
					§§ 21, 22 WpHG	0,21%	403.568
					§ 25a WpHG	3,49%	6.735.334
Morgan Stanley Group Europe	London, Großbritannien	21.05.2013	-	5,00%		3,70%	7.138.902
					§§ 21, 22 WpHG	0,21%	403.568
					§ 25a WpHG	3,49%	6.735.334
Morgan Stanley UK Group	London, Großbritannien	21.05.2013	-	5,00%		3,70%	7.138.902
					§§ 21, 22 WpHG	0,21%	403.568
					§ 25a WpHG	3,49%	6.735.334
Morgan Stanley & Co International Plc	London, Großbritannien	21.05.2013	-	5,00%		3,70%	7.138.902
					§§ 21, 22 WpHG	0,21%	403.568
					§ 25a WpHG	3,49%	6.735.334
The Royal Bank of Scotland plc	Edinburgh, Großbritannien	17.05.2013	-	3,00%	§ 21 Abs. 1 WpHG	2,34%	4.513.257
Royal Bank of Scotland Group plc	Edinburgh, Großbritannien	17.05.2013	-	3,00%	§ 22 Abs. 1 Satz 1 Nr. 1	2,34%	4.513.257
The Capital Group Companies	Los Angeles, USA	30.07.2013	+	3,00%	§ 22 Abs. 1 Satz 1 Nr. 6 i.V.m. § 22 Abs. 1 Satz 2 und Satz 3 WpHG	3,12%	6.026.923
UBS AG	Zürich, Schweiz	21.05.2013	-	5,00%		3,73%	7.197.301
					§§ 21, 22 WpHG	1,34%	2.579.961
					§ 25 WpHG	1,82%	3.518.462
					§ 25a WpHG	0,57%	1.098.878
Warburg Invest Kapitalanlagegesellschaft	Hamburg, Deutschland	21.05.2012	-	3,00%	§§ 21, 22 WpHG	1,61%	3.108.037

German corporate governance code

On 9 December 2013, the Executive Board and the Supervisory Board jointly issued the updated declaration of conformity in accordance with section 161 of the AktG and made it available to shareholders on a permanent basis on the website of Deutsche Börse Aktiengesellschaft.

Frankfurt/Main, 5 March 2014

Deutsche Börse Aktiengesellschaft

The Executive Board

Reto Francioni	Andreas Preuß	Gregor Pottmeyer
Hauke Stars	Jeffrey Tessler	

Deutsche Börse Aktiengesellschaft, Frankfurt/Main

Statement of Changes in Noncurrent Assets as at 31 December 2013

	Acquistion and Production Costs							Depreciation and Amortization					Book Value	
	Balance as at 1 Jan. 2013	Change due to mergers 2013	Discount 2013	Additions 2013	Disposals 2013	Rebookings 2013	Balance as at 31 Dec. 2013	Balance as at 1 Jan. 2013	Depreciation 2013	Release 2013	Disposals 2013	Balance as at 31 Dec. 2013	31 Dec. 2013	31 Dec. 2012
	€	€		€	€	€	€	€	€	€	€	€	€	€
Intangible Assets														
Licenses and similar rights for data processing and software	225.600.849,25	0,00	0,00	2.734.791,91	69.015.531,20	0,00	159.320.109,96	212.542.390,25	6.315.771,91	0,00	69.015.531,20	149.842.630,96	9.477.479,00	13.058.459,00
Goodwill	514.150,36	0,00	0,00	0,00	0,00	0,00	514.150,36	71.225,36	49.230,00	0,00	0,00	120.455,36	393.695,00	442.925,00
Prepayments	5.000,00	0,00	0,00	284.455,00	0,00	0,00	289.455,00	0,00	0,00	0,00	0,00	0,00	289.455,00	5.000,00
	226.119.999,61	0,00	0,00	3.019.246,91	69.015.531,20	0,00	160.123.715,32	212.613.615,61	6.365.001,91	0,00	69.015.531,20	149.963.086,32	10.160.629,00	13.506.384,00
Tangible Assets														
Fixtures on third party land	36.208.721,11	0,00	0,00	7.248,75	1.436.987,05	0,00	34.778.982,81	13.034.469,11	1.939.065,75	0,00	1.427.099,05	13.546.435,81	21.232.547,00	23.174.252,00
Other assets, furnitures and office equipment	246.014.045,42	0,00	0,00	14.993.292,27	21.803.846,99	0,00	239.203.490,70	191.409.278,48	27.357.329,38	0,00	21.795.336,99	196.971.270,87	42.232.219,83	54.604.766,94
Prepayments on account and construction in progress	0,00	0,00	0,00	93.021,00	0,00	0,00	93.021,00	0,00	0,00	0,00	0,00	0,00	93.021,00	0,00
	282.222.766,53	0,00	0,00	15.093.562,02	23.240.834,04	0,00	274.075.494,51	204.443.747,59	29.296.395,13	0,00	23.222.436,04	210.517.706,68	63.557.787,83	77.779.018,94
Financial Assets														
Shares in affiliated companies	3.097.128.369,45	0,00	0,00	185.030.000,57	0,00	11.859.691,53	3.294.018.061,55	10.800.000,00	0,00	0,00	0,00	10.800.000,00	3.283.218.061,55	3.086.328.369,45
Loans to affiliated companies	1.776.326.095,21	0,00	0,00	0,00	152.270.769,73	0,00	1.624.055.325,48	779.391.773,20	0,00	21.344.328,43	2.270.769,73	755.776.675,04	868.278.650,44	996.934.322,01
Investments	56.654.869,23	0,00	0,00	19.688.782,09	0,00	-11.859.691,53	64.483.959,79	22.246.032,20	0,00	0,00	0,00	22.246.032,20	42.237.927,59	34.408.837,03
Loans to companies in which the company has a participating interest	5.656.912,16	-9.289,86	0,00	222.685,47	0,00	0,00	5.870.307,77	5.579.724,18	0,00	0,00	0,00	5.579.724,18	290.583,59	77.187,98
Long-term securities	13.017.041,73	0,00	-3.149,65	0,00	0,00	0,00	13.013.892,08	380.543,59	0,00	380.543,59	0,00	0,00	13.013.892,08	12.636.498,14
Other loans	50.574,30	0,00	0,00	13.015,24	11.207,65	0,00	52.381,89	0,00	0,00	0,00	0,00	0,00	52.381,89	50.574,30
	4.948.833.862,08	-9.289,86	-3.149,65	204.954.483,37	152.281.977,38	0,00	5.001.493.928,56	818.398.073,17	0,00	21.724.872,02	2.270.769,73	794.402.431,42	4.207.091.497,14	4.130.435.788,91
	5.457.176.628,22	-9.289,86	-3.149,65	223.067.292,30	244.538.342,62	0,00	5.435.693.138,39	1.235.455.436,37	35.661.397,04	21.724.872,02	94.508.736,97	1.154.883.224,42	4.280.809.913,97	4.221.721.191,85

Combined management report of Deutsche Börse AG as at 31 December 2013

including remuneration report and corporate governance declaration

Combined management report

This combined management report covers both the Group and Deutsche Börse AG. It has been prepared in accordance with sections 289, 315 and 315a of the Handelsgesetzbuch (HGB, German Commercial Code) and German Accounting Standard (GAS) 20. This management report also takes into account the requirements of the Practice Statement "Management Commentary" issued by the International Accounting Standards Board (IASB).

Fundamental information about the Group

Overview of Deutsche Börse Group

Business operations and Group structure
Deutsche Börse AG, headquartered in Frankfurt/Main, Germany, is the parent company of Deutsche Börse Group. As at 31 December 2013, the Group employed 3,811 people at 22 locations in 16 countries. As one of the largest market infrastructure providers worldwide, Deutsche Börse Group offers its customers a wide range of products and services. These cover the entire financial market transactions value chain – from equities and derivatives trading, through transaction clearing and settlement, securities custody, services for liquidity and collateral management and the provision of market information, down to the development and operation of electronic systems that support all these processes. The Group's business model enhances capital market stability, efficiency and integrity. Issuers benefit from the low cost of capital, while investors enjoy high liquidity and low transaction costs. At the same time, Deutsche Börse stands for transparency and security on the capital markets, in which organised trading is based on unrestricted pricing and trading participants can manage risks under their own responsibility.

Deutsche Börse AG itself operates the cash market at Frankfurter Wertpapierbörse (FWB®, the Frankfurt Stock Exchange) with its fully electronic Xetra® trading platform. It also offers trading in structured products (certificates and warrants) in Germany via Börse Frankfurt Zertifikate AG (formerly Scoach Europa AG). Moreover, via Eurex Zürich AG and its subsidiaries, Deutsche Börse AG operates derivatives markets in Europe (Eurex) and the United States (International Securities Exchange, ISE); it also offers clearing services for the cash and derivatives market (Eurex Clearing AG). In addition, Deutsche Börse sells price and reference data as well as other trading information; its STOXX Ltd. subsidiary develops and sells indices. All post-trade services that Deutsche Börse Group provides for securities are handled by Clearstream Holding AG and its subsidiaries. These include transaction settlement, the administration and custody of securities as well as global securities financing and investment funds services. Deutsche Börse AG and Clearstream Services S.A. develop and operate Deutsche Börse Group's technological infrastructure.

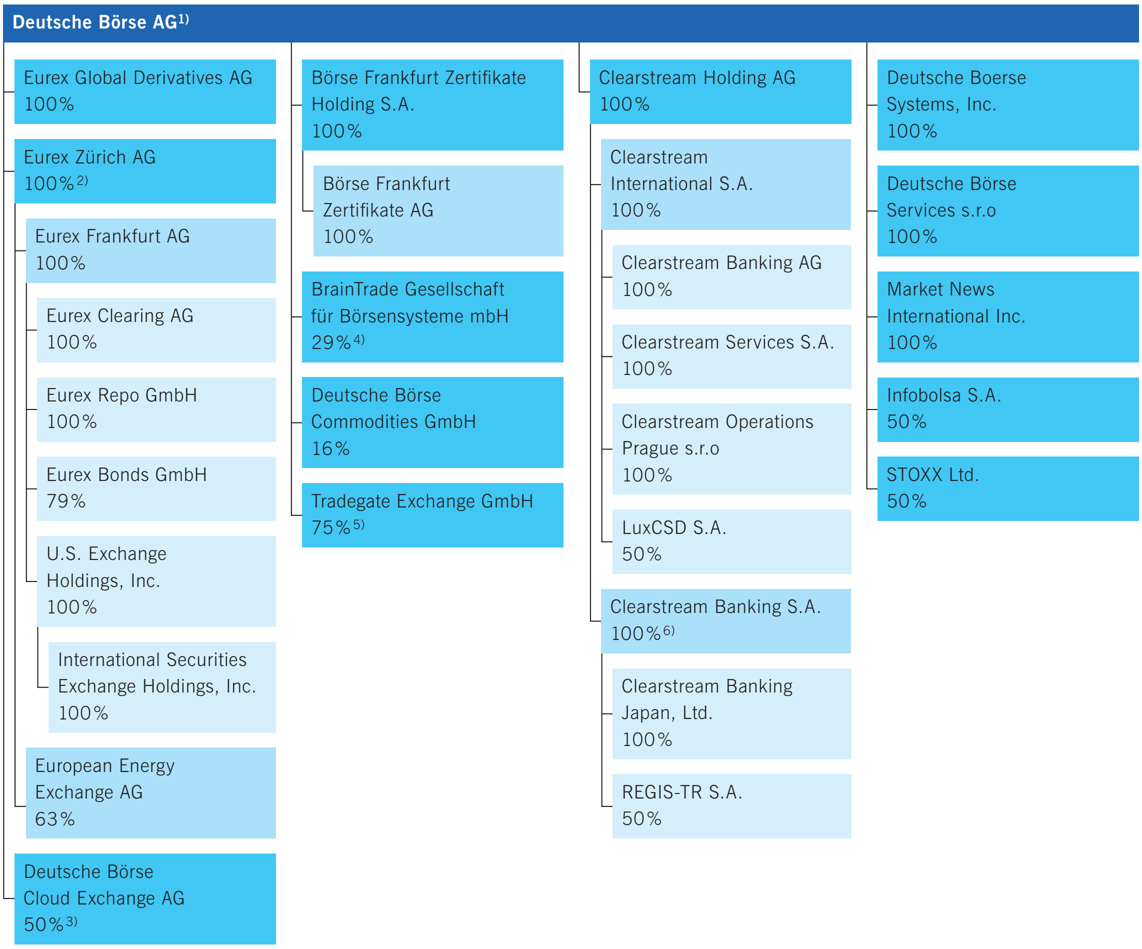
The "Investments and partnerships" chart gives an overview of Deutsche Börse Group's principal shareholdings; its basis of consolidation is presented in full in note 2 to the consolidated financial statements.

Company management
The governing bodies of Deutsche Börse AG, as a German stock corporation, are the Annual General Meeting, the Supervisory Board and the Executive Board, each of which has its own areas of responsibility.

The Annual General Meeting resolves the appropriation of the unappropriated surplus, appoints the shareholder representatives on the Supervisory Board and resolves to approve the actions of the Executive Board and the Supervisory Board. In addition, it resolves on corporate actions and other matters governed by the Aktiengesetz (AktG, German Stock Corporation Act).

The Supervisory Board appoints, supervises and advises the Executive Board and is directly involved in key decisions affecting the company. Additionally, it approves the consolidated financial statements prepared by the Executive Board. Members of the Supervisory Board are appointed for a period of three years; however, when electing members to the Supervisory Board, the Annual General Meeting may

Investments and partnerships strengthen product and service offering



1) Simplified presentation of main shareholdings, as at 1 January 2014
2) Direct equity interest Deutsche Börse AG: 50%
3) Plus an equity interest of 15%, which is held indirectly via Zimory GmbH
4) Direct equity interest Deutsche Börse AG: 14%
5) Plus an equity interest of 1%, which is held indirectly via Tradegate AG Wertpapierhandelsbank
6) Equity interest Clearstream International S.A.: 77%, equity interest Clearstream Holding AG: 23%

determine a shorter term of office. The Supervisory Board of Deutsche Börse AG has 18 members: 12 shareholder representatives and 6 employee representatives.

The Executive Board has sole responsibility for managing the company and the Chief Executive Officer coordinates the activities of the Executive Board members. Until 31 March 2013, the Executive Board of Deutsche Börse AG had six members. Effective 1 April 2013, the Executive Board was reduced to five members due to the departure of Frank Gerstenschläger. The remuneration system and the remuneration paid to the individual members of the Executive Board of Deutsche Börse AG are presented in the remuneration report, which is part of this combined management report.

Reporting segments

Deutsche Börse Group classifies its business into four segments: Eurex, Xetra, Clearstream and Market Data + Services. This structure serves as a basis for the internal management of the Group and for financial reporting.

Reporting segment	Business areas
Eurex	▪ T7 electronic derivatives market trading platform ▪ T7 electronic equity options trading platform ▪ Eurex Repo® over-the-counter (OTC) trading platform ▪ Central counterparty for bonds, on- and off-exchange derivatives and repo transactions
Xetra	▪ Cash market with the Xetra® electronic trading system, the Specialist trading on the Frankfurt Stock Exchange and Tradegate ▪ Eurex Bonds® OTC trading platform ▪ Central counterparty for equities and bonds ▪ Admission of securities to listing
Clearstream	▪ Custody and settlement services for domestic and international securities ▪ Global securities financing services and collateral management ▪ Investment funds services
Market Data + Services	▪ Distribution of licences for real-time trading and market signals ▪ Development and sales of indices ▪ Technology solutions for external customers ▪ Trading participant connectivity

Organisational structure

Deutsche Börse Group's organisational structure in financial year 2013 mirrors the market areas: Cash & Derivatives Markets, Clearstream (securities settlement and custody) and IT & Market Data + Services. Each area is headed by a member of Deutsche Börse AG's Executive Board. In addition, there are central functions, such as communications or finance, which are headed by the Chief Executive Officer (CEO) or Chief Financial Officer (CFO); see the "Leadership structure of Deutsche Börse Group as at 1 January 2014" chart.

Goals and strategies

Goals and strategy of Deutsche Börse Group

As one of the largest market infrastructure providers worldwide, Deutsche Börse Group stands for the stability, efficiency and integrity of the capital markets. Its business success is founded on the Group's integrated business model with a product and service range that extends along the entire financial market transactions value chain. It aims to offer customers reliable, efficient and cost-effective services and is based on the following key principles:

- Integrating different financial market services such as trading, clearing, settlement, securities custody, liquidity and collateral management, as well as index and market data services
- Providing these services for different asset classes such as equities, bonds, funds and derivatives
- Developing and operating the Group's own electronic systems for all processes along the securities trading value chain
- Acting as an impartial marketplace organiser, ensuring orderly, supervised trading with fair pricing and providing risk management service

Deutsche Börse Group has increased its value considerably since going public in 2001. The efficiency of its business model is reflected in the fact that Deutsche Börse Group provides highly attractive prices for its trading, clearing and settlement services and that the Group has generated strong cash flows from its operating activities for many years.

Deutsche Börse Group is continuing to pursue the strategy, that has enabled it to achieve its leading position. In doing so, it focuses primarily on organic growth. It aims to achieve it by introducing new products in existing and new asset classes, expanding its business to additional customer groups and moving into markets in new regions. If external growth opportunities appear to be economically attractive, Deutsche Börse Group also takes these into consideration. The aim is growth that will add lasting value – for customers and business partners, staff, shareholders and the society.

Leadership structure of Deutsche Börse Group as at 1 January 2014

Group Executive Board

CEO R. Francioni	**CFO** G. Pottmeyer	**Cash & Derivatives Markets** A. Preuss	**Clearstream** J. Tessler	**IT & MD+S** H. Stars
Programs and Advisory	Financial Accounting & Controlling	Executive Office	Executive Office	CIO Office
Internal Auditing	Chief Risk Officer	Market Structure	Business Management & Strategy	Infrastructure & Operations
Global Public Affairs	Chief Compliance Officer	Chief Innovation Officer	Operations Clearstream	Market Data + Services
Group Strategy	Strategic Finance	International Securities Exchange	Investment Funds Services	Cash & Derivatives IT
Corporate Communications	Investor Relations & Treasury	Cash Market	Global Client Relations	Clearstream IT
General Counsel	Human Resources	European Energy Exchange/Repo	Client Relations GSF & Broker/Dealers	Market Data + Services IT
	Group Organizational Services	Sales & Marketing		Technology Office
		Clearing		Information Security
		Product Research & Development		Common Application Development
		Market Supervision		

Deutsche Börse Group will channel its energies in three strategic directions in the coming years:

- Vigorous expansion of its product and service range to currently unregulated and uncollateralised markets, e.g. over-the-counter derivatives trading, in response to changes in customer needs as well as the regulatory framework
- Rapid extension of its technology leadership and expertise in the market data segment; one measure taken to achieve this was to bundle the relevant resources within the company in a new segment, IT & Market Data + Services, as at 1 January 2013.
- Entry into new geographic growth areas, especially in Asia, and acquisition of new customer groups (see the report on opportunities)

Whether Deutsche Börse Group achieves its organic growth targets will depend on the following factors, among others:

- How the financial markets perform in line with general economic conditions: greater volatility in the cash market typically leads to more trading, for example.
- Regulatory requirements: if regulatory initiatives (e.g. EMIR, Capital Requirements Directives) strengthen the role of exchanges, this will also benefit Deutsche Börse Group.
- Structural changes in the financial markets: trading activity increases, for example, if investment funds make greater use of derivatives to implement their trading strategy.
- The innovative power of the Group: will it succeed in continually introducing new products and services for which there is demand in the market?

Deutsche Börse Group is committed to transparent, reliable and liquid financial markets, but cannot affect the volume drivers of these markets. However, the Group is able to exert an influence on the other factors to some extent or in full, for example it can lobby for a favourable legal framework for the financial markets or it can develop products and services that support customers in their business. In this way, it can also reduce its dependence on factors outside its control.

Management approach to enterprise-wide sustainability commitment CR

Deutsche Börse Group's goals and strategies also include taking a holistic view of its corporate responsibility. In line with this, its management approach comprises four areas for action – the economy, employees, the environment and corporate citizenship – with the goal of sustainability strengthening and preserving Deutsche Börse Group's benefits to the economy and to society.

- Economy: Deutsche Börse Group aims to organise the capital markets in a way that ensures their integrity, transparency and security. Thus, it makes its biggest (value) contribution to society in its primary core business, securities trading.
- Employees: Deutsche Börse Group pursues a responsible, sustainable human resources policy. It wants to win committed and competent employees and retain them for as long as possible.
- Environment: Deutsche Börse Group aims to keep its "ecological footprint" to a minimum by implementing an environment- and resource-friendly business ecology.
- Corporate citizenship: Deutsche Börse Group is a good corporate citizen and as such has responsibilities to meet. It is committed to fulfilling this role in its international locations as well.

Selected initiatives and specific measures from these four areas are described in the "Employees", "Corporate responsibility" and "Sustainability" sections.

Corporate responsibility falls under the remit of the CEO. The corporate responsibility team coordinates Group-wide measures and makes any strategic updates to the management approach. In consultation with the operating departments, the team members hold regular reviews to determine whether the areas for action and implementation measures are still relevant and how the objectives can be met and the targets reached.

Sustainability management CR

Deutsche Börse Group is committed to a style of corporate management that takes social, ethical and ecological aspects into account when implementing its economic objectives. The company gave strong expression to this commitment by signing up to the United Nations Global Compact.

As a key capital market organiser, Deutsche Börse's role is to provide a stable technological infrastructure and legal certainty on the markets it organises and hence to ensure fair trading. In addition, it aims to ensure that sustainability information is more transparent and easily available for market participants. As a listed company, it has a duty to consistently monitor and raise its own sustainability profile. In line with this dual role, Deutsche Börse Group's sustainability management focuses on two areas for action: promoting the transparency of holistic investment strategies and optimising its own sustainability performance. Examples of initiatives and their successful implementation can be found in the "Sustainability" section.

Internal management

Control systems

Deutsche Börse Group's internal management system is based on key performance indicators taken from the income statement (net revenue, operating costs, EBIT, consolidated net income for the year) as well as balance sheet key performance indicators (liquidity, equity less intangible assets). In addition, Deutsche Börse Group's internal management system includes key performance indicators that are derived from the income statement and the balance sheet (interest coverage ratio, gross debt / EBITDA, return on shareholders' equity).

Net revenue is composed of sales revenue plus net interest income from banking business and other operating income, less volume-related costs. Sales revenue from external customers is generally dependent on the growth factors described above (performance of the financial markets, regulatory and structural changes, and the Group's ability to innovate). Net interest income from banking business is dependent on the development of Clearstream's international settlement business on the one hand and the development of short-term interest rates, particularly in the euro zone and the USA, on the other. Other operating income results from exchange rate differences, among other things. Volume-related costs normally correlate with the level of sales revenue in the relevant areas of the company, such as fees and commissions from banking business or costs for purchasing price information. In addition, various licence fees, e.g. for index licences, contribute to volume-related costs.

Operating costs include staff costs, depreciation, amortisation and impairment losses, as well as other operating expenses. Staff costs consist of wages and salaries as well as social security contributions and the cost of retirement benefits. They are subject to inflation adjustments and depend partially on the development of Deutsche Börse AG's share price, as they also include changes in the provisions and payments for the Stock Bonus Plan for members of the Executive Board and senior executives that was introduced in 2007. The depreciation, amortisation and impairment charges include depreciation and amortisation of, and impairment losses on, intangible assets and property, plant and equipment. Other operating expenses mainly consist of the costs of developing and operating the Group's technological infrastructure, office infrastructure costs and marketing costs.

Around 80 per cent of Deutsche Börse Group's costs are fixed costs (excluding special factors). The Group can therefore handle higher volumes of business without a significant increase in costs. Conversely, a decline in business volumes has a direct impact on the Group's profitability. Approximately 20 per cent of the Group's costs are volume-related costs.

Deutsche Börse Group manages its EBIT via net revenue and operating costs. At Group level, Deutsche Börse Group's net income for the year – that is net profit for the year less non-controlling interests – also serves as a performance indicator for internal management.

The balance sheet key performance indicators include a predefined liquidity target and equity less intangible assets. Liquidity planning aims at providing liquidity corresponding to the operating costs for one quarter; this liquidity target currently ranges between €150 million and €250 million. The Group's management of its equity less intangible assets does not aim to reach a particular target but rather to maintain a positive value in general.

The interest coverage ratio shows the ratio of EBITDA to interest expenses from financing activities. Under its capital management programme, the Group plans to achieve an interest coverage ratio of at least 16 for Deutsche Börse Group. In addition, the aim is to achieve a ratio of interest-bearing gross debt to EBITDA a maximum of 1.5 at Group level. In particular, the latter performance indicator plays a material role at present in protecting the Group's current "AA" rating. The Clearstream subgroup aims to maintain an interest coverage ratio of 25 and comply with other capital adequacy measures to protect its current "AA" rating. Because Clearstream had no financial liabilities from non-banking business in the year under review, as in the previous year, it was not necessary to calculate the interest coverage ratio for the subgroup.

Further information on the Group's financial position is presented in the "Financial position" section of this combined management report.

Internal control system

Deutsche Börse has established a Group-wide internal control system (ICS). All business units serve as first lines of defense and are responsible that Group-wide requirements are met in their respective areas of responsibility. In particular, the ICS is valid for the Financial Accounting and Controlling (FA&C) department, ensuring that its accounting processes comply with orderly bookkeeping and accounting practices. It guarantees that the presentation of the net assets, financial position and results of operations in the single-entity and consolidated financial statements of Deutsche Börse AG and its subsidiaries is correct and complete.

The FA&C department is primarily responsible for preparing the accounts at Deutsche Börse AG and its consolidated German subsidiaries; in foreign subsidiaries, this task is performed by the corresponding units. The head of the FA&C department is responsible for the process, including effective safeguards and controls. The aim is to ensure that risks in the accounting process are identified early on so that remedial action can be taken in good time. Some ICS controls are integrated into the process, while others are performed independently.

FA&C uses the following tools to ensure a consistent and continuous accounting process:

- A database stores all work instructions and descriptions for the individual accounting processes, including the preparation of consolidated financial statements.
- IFRS and German GAAP (HGB) accounting manuals and account allocation guidelines ensure a consistent standard of financial reporting throughout the Group.

These tools are regularly tested and updated. All FA&C department employees have access to the database as well as the accounting manuals and account allocation guidelines and can thus get information on the management judgement and accounting options exercised by Deutsche Börse Group. High-risk processes are subject to special controls.

In addition, Deutsche Börse Group continuously monitors and analyses changes in the accounting environment and adjusts its process accordingly. This applies in particular to the national and international accounting standards. The Group's accounting function is also responsible for transactions, such as the acquisition or sale of companies or shares. The FA&C department may be contacted by all subsidiaries if they need help with accounting for these and other complex matters. For selected issues, such as the measurement of pension obligations, FA&C consults external experts.

Another important feature of the ICS is the principle of functional separation: tasks and responsibilities are clearly defined and allocated within the organisation. Incompatible tasks, such as modifying master data and issuing payment instructions, are strictly segregated at a functional level. An independent control unit grants accounting system access rights to each employee and monitors them continuously using an incompatibility matrix. Transactions are initially recorded in the general ledger or corresponding subledgers based on the chart of accounts and the account allocation guidelines. Closing entries are made and the consolidated financial statements are prepared in all cases in line with the principle of dual control.

All major subsidiaries of Deutsche Börse Group maintain and consolidate their general ledgers in the same system. The accounting data of the other companies is uploaded for inclusion in the consolidated financial statements. Liabilities, expenses and income for individual transactions are recorded in separate accounts under the name of the counterparty concerned. Any consolidation differences are reviewed centrally and sent on to the accounting departments of the companies for clarification.

The processes, systems and controls described above aim to provide reasonable assurance that the accounting system complies with the applicable principles and laws. Serving as further lines of defense, the Compliance and Internal Auditing functions carry out risk-based, independent checks to test whether the ICS is appropriate and effective. The Executive Board and the Audit Committee established by the Supervisory Board receive regular reports on the effectiveness of the ICS for the financial reporting process.

Research and development activities

As a service provider, Deutsche Börse Group does not engage in research and development activities comparable with those of manufacturing companies. This section of the report has therefore been omitted. The Group's product and services development activities are described in more detail in the ⊡ report on opportunities and in the ⊡ report on expected developments.

Takeover-related disclosures

Disclosures in accordance with sections 289 (4) and 315 (4) HGB
In accordance with sections 289 (4) and 315 (4) of the Handelsgesetzbuch (HGB, German Commercial Code), Deutsche Börse AG hereby makes the following disclosures as at 31 December 2013:

The share capital of Deutsche Börse AG amounted to €193.0 million on the above-mentioned balance sheet date and was composed of 193 million no-par value registered shares. There are no other classes of shares besides these ordinary shares.

The Executive Board is only aware of limitations to voting rights that result from the Aktiengesetz (AktG, German Stock Corporation Act). These consist of the voting right limitations pursuant to section 136 of the AktG and the limitations under the AktG for treasury shares. Section 136 of the AktG stipulates that shareholders may not exercise voting rights for themselves or on behalf of another shareholder if a resolution is to be adopted formally approving their actions, releasing them from an obligation, or deciding whether the company should assert a claim against them. The voting rights of the relevant shares are thus excluded by law in cases where section 136 of the AktG applies. Under section 71b of the AktG, Deutsche Börse AG is not permitted to exercise any rights pertaining to treasury shares held in its portfolio.

Under the Wertpapierhandelsgesetz (WpHG, German Securities Trading Act), any investor whose shareholding reaches, exceeds, or falls below specified voting right thresholds as a result of purchase, sale, or any other transaction is required to notify the company and the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin, German Federal Financial Supervisory Authority). The lowest threshold for this disclosure requirement is 3 per cent (see ⊡ note 43 to the consolidated financial statements for details). Deutsche Börse AG is not aware of any direct or indirect investments in its capital representing more than 10 per cent of the voting rights.

None of Deutsche Börse AG's shareholders hold shares that confer special control rights.

Employees holding shares in Deutsche Börse AG exercise their rights in the same way as other shareholders in accordance with the statutory provisions and the Articles of Association.

Members of the Executive Board are appointed and dismissed in accordance with sections 84 and 85 of the AktG. Amendments to the Articles of Association of Deutsche Börse AG are adopted by resolution of the Annual General Meeting in accordance with section 119 (1) no. 5 of the AktG. Under Article 12 (4) of the Articles of Association of Deutsche Börse AG, the Supervisory Board has the power to make changes to the Articles of Association that relate only to the wording. In accordance with Article 18 (1) of the Articles of Association of Deutsche Börse AG, resolutions of the Annual General Meeting are passed – unless otherwise stipulated by mandatory requirements of the AktG – by a simple majority of the votes cast. Insofar as the AktG prescribes a majority of the share capital represented at the Annual General Meeting for resolutions, a simple majority of the represented share capital is sufficient where this is legally permissible.

Subject to the approval of the Supervisory Board, the Executive Board is authorised to increase the share capital by up to a total of €5.2 million on one or more occasions in the period up to 11 May 2016 by issuing new no-par value registered shares in exchange for cash and/or non-cash contributions (authorised capital I). Full authorisation, particularly the conditions for disapplying shareholders' pre-emptive rights, derives from Article 4 (3) of the Articles of Association of Deutsche Börse AG.

The Executive Board is also authorised to increase the share capital by up to a total of €27.8 million on one or more occasions in the period up to 26 May 2015, subject to the approval of the Supervisory Board, by issuing new no-par value registered shares in exchange for cash and/or non-cash contributions (authorised capital II). The shareholders must be granted pre-emptive rights, which the Executive Board can disapply in certain cases, subject to the approval of the Supervisory Board in each case. The Executive Board is authorised to disapply shareholders' pre-emptive rights for cash capital increases if the issue price of the new shares is not significantly lower than the stock exchange price and the total number of shares issued while disapplying pre-emptive rights does not exceed 10 per cent of the share capital. Furthermore, the Executive Board is authorised to disapply pre-emptive rights for new shares with a proportionate interest in the share capital totalling up to €3.0 million in order to issue these new shares to employees of the company or of companies affiliated with it, excluding the members of the Executive Board and the management of affiliated companies. In addition, the Executive Board is authorised to disapply pre-emptive rights if capital is increased in exchange for non-cash contributions for the purpose of acquiring companies, parts of companies, interests in companies, or other assets. Finally, the Executive Board is authorised to disapply shareholders' pre-emptive rights for fractional amounts. Full authorisation, particularly the conditions for disapplying shareholders' pre-emptive rights, derives from Article 4 (4) of the Articles of Association of Deutsche Börse AG.

The Executive Board is also authorised to increase the share capital by up to a total of €19.5 million on one or more occasions in the period up to 26 May 2015, subject to the approval of the Supervisory Board, by issuing new no-par value registered shares in exchange for cash contributions (authorised capital III). The shareholders must be granted pre-emptive rights, which the Executive Board can disapply only for fractional amounts with the approval of the Supervisory Board. The exact content of this authorisation derives from Article 4 (5) of Deutsche Börse AG's Articles of Association.

The Executive Board is further authorised to increase the share capital by up to a total of €6.0 million on one or more occasions in the period up to 15 May 2017, subject to the approval of the Supervisory Board, by issuing new no-par value registered shares in exchange for cash and/or non-cash contributions (authorised capital IV). Shareholders must be granted pre-emptive rights unless the Executive Board makes use of the authorisation granted to it to disapply the shareholders' pre-emptive rights with the approval of the Supervisory Board. The Executive Board is authorised to disapply shareholders' pre-emptive rights for fractional amounts with the approval of the Supervisory Board. The Executive Board is also authorised, subject to the approval of the Supervisory Board, to disapply shareholders' pre-emptive rights in order to issue up to 900,000 new shares per financial year from authorised capital IV to members of the Executive Board and employees of the company as well as to members of the executive boards or management and employees of its affiliated companies in accordance with sections 15 ff. of the AktG. Full authorisation derives from Article 4 (6) of the Articles of Association of Deutsche Börse AG.

The Executive Board is authorised to acquire treasury shares amounting to up to 10 per cent of the share capital. However, the acquired shares, together with any treasury shares acquired for other reasons that are held by the company or allocated to it in accordance with sections 71a ff. of the AktG, may at no time exceed 10 per cent of the company's share capital. The authorisation to acquire treasury shares is valid until 14 May 2015 and may be exercised by the company in full or in part on one or more occasions. However, it may also be exercised by dependent companies, by companies in which Deutsche Börse AG holds a majority interest, or by third parties on its or their behalf. The Executive Board may elect to acquire the shares (1) on the stock exchange, (2) via a public tender offer addressed to all shareholders or via a public request for offers of sale addressed to the company's shareholders, (3) by issuing tender rights to shareholders, or (4) through the use of derivatives (put or call options or a combination of both). The full and exact wording of the authorisation to acquire treasury shares, and particularly the permissible uses to which the shares may be put, can be found in items 5 and 6 of the agenda for the Annual General Meeting on 15 May 2013.

The following material agreements of the company are subject to a change of control following a takeover bid:

- On 18 March 2013, Deutsche Börse AG and its subsidiary Clearstream Banking S.A. entered into a multicurrency revolving facility agreement with a banking syndicate for a working capital credit totalling up to €750 million. If there is a change of control, the credit relationship between Deutsche Börse AG and the lenders can be reviewed in negotiations within a period of no more than 60 days. In this process, each lender has the right, at its own discretion, to terminate its credit commitment and demand partial or full repayment of the amounts owing to it. A change of control has occurred if Deutsche Börse AG no longer directly or indirectly holds the majority of Clearstream Banking S.A. or if a person or a group of persons acting in concert acquires more than 50 per cent of the voting shares of Deutsche Börse AG.
- As part of the acquisition of ISE, it was agreed that no person or group may directly or indirectly acquire more than 40 per cent of the shares in ISE or acquire control over the voting rights attached to more than 20 per cent of the shares in ISE without the prior approval of the US Securities and Exchange Commission (SEC). Otherwise, as many ISE shares will be transferred to a trust as are required to comply with the limits.
- Under the terms of the 2013/2018 fixed-rate bonds amounting to €600.0 million issued by Deutsche Börse AG and under the terms of the 2012/2022 fixed-rate bonds amounting to €600.0 million issued by Deutsche Börse AG, cancellation rights apply in the case of a change of control. If they are exercised, the bonds are repayable at par plus any accrued interest. A change of control has taken place if a person or a group of persons acting in concert, or third parties acting on their behalf has or have acquired more than 50 per cent of the shares of Deutsche Börse AG or the number of Deutsche Börse AG shares required to exercise more than 50 per cent of the voting rights at Annual General Meetings of Deutsche Börse AG. In addition, the relevant bond terms require that the change of control must adversely affect the rating given to one of the preferential unsecured debt instruments of Deutsche Börse AG by Moody's Investors Services, Inc., Standard & Poor's Rating Services or Fitch Ratings Limited. Further details can be found in the applicable bond terms.
- A change of control also results in rights to require repayment of various bonds issued by Deutsche Börse AG in 2008 under a US private placement. The change of control must also adversely affect the rating given to one of the preferential unsecured debt instruments of Deutsche Börse AG by Fitch Ratings Limited, Moody's Investors Services, Inc., or Standard & Poor's Rating Services. The provisions contained in the applicable terms correspond to the conditions specified for the fixed-rate bonds currently in issue. The bonds issued under the private placement are as follows: US$170.0 million due on 10 June 2015, US$220.0 million due on 10 June 2018, and US$70.0 million due on 10 June 2020.

- Under certain conditions, members of Deutsche Börse AG's Executive Board have a special right of termination in the event of a change of control. According to the agreements made with all Executive Board members, a change of control has occurred if (1) a shareholder or third party discloses its ownership of more than 50 per cent of the voting rights in Deutsche Börse AG in accordance with sections 21 and 22 of the WpHG, (2) an intercompany agreement in accordance with section 291 of the AktG is entered into with Deutsche Börse AG as a dependent company, or Deutsche Börse AG is absorbed in accordance with section 319 of the AktG, or (3) Deutsche Börse AG is merged in accordance with section 2 of the Umwandlungsgesetz (UmwG, German Reorganisation and Transformation Act).

The compensation agreements entered into with the members of the Executive Board in the event of a takeover offer can be found in the remuneration report. In addition to the above agreements, which apply only if the change of control is the result of a takeover offer, further agreements apply. In the opinion of Deutsche Börse AG, however, these are not material as defined by section 315 (4) of the HGB.

Report on economic position

Macroeconomic and sector-specific environment

The macroeconomic environment had and continues to have a significant impact on the overall economic environment and on trading activity on the markets. Key developments affecting the year under review include:

- The major central banks' continuing low interest rate policy and the resulting provision of large amounts of liquidity
- High levels of government debt in certain European states
- The budget dispute in the US, which led to a 16-day government shutdown in 2013
- Low market volatility

Trading activity on selected European cash markets

	2013 €bn	Change vs. 2012 %
Borsa Italiana[1]	626.2	9
Euronext[2] [3]	1,350.2	2
Bolsas y Mercados Españoles[3]	703.6	1
London Stock Exchange[1] [3]	1,022.2	0
Deutsche Börse Group – Xetra[2]	**1,058.2**	**–1**

1) Part of London Stock Exchange Group
2) Part of IntercontinentalExchange
3) Trading volume in electronic trading (single-counted)

Source: Exchanges listed

Contracts traded on selected derivatives markets

	2013 m contracts	Change vs. 2012 %
CME Group	3,160.0	9
National Stock Exchange of India Limited	2,135.6	6
CBOE Holdings	1,187.6	5
IntercontinentalExchange	2,788.8	0
BM&F Bovespa	1,604.1	–2
Deutsche Börse Group – Eurex	**2,191.2**	**–4**

Source: Exchanges listed

Following a 1.6 per cent increase in real GDP in the OECD countries in 2012, current estimates reveal a rise of just 1.2 per cent in 2013. Estimates published by the International Monetary Fund (IMF) suggest that the global economy grew by 3.0 per cent in 2013 (2012: increase in real terms of 3.1 per cent).

Based on initial estimates, growth in German gross domestic product rose more slowly in 2013 than in previous years, due to slower global economic growth and the stagnation of world trade at prior-year levels. IMF's January 2014 estimates put growth in German economic output at 0.5 per cent in 2013 (2012: increase in real terms of 0.9 per cent).

As in the preceding two years, economic performance in the year under review was mixed across Europe: it was stable in France, Austria and Belgium, while according to European Commission estimates Greece, Italy, Spain and Portugal, among other countries, continued to be in recession. With the strained economic situation continuing, the European Central Bank (ECB) cut its key interest rate in two steps from 0.75 per cent to the historically low level of 0.25 per cent.

The OECD is forecasting a real-term increase in US economic output of 1.7 per cent in 2013 – despite the continuing budget consolidation and the government shutdown. Market uncertainty is continuing due to the financial policy difficulties, the persistently high unemployment rate and resulting lower levels of consumer spending. The Federal Reserve kept the federal funds rate within the target range of zero to 0.25 per cent that it had set in December 2008, despite indications in the interim that an interest rate hike was being planned.

The high levels of government debt in individual European states, resulting in slower growth compared with other economies such as the United States or the UK, are continuing to fuel uncertainty on the financial markets. These factors led to a lower level of trading in the cash and derivatives markets in financial year 2013, affecting especially equity index products in the derivatives business.

According to the Bank for International Settlements (BIS), global issuance of international bonds declined by 28 per cent year-on-year in the first nine months of 2013. In spite of the decline in new issuance, the average volume of international bonds held in custody by Clearstream increased year-on-year. The aggregate principal amount of securities held in custody by Clearstream amounted to €12 trillion at the end of 2013.

Business development

Like its predecessors, 2013 was not an easy year for the players on the financial markets in Europe and North America, as well as for the organisers of these markets – the exchanges. Five years after the financial crisis, investor confidence in the capital markets has still not been fully restored. Several factors had a significant impact on business development at the Group:

- The continuing uncertainty about future global economic developments – especially in the euro zone – put a damper on the trading activities of market participants. In times of acute crisis, banks value the reliability of exchanges as trading places that guarantee security and integrity. If, however, the uncertainty persists beyond the short term, as is currently the case, this has a paralysing effect on the mar

- ket participants. In addition, the lack of confidence in the stable long-term development of the euro zone prompted investors to withdraw capital from Europe and either invest it back in their respective home markets, for example in the USA, or in growth markets such as Asia or South America.
- A lack of clarity surrounding the legal requirements resulting from increasing regulation of the financial markets has led to caution among some market participants. For example, stricter capital requirements are prompting banks and other market participants to scale back their trading activities. On the other hand, this gives Deutsche Börse Group an opportunity to score points with its liquidity management services, which allow banks to deploy their capital as efficiently as possible.
- The low interest rate policy pursued by central banks in response to the state of the economy led to another reduction in net interest income from banking business generated in the Clearstream segment. On the other hand, interest rate derivatives trading on Eurex benefited from greater interest rate volatility, especially at the beginning of the year, when long-term yields on German government bonds rose suddenly. Other factors included the ECB's liquidity programmes, such as the long-term refinancing operations initiated in December 2011 and February 2012. These operations are designed to provide long-term liquidity to the capital markets on favourable terms. This led to a deterioration in the market environment for the liquidity management services offered to market participants by the Clearstream segment.

Despite this challenging market environment, the revenue generated by Deutsche Börse Group in financial year 2013 was almost stable. Net revenue decreased by 1 per cent to €1,912.3 million in 2013 (2012: €1,932.3 million), driven primarily by the decline in net interest income.

Deutsche Börse AG again increased its investments in strategic projects to implement the three strategic directions communicated in 2012 (see the "Goals and strategy of Deutsche Börse Group" section). Therefore, in the year under review, operating costs, adjusted for non-recurring costs, increased by 5 per cent year-on-year to €967.6 million (2012: €922.4 million).

Changes in segment reporting

The new Market Data + Services (MD+S) reporting segment comprises the former Market Data & Analytics segment as well as selected services that were reported previously in the Eurex, Xetra and Clearstream segments. These include, among others, trading participant connectivity, IT services for external customers and cooperation with partner exchanges that use IT systems provided by Deutsche Börse Group. The net revenue generated by Eurex Bonds is no longer attributed to Eurex, but to the Xetra segment.

Moreover, since 1 January 2013, the Group's net revenue item includes not only revenue generated with external customers but also intragroup revenue, such as fees for DAX® licences that the Eurex segment provides to the MD+S segment. The MD+S segment reports these fees as revenue, while the Eurex segment recognises them as volume-related costs. At Group level, there is no effect on consolidated net revenue. The effects resulting from this change are reflected in the respective segment chapters. The prior-year figures have been adjusted accordingly in the 2013 segment reporting.

Results of operations

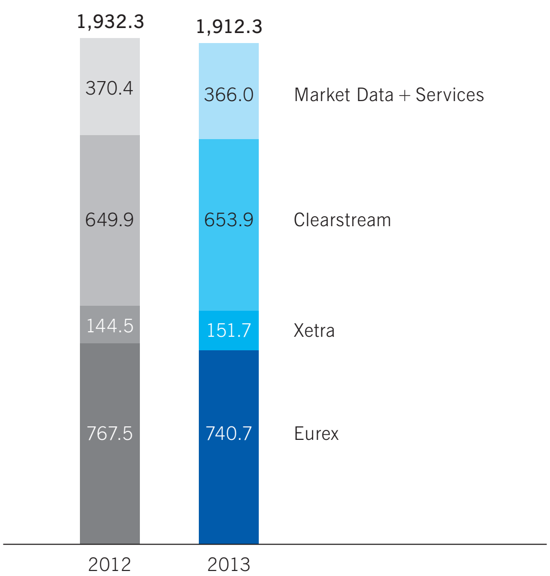
Deutsche Börse Group's net revenue declined slightly by 1 per cent in financial year 2013 to €1,912.3 million (2012: €1,932.3 million). Net revenue is composed of sales revenue plus net interest income from banking business and other operating income, less volume-related costs. The year under review was dominated by continuing weak interest levels and low market volatility. Furthermore, uncertainty persists about the reform projects in the financial industry and their far-reaching impact on market participants. The central banks' low interest rate policy again weighed on net interest income from banking business – a key contributing factor to the slight decline in net revenue. The combined effect of the various factors was a reduction in derivatives trading volumes, especially in European derivatives trading, whereas the cash market stabilised at the previous year's level. Thanks to its post-trade services, Deutsche Börse achieved solid growth in the key business areas, and also generated higher revenue in some product groups in the technology and market data business.

In the derivatives market, the contract volumes for European futures and options were down 7 per cent, while the volume of US options traded on the International Securities Exchange (ISE) was up slightly (+1 per cent). The decline in total contract volumes on the Group's derivatives markets resulted in a 3 per cent drop in net revenue in the Eurex segment.

The cash market trading volume on Xetra® contracted slightly by 1 per cent, while the segment's net revenue rose by 5 per cent. The reasons for these opposing trends are firstly the consolidation of Börse Frankfurt Zertifikate AG since 1 July 2013 and secondly the year-on-year rise in index levels. These had a positive effect on the revenue generated because of the pricing model, which is based on the transaction value.

Net revenue by segment[1)]

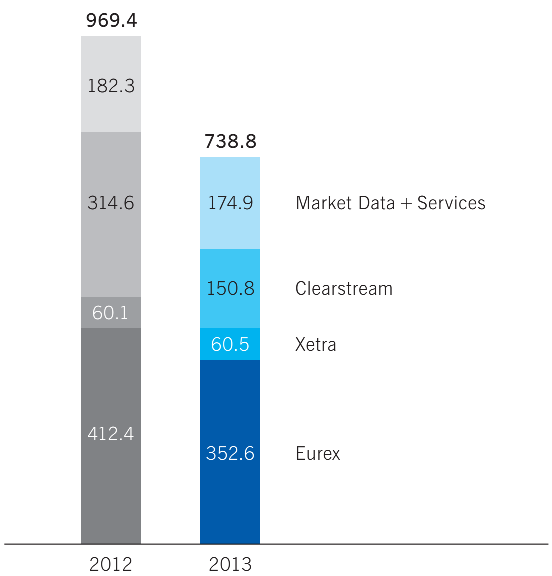
€ millions



1) 2012 amounts restated to reflect new segment structure

EBIT by segment[1)]

€ millions



1) 2012 amounts restated to reflect new segment structure

The post-trade services provided by the Clearstream segment expanded in the year under review: Clearstream recorded both increased business volumes and higher net revenue in its three main business areas – custody, settlement and global securities financing. This more than offset the decline in net interest income from banking business, which fell by 31 per cent in the year under review due to persistently low interest rates, even though average customer cash deposits rose at Clearstream. In total, net revenue in the Clearstream segment increased by 1 per cent year-on-year.

The Market Data + Services segment's net revenue was down 1 per cent on the previous year. While the trading signals, indices and connectivity business areas performed well, net revenue generated with technology solutions declined.

The company's operating costs increased by 23 per cent year-on-year to €1,182.8 million (2012: €958.6 million). However, they included non-recurring items of €215.2 million in total (2012: €36.2 million). They are composed of costs of €86.2 million, primarily for efficiency programmes (see the "2013 efficieny programme" section for further details), and an amount of €129.0 million in the Clearstream segment to settle proceedings brought by the US Office of Foreign Assets Control (OFAC) (see the risk report for further details). Of this amount, €111.2 million (US$151.9 million) was attributable to the settlement payment and €17.8 million mainly to legal costs. OFAC informed Clearstream on 23 January 2014 that the settlement had been signed by OFAC and had thus become effective. Adjusted for these non-recurring factors, costs increased by 5 per cent to €967.6 million (2012: €922.4 million). The following factors were the key drivers for the year-on-year increase in costs of €45.2 million:

- In 2012, the Executive Board had resolved to increase investments in growth projects and infrastructure in the year under review to support the Group's strategic objectives. The money was used in particular for Eurex's and Clearstream's growth initiatives in the area of risk and collateral management.
- The cost increases affect the following items in roughly equal parts: 1) staff costs due to the recruitment of additional employees in growth areas, 2) increased depreciation and amortisation expenses on successfully implemented systems (for example T7) and 3) the impact of granting customer incentives for the new OTC clearing offering of Eurex.

Staff costs, a key factor in operating costs, rose to €476.0 million in 2013 (2012: €414.2 million). Adjusted for the effects of efficiency programmes amounting to €62.6 million (2012: €–14.4 million), staff costs rose by only 3 per cent year-on-year to €413.4 million (2012: €399.8 million). This slight increase is largely due to the higher average number of people employed in the year under review and was

Deutsche Börse Group key performance figures

	2013 €m	2012 €m	Change %
Net revenue	1,912.3	1,932.3	–1
Operating costs	1,182.8	958.6	23
EBIT	738.8	969.4	–24
Consolidated net income	478.4	645.0	–26
Earnings per share (basic) in €	2.60	3.44	–24

Overview of operating costs

	2013 €m	2012 €m	Change %
Staff costs	476.0	414.2	15
Depreciation, amortisation and impairment losses	118.8	105.0	13
Other operating expenses	588.0	439.4	34
Total	**1,182.8**	**958.6**	**23**

partially offset by a drop in variable remuneration compared with the previous year. Further details of the share-based payment arrangements are provided in note 39 to the consolidated financial statements.

Depreciation, amortisation and impairment losses increased by 13 per cent to €118.8 million in the year under review (2012: €105.0 million). This was primarily driven by higher investments in intangible assets and property, plant and equipment in connection with the Group's growth initiatives and infrastructure measures.

Other operating expenses relate primarily to the costs of enhancing and operating Deutsche Börse Group's technological infrastructure, including, for example, costs for IT services providers and data processing. In addition, other operating expenses include the cost of the office infrastructure at all the Group's locations as well as travel expenses, most of which are incurred in connection with sales activities. Because of the Group's business model and the fact that the company does not normally distribute its products and services to end customers, advertising and marketing costs only account for a very small portion of the company's operating expenses. Other operating expenses rose to €588.0 million in the year under review (2012: €439.4 million), driven primarily by Clearstream's settlement with OFAC.

The result from Deutsche Börse Group's equity investments amounted to €9.3 million (2012: €–4.3 million). It was generated primarily by European Energy Exchange AG, Direct Edge Holdings, LLC and Scoach Holding S.A. However, the latter only contributed to the result from equity investments in the first half of the year, because the joint venture with the Swiss Exchange SIX was terminated with effect from 30 June 2013. Scoach Europe AG, a subsidiary to Scoach Holding S.A. changed its name to Börse Zertifikate Frankfurt AG and has been consolidated since Q2/2013. The result from equity investments also includes non-recurring income of €2.0 million in connection with this.

Operating costs increased primarily because of the higher investments in growth and infrastructure projects as well as the special factors described above. Whereas net revenue declined slightly, Deutsche Börse Group's earnings before interest and tax (EBIT) therefore decreased by 24 per cent in the year under review to €738.8 million (2012: €969.4 million). Adjusted for the special factors mentioned above, the Group's EBIT amounted to €954.0 million, a 5 per cent decrease year-on-year (2012: €1,005.6 million).

Key figures by quarter

	Q1		Q2		Q3		Q4	
	2013 €m	2012 €m	2013 €m	2012 €m	2013 €m	2012 €m	2013 €m	2012 €m
Net revenue	484.3	506.9	497.1	506.7	457.9	471.0	473.0	447.7
Operating costs	295.3	248.6	243.8	228.9	359.1	227.4	284.6	253.7
EBIT	192.0	260.0	256.3	278.8	101.0	245.4	189.5	185.2
Consolidated net income for the period	121.2	146.2	171.0	186.2	61.6	159.9	124.6	152.7
Earnings per share (basic) (€)	0.66	0.77	0.93	0.99	0.33	0.86	0.68	0.82

The Group's financial result for the year under review was €–70.7 million (2012: €–132.7 million). The improvement mainly resulted from the refinancing of the Group's long-term financial liabilities, which was completed in the second quarter of 2013, as well as special factors in 2012. In March 2013, Deutsche Börse AG successfully placed a corporate bond with a volume of €600 million on the market. The individual bonds have a maturity of five years and an annual coupon of 1.125 per cent. In combination with the bonds issued in October 2012, this allowed Deutsche Börse to refinance its outstanding non-current liabilities maturing in 2013 on extremely favourable terms. In 2012, the financial result included special factors: 1) due to Deutsche Börse AG's agreement with SIX Group AG to acquire all the shares in Eurex Zürich AG, 2) due to the placement of a corporate bond with a volume of €600 million and 3) due to the repurchase of outstanding euro-denominated bonds in the fourth quarter of 2012. Adjusted for these factors, the net financial result in 2012 amounted to €–92.9 million.

The effective Group tax rate was 26 per cent in 2013 (2012: 26 per cent). It is calculated after the adjustment for the initial recognition of deferred taxes for tax loss carryforwards of a Group company.

Driven by the decline in EBIT, Deutsche Börse Group also recorded a 26 per cent decrease in consolidated net income for the period compared to 2012 to €478.4 million (2012: €645.0 million). Excluding the special factors described above, consolidated net income was down 4 per cent year-on-year to €636.8 million (2012: €660.9 million).

Non-controlling interests in net income for the period amounted to €16.8 million (2012: €24.8 million). While non-controlling shareholders of STOXX Ltd. received €17.1 million (2012: €24.6 million), other non-controlling shareholders shared in losses incurred in the amount of approximately €0.3 million.

Basic earnings per share, based on the weighted average of 184.1 million shares, amounted to €2.60 (2012: €3.44 for an average of 187.4 million shares outstanding). Adjusted for the special factors described above, basic earnings per share declined by 2 per cent to €3.46 (2012: €3.53).

2013 efficiency programme

To increase operational efficiency in its core business (excluding growth and infrastructure initiatives), Deutsche Börse Group launched an efficiency programme in February 2013, under which the company will implement additional staff and non-personnel cost savings of €70 million per annum from 2016

EBIT and net profitability by segment

	2013		2012[2]	
	EBIT €m	EBIT margin[1] %	EBIT €m	EBIT margin[1] %
Eurex	352.6	48	412.4	54
Xetra	60.5	40	60.1	42
Clearstream	150.8	23	314.6	48
Market Data + Services	174.9	48	182.3	49
Total	**738.8**	**39**	**969.4**	**50**

1) Based on net revenue
2) 2012 amounts restated to reflect new segment structure

onwards. Around 30 per cent of the planned savings were already realised in 2013 and another 30 per cent will be achieved in 2014. The cornerstones of this programme were adjusted in the course of the year. The planned staff and non-personnel cost savings are divided into staff savings of €25 million and nonpersonnel cost savings of €45 million. The target personnel cost savings result from a reduction in staff of 120 employees (originally 200 employees) as well as 50 executives. The efficiency measures are aimed at offsetting the expected effects of inflation on the operating cost base in the coming years. The company is expecting to incur implementation costs of about €110 million to achieve the efficiency improvements. Special factors relating to efficiency measures amounted to €81.6 million in 2013. The measures will thus ensure the necessary flexibility to continue the growth and infrastructure investments, which will allow the company to exploit opportunities offered by structural and regulatory changes in the financial markets, and to leverage the potential offered by markets such as Asia.

Comparison of results of operations with the forecast for 2013

For 2013, Deutsche Börse Group had forecast net revenue of approximately €1.8 billion to €2.0 billion, a moderate increase in operating costs and adjusted EBIT of approximately €0.8 billion to €1.0 billion. This forecast was based on different scenarios about developments on the Group's cash and derivatives markets, depending on whether the capital market environment improved and the extent to which investors and market participants regained their confidence.

The conditions described in the "Results of operations" section above mainly reflected the assumptions underlying the forecast that the capital market environment and investor confidence would remain largely unchanged. In line with this, the net revenue generated by Deutsche Börse Group was slightly down on the previous year, but in the middle of the forecast range.

Adjusted for special items (primarily from efficiency programmes and the settlement with OFAC), the Group's operating costs rose by 5 per cent in financial year 2013 to €967.6 million, driven mainly by increased investments in growth and infrastructure projects. This is in line with the Group's forecast, which had predicted a moderate increase in operating costs.

EBIT and net profit for the year, both adjusted for special factors, are at the upper end of the forecast range. Moreover, since the successful refinancing of the Group's long-term financial liabilities led to a significant reduction in interest expense, the Group achieved an interest coverage ratio of 20.1, significantly above the minimum target of 16.

In addition, Deutsche Börse aims to achieve a ratio of interest-bearing gross debt to EBITDA of no more than 1.5 at Group level. In 2013, the Group had expected the ratio to slightly exceed this figure. Due to the positive change in exchange rates and the better-than-expected business performance in the fourth quarter of 2013, this target was also met, with the ratio being 1.5.

Comparison of results of operations with the forecast for 2013

	Forecast €m	Result 2013 €m
Net revenue	1,800 – 2,000	1,912.3
Operating costs	960	967.6
EBIT	800 – 1,000	954.0
Net profit for the year	500 – 700	636.8
Gross debt / EBITDA	>1.5	1.5

Segment key figures (adjusted)

	Eurex		Xetra		Clearstream		Market Data + Services	
	2013 €m	2012 €m	2013 €m	2012 €m	2013 €m	2012 €m	2013 €m	2012 €m
Net revenue	740.7	767.5	151.7	144.5	653.9	649.9	366.0	370.4
Operating costs	370.0	334.8	87.1	84.1	335.0	325.8	175.5	177.5
EBIT	375.8	428.0	68.6	65.3	319.1	323.6	190.5	188.7

Eurex segment

The performance of the Eurex derivatives segment largely depends on the trading activities of institutional investors and proprietary trading by professional market participants. The segment's revenue is therefore generated primarily from the combined transaction fees that Eurex charges for trading and clearing derivatives contracts.

European derivatives are the main revenue drivers: equity index derivatives generated 44 per cent of net revenue, interest rate derivatives contributed 25 per cent and equity derivatives 5 per cent. US options traded on the International Securities Exchange (ISE) accounted for 12 per cent of net revenue. The "other" item (14 per cent) includes revenue from Eurex Repo.

In total, 2,191.2 million contracts were traded on Deutsche Börse Group's derivatives exchanges (Eurex and ISE) in 2013, a year-on-year decline of 4 per cent (2012: 2,292.0 million). This is equivalent to a daily average of around 8.8 million contracts (2012: 9.0 million). Eurex generated a trading volume of 1,552.4 million contracts for European futures and options, down 6 per cent on the previous year (2012: 1,660.2 million). The volume of US options traded on ISE expanded by 1 per cent to 638.8 million contracts (2012: 631.8 million). The segment's net revenue decreased by 3 per cent to €740.7 million (2012: €767.5 million). Operating costs rose by 12 per cent, they include special factors – mainly relating to efficiency programmes – in the amount of €23.2 million. Eurex generated EBIT of €352.6 million (2012: €412.4 million).

The market environment in 2013 was largely dominated by the central banks' persistent low interest rate policy, the high levels of government debt in certain European states as well as a rise in share prices and index levels combined with low market volatility. The budget dispute in the United States, which led to a temporary government shutdown, gave rise to uncertainty in the autumn. In addition, there were far-reaching regulatory reform projects in the financial services industry that could result in structural costs for market participants and require adjustments to their business models in some cases. A trend towards positive economic signals on the equity markets, which point to confidence in the real economy, and the available liquidity resulting from the low interest rate policies only boosted investments in derivatives to a limited extent. Overall, trading on Deutsche Börse Group's derivatives exchanges declined year-on-year.

European index derivatives remained the product group with the highest trading volume. Trading of these derivatives, however, decreased by 16 per cent year-on-year to 649.7 million contracts (2012: 770.4 million). This sharp decline is due to lower volatility compared to the previous year and the caution still being exercised by investors because of the uncertainty regarding the future development of the euro zone economy as a whole. By far the most commonly traded products were contracts on the EURO

STOXX 50® index (268.5 million futures and 225.1 million options). Eurex generated net revenue of €325.3 million from trading in European equity index derivatives – a decline of 13 per cent compared to the previous year (2012: €374.6 million).

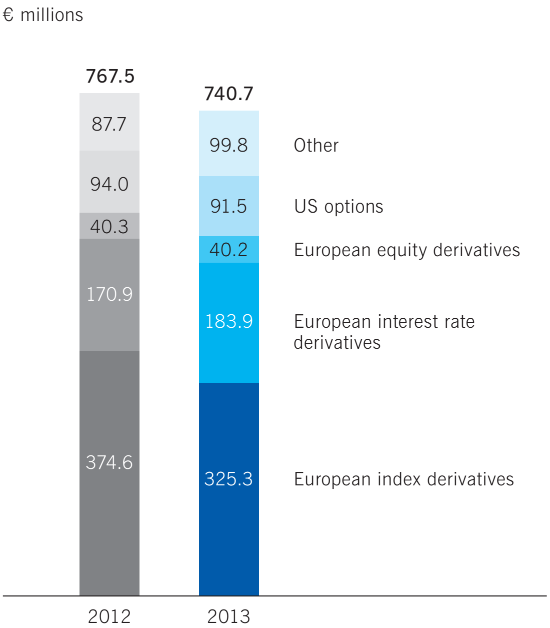
The volume of equity derivatives contracts (single-stock options and futures) traded in the year under review dropped by 7 per cent to 384.6 million (2012: 413.1 million). Net revenue from equity derivatives decreased slightly to €40.2 million (2012: €40.3 million).

The volume of interest rate derivatives traded in the year under review rose by 8 per cent to 509.6 million (2012: €470.4 million). Among other things, this growth is attributable to changes in market participants' expectations with regard to central bank interest rate policies around the world in the first few months of the year under review. In addition, alternatives to German government bonds, such as futures on Italian government bonds and on French government bonds, which were launched in 2012, continued to perform well. Net revenue from trading and clearing interest rate derivatives rose by 8 per cent to €183.9 million (2012: €170.9 million).

On ISE, market participants traded 638.8 million contracts in the year under review (2012: 631.8 million). In a highly competitive market environment, ISE's market share of US equity options stabilised at 17.0 per cent (2012: 17.0 per cent). In August 2013, ISE successfully launched ISE Gemini, its second marketplace for US options, which gives investors more flexible execution options and pricing models. 32.1 million contracts have been traded using ISE Gemini since it was introduced. ISE's net revenue with US options was down 3 per cent to €91.5 million (2012: €94.0 million).

The average outstanding volume on Eurex Repo, the marketplace for the collateralised money market in Swiss francs and euros as well as for the GC Pooling® (General Collateral) offering, was €222.7 billion in 2013 (2012: €234.7 billion, single-counted for both periods). On the euro market, the volume rose slightly to €36.5 billion (2012: €36.1 billion; single-counted for both periods). The Swiss franc market,

Net revenue in the Eurex segment



Eurex segment: key figures

	2013	2012	Change
Financial key figures	**€m**	**€m**	**%**
Net revenue	740.7	767.5	–3
Operating costs	393.2	350.4	12
EBIT	352.6	412.4	–15
Contract volumes	**m contracts**	**m contracts**	**%**
Equity index derivatives[1]	649.7	770.4	–16
Equity derivatives[1]	384.6	413.1	–7
Interest rate derivatives	509.6	470.4	+8
Total European derivatives (Eurex)[2]	**1,552.4**	**1,660.2**	**–6**
US options (ISE)	638.8	631.8	+1
Total Eurex and ISE[2]	**2,191.2**	**2,292.0**	**–4**

1) Dividend derivatives have been allocated to the equity index and equity derivatives.
2) The total shown does not equal the sum of the individual figures as it includes other traded derivatives such as ETF, volatility, agricultural, precious metals and emission derivatives.

by contrast, was negatively impacted by the interest rate policy measures taken by the Swiss National Bank (SNB) in order to weaken the franc as well as by its decision to stop issuing its own money market instruments (SNB bills). It recorded a 39 per cent decline to €32.3 billion (2012: €53.2 billion). GC Pooling, the collateralised money market that Eurex Repo operates jointly with Eurex Clearing and Clearstream, performed well. The average outstanding volume on this market increased by 6 per cent to a new record level of €153.8 billion in 2013 (2012: €145.4 billion; single-counted for both years).

Besides derivatives trading, Eurex also operates Eurex Clearing, Europe's leading clearing house. On 13 November 2012, Eurex Clearing launched EurexOTC Clear, the new clearing offering for over-the-counter (OTC) interest rate swaps. By offering a fully integrated range of clearing and collateralisation services for OTC and exchange-traded derivatives under the roof of a single clearing house operating within a single legal framework, Eurex Clearing is anticipating the clearing obligation for OTC-traded financial instruments that will result from of the implementation of the European Market Infrastructure Regulation (EMIR). The regulatory obligation for central clearing of OTC derivatives in Europe is not expected to be introduced before the fourth quarter of 2014. At the end of 2013, EurexOTC Clear had already registered 32 clearing participants and over 120 institutional investors. In June 2013, Eurex Clearing launched the Prisma risk management system. Prisma applies a portfolio methodology for calculating the collateral to be deposited (margining) that differs from the typical product-by-product approach by focusing on participants' entire portfolios and thus allowing them to achieve capital efficiencies. All products cleared by Eurex Clearing are being gradually transferred to the new system.

The product portfolio was further expanded in the year under review to offer market participants as many different alternatives as possible for implementing their trading strategies. Eurex had already responded to market developments in the past by launching new derivatives in the form of products on French and Italian government bonds. In 2013, Eurex expanded the offering by adding a medium-term interest rate future as well as options on long-term French government bond futures. Eurex also continued to diversify the range of index derivatives: the additions included contracts on regional indices for developed markets and country indices for emerging markets. The indices are calculated as underlyings by the index provider MSCI.

When launching new products, Eurex not only relies on in-house development, but also works with partner exchanges. The best example is the successful cooperation with the Korean exchange KRX for a product on Korea's benchmark KOSPI index. The trading volume in this product increased again, by around 32 per cent, in the year under review (adjusted for the minimum contract size imposed by the Korean exchange regulator in June 2012). Following this example, Eurex entered into a cooperation agreement with TAIFEX, the Taiwan Futures Exchange. The Eurex/TAIFEX link is expected to go live in May 2014. TAIEX index derivatives, which are among Asia's most widely traded equity index contracts, will then be available for trading by Eurex participants. Eurex also entered into partnerships with the Vienna Stock Exchange and the Tel Aviv Stock Exchange. The declared aim is likewise to enable Eurex market participants to trade derivatives on Austrian and Israeli indices in future.

Eurex completed the migration of tradeable contracts to the new T7 trading system in June. The system is based on Deutsche Börse Group's global trading infrastructure, which had already been successfully introduced at ISE. Market participants now benefit from considerably improved performance and functions without losing any of the high system stability and availability to which they are accustomed. T7 provides greater flexibility, thus cutting the time to market for new products and functions. Moreover, T7 has been adapted to the derivatives market of the Bombay Stock Exchange (BSE), where it was successfully rolled out in November 2013.

Xetra segment

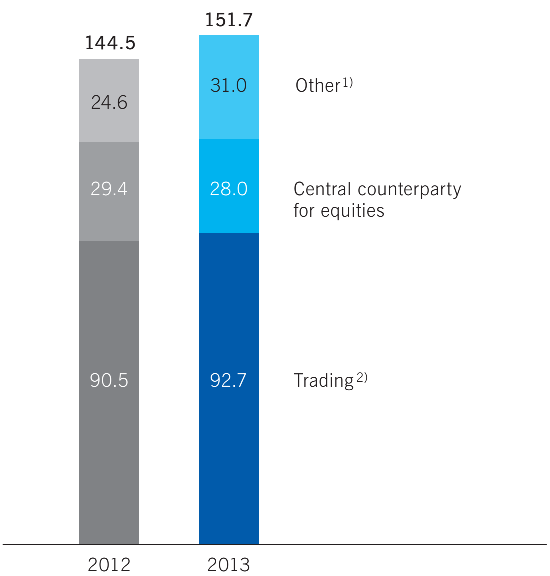
The Xetra segment generates most of its net revenue from trading and clearing cash market securities. Net revenue in the Xetra segment rose by 5 per cent to €151.7 million (2012: €144.5 million). The primary sales driver, accounting for 61 per cent, was net revenue from trading. The low interest rate environment and the relatively good results of operations at German companies had a positive effect on share trading. In contrast, continued uncertainty about the future of the euro zone and the reform projects in the financial services industry and their effects on market participants had a negative impact. As from the third quarter of 2013, net segment revenue also includes income from structured products trading, following the termination of the Scoach cooperation as at the end of 30 June 2013. The consolidation of Börse Frankfurt Zertifikate AG led, among other things, to an increase in net revenue in the Xetra segment. The central counterparty (CCP) for equities operated by Eurex Clearing AG contributed 19 per cent to the segment's net revenue; the net revenue of the CCP is determined to a significant extent by trading activities on Xetra. The "other" item (20 per cent of net revenue in total) comprises listing fees and, since 1 January 2013, the net revenue generated by Eurex Bonds. Listing fees predominantly come from existing company listings and admissions to trading.

Operating costs in the Xetra segment rose by 7 per cent; they include special factors of €8.1 million, mainly relating to efficiency programmes. Therefore, EBIT only increased slightly to €60.5 million (2012: €60.1 million).

In the 2013 financial year, securities with a total volume of €1.16 trillion were traded on Deutsche Börse Group's cash markets (2012: €1.16 trillion). They include shares and bonds from German and international issuers, exchange-traded funds (ETFs) and exchange-traded commodities (ETCs) as well

Net revenue in the Xetra segment

€ millions



1) Incl. revenue from listing and Eurex Bonds
2) The position "Trading" includes the Xetra® electronic trading system, Börse Frankfurt (formerly Xetra Frankfurt Specialist Trading) as well as structured products trading.

Xetra segment: key figures

	2013	2012	Change
Financial key figures	**€m**	**€m**	**%**
Net revenue	151.7	144.5	5
Operating costs	95.2	89.3	7
EBIT	60.5	60.1	1
Cash market: trading volume (single-counted)	**€bn**	**€bn**	**%**
Xetra	1,058.2	1,069.9	–1
Frankfurt Stock Exchange[1]	46.0	41.4	11
Tradegate	45.3	33.9	34

1) Formerly Xetra Frankfurt Specialist Trading; since Q3/2013 including certificates and warrants (€7.4 billion in the second half of the year) as a result of the termination of the Scoach cooperation.

as units in actively managed retail funds and structured products. The key players on Deutsche Börse's platforms are institutional investors and professional market participants.

While institutional investors primarily trade on Xetra, the electronic trading platform, private investors make greater use of the Frankfurt Stock Exchange and Tradegate Exchange. The trading model of the Frankfurt Stock Exchange combines the strengths of Xetra trading – extremely fast order execution, trading throughout Europe and high liquidity – with the benefits of floor trading, human know-how, during trading hours stretching from 8 a.m. to 8 p.m. The long trading hours and special order types offered by the Berlin-based Tradegate Exchange is tailored to meet the needs of private investors.

Xetra, the electronic trading platform, is by far the biggest revenue generator. Its trading volume (measured in terms of order book turnover, single-counted) was largely stable in the year under review at €1,058.2 billion (2012: 1,069.9 billion). The number of transactions declined by 2 per cent year-on-year to 191.2 million (2012: 194.7 million). The average value per Xetra transaction was unchanged at €11.0 thousand. The volume (single-counted) traded on the Frankfurt Stock Exchange was €46.0 billion (2012: €41.4 billion), of which €7.4 billion was attributable to structured products, which have been assigned to the Frankfurt Stock Exchange since the second half of 2013. The trading volume generated by Tradegate Exchange increased by 34 per cent to €45.3 billion (2012: €33.9 billion).

The total volume traded on Eurex Bonds, the international electronic platform for interbank bond trading, declined slightly in 2013 in a generally difficult market environment. The trading volume in 2013 edged down 3 per cent to €116.6 billion (2012: €119.7 billion; single-counted for both periods).

Deutsche Börse has operated Europe's leading marketplace for ETFs since 2000. ETFs combine the flexibility of individual equities with the risk diversification of a fund. They represent entire markets or sectors in a single product, are traded via stock exchanges as efficiently and with the same liquidity as equities, and can be bought at low transaction costs without load fees. Deutsche Börse offers investors the largest selection of ETFs of all European exchanges: as at 31 December 2013, 1,037 ETFs were listed (2012: 1,010 ETFs). Trading volumes went down by 11 per cent to €114.7 billion (2012: €128.5 billion). The most heavily traded ETFs continue to be based on the European STOXX equity indices and on the DAX index.

Besides the marketplace for ETFs, Deutsche Börse also operates a segment for exchange-traded commodities (ETCs). ETCs reflect the performance of single commodities or entire commodity sectors, such as energy, agricultural commodities, or precious metals. Xetra-Gold®, a bearer bond issued by Deutsche Börse Commodities GmbH and backed by physical gold, is the most successful ETC product. In the year under review, investor selling triggered by the falling gold price led for the first time to a decline in the volume held: as at 31 December 2013, Deutsche Börse Group held 45.5 tonnes of gold in custody (2012: 53.8 tonnes). Given a gold price of €28.07 per gram (closing price on 31 December 2013), the value of the gold was equivalent to €1.3 billion (2012: €2.2 billion).

In the listing business, Deutsche Börse AG recorded 10 new admissions in the year under review. Seven of these were initial public offerings (IPOs), all in the Prime Standard. The total placement volume in 2013 stood at around €6 billion. The year's largest IPO was that of Evonik Industries AG, which took place in April 2013 and had a volume of around €2.2 billion. Likewise, companies that were already listed made use of the option of raising around €9.5 billion of capital through capital increases in 2013. The option of issuing bonds in the Entry Standard, introduced in 2011, was a significant success in 2013: 28 companies (including three transfers) used the Entry Standard to raise debt capital. The issue volume as given in the prospectuses amounted to a total of €1.275 billion. The issue volume as given in the prospectuses for the eight companies (including four transfers) that opted for the new Prime Standard segment for corporate bonds launched in 2012 amounted to €2.5 billion. The Prime Standard for corporate bonds is aimed at larger listed and unlisted companies.

Xetra continued to develop its trading technology in 2013. Ongoing investments in the performance of the trading system ensure that trading is reliable, fair and orderly, even during times of extreme demand. With the new version of the trading system (Release 14.0), Xetra has upgraded the system so it can meet the requirements of the Hochfrequenzhandelsgesetz (German High Frequency Trading Act). In addition, Xetra has created new interfaces to enable customers to improve their risk management. The Xetra network has expanded into East Asia: the first participant in Hong Kong was connected in August. In total, the Xetra network comprised 224 trading participants with around 3,900 traders in 18 countries at the end of 2013. Moreover, in the year under review, the Frankfurt Stock Exchange introduced a quality guarantee for the most frequently traded equities and ETFs. For volumes up to €7,500, investors can buy or sell these products at prices equivalent to (or better than) those on the reference market concerned. Following the termination of the Scoach cooperation, all structured products (certificates and warrants) are also traded under the Frankfurt Stock Exchange brand. This means investors can trade a total of over one million securities on the Frankfurt Stock Exchange.

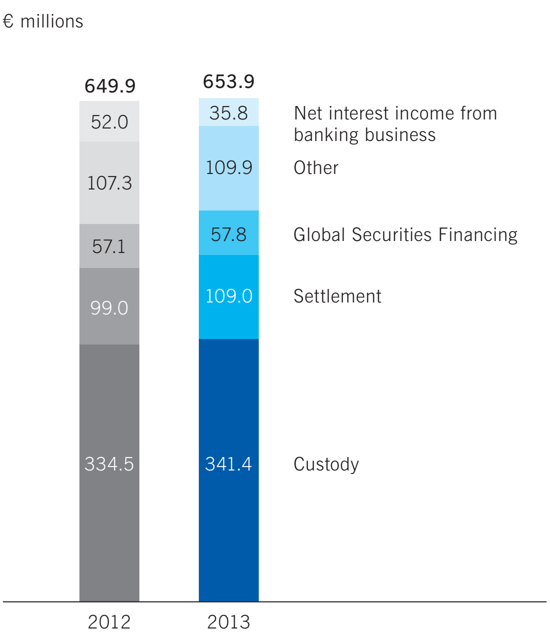
Clearstream segment
Clearstream provides the post-trade infrastructure for bonds, equities and investment funds. In addition, Clearstream offers custody services for securities from 53 markets worldwide. The custody business was the key contributor to Clearstream's net revenue, generating 52 per cent. Net revenue in this business is mainly driven by the value of securities under custody, which determines the deposit fees. The settlement business accounted for 17 per cent of Clearstream's net revenue. It depends heavily on the number of settlement transactions processed by Clearstream, both via stock exchanges and over-the-counter (OTC). The Global Securities Financing (GSF) business, which includes triparty repo, GC Pooling, securities lending and a wide range of collateral management services, contributed 9 per cent to the segment's net revenue. Clearstream also provides the post-trade infrastructure for investment funds. Net interest income from Clearstream's banking business contributed 5 per cent to Clearstream's net revenue. Other business activities including reporting services or order routing via Vestima® accounted for a 17 per cent share of total net revenue.

Clearstream's net revenue increased to €653.9 million in the year under review (2012: €649.9 million). Increases were recorded in all business areas, although net interest income from banking business was down significantly on the prior-year figure. Operating costs rose to €503.3 million (2012: €334.8 million); this includes special factors such as the settlement payment made in the context of the OFAC investigation and costs for efficiency programmes totalling €168.3 million. As a result, EBIT declined to €150.8 million (2012: €314.6 million).

In the custody business, the average equivalent value of securities under custody in 2013 increased to a new record level of €11.6 trillion (2012: €11.1 trillion). This was due to client wins and the growth in value of existing customer portfolios, in particular, this was due to the custody volume of the German domestic market which is mainly determined by the market price of the shares, funds and structured products traded on the German cash market. The value of securities under custody rose to €5.5 trillion (2012: €5.1 trillion). In the international custody business, the average value of securities under custody is mainly driven by the amount of outstanding bonds and increased slightly to €6.1 trillion (2012: €6.0 trillion). In the custody business, net revenue was up by 2 per cent to €341.4 million in 2013 (2012: €334.5 million).

UBS became an important new customer for Clearstream in 2013. The bank appointed Clearstream as its primary ICSD for the global securities business in its investment banking and Wealth Management businesses. Previously, these had been split between Euroclear (investment banking business) and Clearstream (Wealth Management business). Since the corresponding UBS securities were only transferred to Clearstream in the fourth quarter of 2013, the newly added custody volumes had only a small impact on the averages for 2013. In addition to UBS, the Italian CSD Monte Titoli also decided to expand its business relationship with Clearstream. Monte Titoli, a subsidiary of the London Stock Exchange, transferred its international securities from Euroclear Bank to Clearstream in the first quarter of 2013. Deutsche Börse Group regards the decision by UBS and Monte Titoli as confirmation of its business strategy, in particular in the area of collateral and liquidity management services.

Net revenue in the Clearstream segment



Clearstream segment: key figures

	2013	2012	Change
Financial key figures	€m	€m	%
Net revenue	653.9	649.9	1
Operating costs	503.3	334.8	50
EBIT	150.8	314.6	–52
Custody	€bn	€bn	%
Value of securities under custody (average value during the year)	11,626	11,111	5
international	6,146	5,964	3
domestic	5,480	5,147	6
Settlement	m	m	%
Securities transactions	121.0	113.9	6
international – OTC	34.2	31.9	7
international – on-exchange	6.9	7.2	–4
domestic – OTC	28.2	25.7	10
domestic – on-exchange	51.7	49.1	5
Global Securities Financing	€bn	€bn	%
Monthly average	576.5	570.3	1
Average daily cash balances	m	m	%
Total	10,765	10,248	5
euro	4,361	3,888	12
US dollars	4,517	4,350	4
other currencies	1,886	2,010	–6

1) Includes some €1.4 billion currently or formerly blocked by EU and US sanctions (2012: €1.6 billion)

The number of settlement transactions (domestic and international) processed by Clearstream saw a 6 per cent increase in 2013 to 121.0 million (2012: 113.9 million). International transactions grew by 5 per cent to 41.1 million (2012: 39.0 million) due to a 7 per cent rise year-on-year in OTC transactions, which accounted for 83 per cent of Clearstream's international settlement business. Stock exchange transactions, which had a 17 per cent share of the international settlement business, decreased by 4 per cent year-on-year. In the domestic German market, settlement transactions grew by 7 per cent to 79.9 million (2012: 74.8 million). Here, a majority (65 per cent) were stock exchange transactions, while OTC business accounted for 35 per cent of transactions. Both stock exchange and OTC transactions on the domestic market were up in the year under review, although growth in the OTC sector was stronger (at 10 per cent) than in the stock exchange business (by 5 per cent). Net revenue in the settlement business rose by 10 per cent to €109.0 million (2012: €99.0 million). In addition to the higher number of transactions, the increase in net revenue is attributable to an additional fee that Clearstream is collecting temporarily to cover the costs of connecting to TARGET2-Securities.

Clearstream's Investment Funds Services keep growing. In the year under review, Clearstream processed 7.9 million transactions, 23 per cent more than in the previous year (2012: 6.4 million). More than 125,000 funds from 34 jurisdictions are available for order routing through Clearstream's Vestima platform. The assets held under custody at Investment Funds Services form part of Clearstream's total custody volume; they were €265.0 billion on average in 2013, up 16 per cent year-on-year (2012: €229.1 billion).

In the Global Securities Financing (GSF) business, the average outstanding volume rose slightly to €576.5 billion (2012: €570.3 billion). While the long-term refinancing operations (LTROs) introduced by the European Central Bank negatively impacted the GSF business as a whole, the GC Pooling service, offered in cooperation with Eurex, continued to show a strong growth in outstandings (see the "Eurex segment" section). Net revenue in the GSF business increased to €57.8 million (2012: €57.1 million).

Average customer cash deposits grew year-on-year by 5 per cent to €10.8 billion (2012: €10.2 billion). This includes an average amount of some €1.4 billion (2012: €1.6 billion), which was not available as a result of the blocking of certain accounts in line with European and US sanction programmes. Net interest income from Clearstream's banking business fell by 31 per cent to €35.8 million in 2013 (2012: €52.0 million). The decline in net interest income reflects the low level of interest rates, which have been at lows for some time: on 11 July 2012, the European Central Bank had reduced the rate for the deposit facility, which is relevant for Clearstream's net interest income from banking business, from 0.25 to 0 per cent and has left it unchanged ever since. For this reason, 2013 was the first year in which the low interest rate policy impacted on the segment's net interest income throughout the entire reporting period.

Both the trading and the post-trading market environment have become more complex in recent years. Clearstream offers asset management services worldwide in order to support customers in coping with the increased capital requirements and risk and liquidity management considerations. One of Clearstream's strategic objectives in the year under review was to expand its offering for efficient collateral management. Through the Global Liquidity Hub, Clearstream provides an integrated collateral management environment that allows banks to use the assets that are available as collateral more efficiently. A number of measures are strengthening Clearstream's collateral management offering:

- Together with ASX (Australia), Cetip (Brazil), Iberclear (Spain) and Strate (South Africa), Clearstream established the Liquidity Alliance in January 2013, a grouping of central securities depositories around the world for strategic cooperation on collateral management. The Liquidity Alliance is open to further members.
- Clearstream has signed a letter of intent with the Singapore Exchange (SGX) to jointly develop a collateral management solution for Singapore that can subsequently be extended to other markets in the region. SGX intends to use Clearstream's collateral management outsourcing solution (Liquidity Hub GO).
- Liquidity Hub GO went live in South Africa, Australia and Spain in the year under review. This means that all partners in the Liquidity Alliance have a functioning collateral management offering for their own home market.
- Clearstream's collateral management solution for custodian banks has gone live in partnership with BNP Paribas Securities Services. This service enables mutual customers to cover their global exposures from a single optimised collateral pool. BNP Paribas Securities Services remains the custodian managing settlement and asset servicing for its clients. Citi and Standard Chartered also opted for this solution during the year.

Clearstream is systematically extending its market position by connecting new markets. In the year under review, Clearstream strengthened its involvement in Eastern Europe by opening a direct account at the new Russian CSD and starting to operate a direct settlement link to Russia. At the end of the year, Clearstream's network covered 53 markets worldwide, making it the largest settlement network of any international CSD.

In December 2013, Clearstream announced that it would extend its end-of-day deadlines for securities, collateral and cash in stages with the aim of covering the entire settlement day in the USA by 2016. The extension of the deadlines also affects markets such as Canada and Latin America (including Argentina, Brazil, Mexico, Uruguay and Peru).

In response to regulatory reporting requirements, Clearstream started to develop REGIS-TR jointly with Iberclear in Spain back in 2009. REGIS-TR was granted authorisation as a trade repository by the European Securities and Markets Authority (ESMA) in November, enabling REGIS-TR to support customers in registering exchange-traded and OTC derivatives. Starting on 12 February 2014, registration will be obligatory under the EU's EMIR Regulation.

Market Data + Services segment

The net revenue of the new Market Data + Services segment is composed of trading signals (39 per cent), indices (21 per cent), technology solutions (15 per cent), connectivity (19 per cent) and other revenue (6 per cent). Market Data + Services' net revenue was largely stable in the year under review, amounting to €366.0 million (2012: €370.4 million). With operating costs up slightly on the previous year and special factors (largely relating to efficiency programmes) of €15.6 million, the segment's EBIT amounted to €174.9 million (2012: €182.3 million).

The segment's core business is the distribution of capital market data to customers worldwide, including trading signals such as the AlphaFlash® algorithmic news feed as well as indices such as EURO STOXX® and DAX®. Capital market participants subscribe to receive this information, which they then use themselves, process, or pass on. The segment generates much of its net revenue on the basis of long-term arrangements with customers and is relatively independent of trading volumes and volatility on the capital markets.

The trading signals business includes revenue from the distribution of licences for real-time trading and market signals. The business remained largely stable in the year under review: Market Data + Services generated net revenue from trading signals of €142.1 million (2012: €141.1 million). Data and key indicators are increasingly used by market participants in automated trading applications, and demand for direct connectivity increased in line with this. On the other hand, efforts to regulate automated trading more tightly led to uncertainty in the trading departments of banks and financial services institutions. In addition, user numbers are declining due to structural changes and consolidation in the financial services industry. To further diversify its product portfolio, Deutsche Börse Group will act as the exclusive licensor of BSE (formerly Bombay Stock Exchange) market data and information products for customers outside India. The two partners signed a corresponding cooperation agreement at the beginning of October 2013.

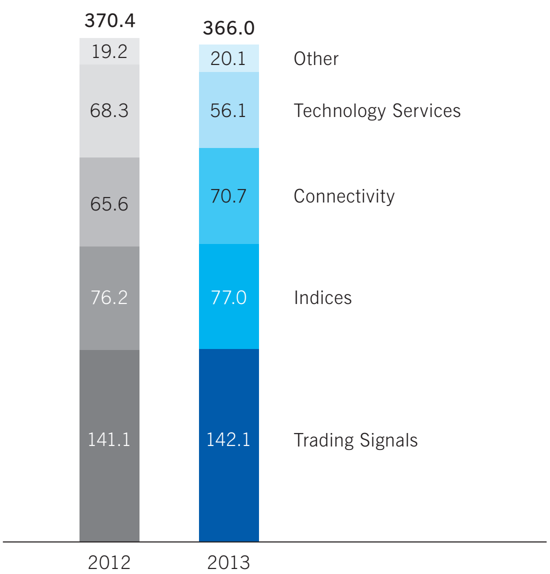
Deutsche Börse operates its index business via its subsidiary STOXX Ltd. Its revenue is generated from calculating and marketing indices that are mainly used by banks and fund management companies as underlyings for financial instruments. The index business recorded a slight increase in net revenue in 2013 to €77.0 million (2012: €76.2 million). The decline in equity index derivatives trading at Eurex (see the "Eurex segment" section) and the resulting decrease in licensing revenue was compensated by the growth in assets under management in the area of exchange-traded funds. This growth was driven above all by STOXX ETFs and DAX ETFs, which recorded a clear increase in assets thanks to the reliability of the indices concerned as underlyings. The assets under management in these ETFs amounted to €79.6 billion, by year-end, 14 per cent more than in the previous year (2012: €70.1 billion).

The DAX and STOXX index families are being continuously expanded and are becoming increasingly attractive for an international clientele as well:

- The DAX family was expanded to include the DAX® ex Financials index in the second quarter of 2013. This serves as a share price barometer for Germany's 30 largest and highest-revenue companies ex-

Net revenue in the Market Data + Services segment

€ millions



Market Data + Services segment: key figures

Financial key figures	2013 m€	2012 m€	Change %
Net revenue	366.0	370.4	–1
Operating costs	191.1	184.1	4
EBIT	174.9	182.3	–4

cluding banks, financial services institutions and insurers.
- STOXX expanded its offering for Chinese investors, firstly by launching new indices, such as the STOXX® China A 50 Equal Weight Index, and secondly by entering into a licence agreement with a Chinese issuer, which will also allow investors in China to invest in the EURO STOXX® 50.
- In cooperation with Eurex Repo, STOXX developed a GC Pooling® index family, which provides a transparent, rules-based alternative to the current benchmarks used in the unsecured interbank market, such as LIBOR and EURIBOR/EONIA.
- STOXX also launched two new sustainability indices, the STOXX® SD-KPI indices. The indices allow investments in versions of the leading European equity indices, EURO STOXX 50 and STOXX® Europe 50, that have been optimised for sustainability criteria.

The technology solutions business consists primarily of development and operation services for external customers, such as national and international regional exchanges. Revenue generated by cooperation with partner exchanges, from application development consulting, or from data centre services is also part of the Group's external IT business. The established partner exchanges – the Irish Stock Exchange, the Vienna Stock Exchange, the Bulgarian Stock Exchange, the Ljubljana Stock Exchange, the Malta Stock Exchange and the Prague Stock Exchange – were joined by new partners in the year under review: the Cayman Islands Stock Exchange (March) and the Budapest Stock Exchange (December). As a result, all four exchanges of the CEE Stock Exchange Group (Vienna, Prague, Ljubljana and Budapest) now run Xetra. The new T7 infrastructure was successfully introduced for the derivatives market run by the Bombay Stock Exchange (BSE) in the fourth quarter of 2013. Net revenue from the external technology services business in 2013 was €56.1 million (2012: €68.3 million). The decline is due in particular to the effect of the consolidation of Börse Frankfurt Zertifikate AG from Q3/2013 onwards as well as to the segment's services for German regional exchanges, which were impacted by a combination of lower margins and a drop in trading volumes.

The Market Data + Services segment generates connectivity revenue from connecting trading participants on the cash and the derivatives markets. This revenue is largely independent of trading activity on the market, but reflects trading participants' interest in connecting to Deutsche Börse Group's infrastructure using the most efficient networks possible. In 2013, connectivity revenue rose to €70.7 million (2012: €65.6 million) after customers increasingly opted for higher bandwidth connections.

Other revenue comprises, for example, the provision of data to the back offices of financial services providers (e.g. the TRICE® reporting service, with which Deutsche Börse AG helps its customers to meet their obligations to report information to financial supervisory authorities). In the year under review, this item increased by 5 per cent year-on-year to €20.1 million (2012: €19.2 million).

Development of profitability

Return on shareholders' equity represents the ratio of earnings after tax to the average equity available to the Group in 2013. The Group's return on shareholders' equity decreased to 16.1 per cent in the year under review (2012: 21.6 per cent), primarily due to lower earnings. Adjusted for the special factors described in the results of operations, this ratio, which is also known as the return on equity amounted to 21.5 per cent (2012: 22.1 per cent). The weighted average cost of capital (WACC) after tax amounted to 4.5 per cent in the year under review (2012: 4.4 per cent). Deutsche Börse's cost of equity reflects the return on a risk-free alternative investment plus a premium for general market risk, and also takes account of the specific risk of Deutsche Börse shares compared with the market as a whole, known as the beta. The cost of debt represents the terms on which Deutsche Börse AG was able to raise short- and long-term debt.

Financial position

Cash flow

Cash and cash equivalents at Deutsche Börse Group comprise cash and bank balances, to the extent that these do not result from reinvesting current liabilities from cash deposits by market participants, as well as receivables and liabilities from banking business with an original maturity of three months or less. Cash and cash equivalents at the end of 2013 amounted to €–56.2 million (2012: €544.0 million). The negative cash and cash equivalents item is due to the shift of current financial assets to financial assets with a maturity of more than three months for reporting date reasons; the latter do not qualify as cash and cash equivalents and the cash flows associated with them have been allocated to investing activities.

Deutsche Börse Group generated cash flows from operating activities before changes in reporting-date CCP positions of €797.3 million in financial year 2013 (2012: €726.2 million). The significant year-on-year increase in cash flows from operating activities is mainly due to the fact that the decline in net income for the year (€–174.6 million) was more than offset by the decrease in working capital (€195.0 million) and the rise in non-current provisions (€34.4 million). The decline in net income was primarily the result of the costs of the efficiency programme and the settlement offer from the Office of Foreign Assets Control (OFAC). However, neither of the two factors had yet had a major cash effect in 2013. In addition, tax payments of €93.3 million made in financial year 2013 (2012: €258.4 million) were by far lower year-on-year due to a decrease of tax prepayments for the current and prior years. This largely explains the change in working capital. Including the changes in the CCP positions, cash flows from operating activities was €728.3 million (2012: €707.7 million).

Deutsche Börse Group calculates its cash flow on the basis of net income, adjusted for non-cash changes; in addition, cash flows derived from changes in balance sheet items are taken into account. The changes in cash flows from operating activities excluding reporting-date CCP positions were as follows:

Deutsche Börse's cost of capital

	2013 %	2012 %
Risk-free interest rate[1]	1.7	1.6
Market risk premium	6.5	5.0
Beta[2]	0.8	0.7
Cost of equity[3] (after tax)	6.7	5.0
Cost of debt[4] (before tax)	3.1	5.2
Tax shield[5]	0.8	1.4
Cost of debt (after tax)	2.3	3.9
Equity ratio[6] (annual average)	50.2	51.2
Debt ratio[7] (annual average)	49.8	48.8
WACC (before tax)	4.9	5.1
WACC (after tax)	4.5	4.4

1) Annual average return on ten-year German federal government bonds
2) Statistical measure of the sensitivity of the price of an individual share to changes in the entire market. A beta of 1.0 means that the performance of the share moves strictly parallel to the reference market as a whole. A beta above 1.0 denotes greater volatility than the overall market and a beta below 1.0 less volatility.
3) Risk-free interest rate + (market risk premium x beta)
4) Interest rate on short- and long-term corporate bonds issued by Deutsche Börse AG
5) Denotes and quantifies the reduction in tax paid that arises from the deductibility of interest payments on debt and is factored into the calculation of the cost of capital
6) 1 – debt ratio
7) (Total non-current liabilities + tax provisions + other current provisions + other bank loans and overdrafts + other current liabilities + trade payables + payables to associates + payables to other related parties) / (total assets – financial instruments of Eurex Clearing AG – liabilities from banking business – cash deposits by market participants); basis: average balance sheet items in the financial year

- Decline in net income for the year of €174.6 million to €495.2 million
- Increase of €13.8 million in depreciation, amortisation and impairment losses, especially due to higher investments in software development
- Increase of €34.4 million in non-current provisions, due in particular to the efficiency programme launched in the first quarter of 2013
- Deferred tax expense of €2.1 million; in 2012, there had been deferred tax income of €56.9 million, mainly in connection with the recognition of deferred tax assets on loss carryforwards as well as a re-valuation due to changes in tax rates.
- Cash outflows from derivatives amounting to €16.5 million (2012: nil)
- Non-cash expense of €13.7 million in 2013, compared to a non-cash expense of €50.7 million incurred in 2012 due in particular to the remeasurement of the equity component in connection with the acquisition of additional shares of Eurex Zürich AG
- Cash-effective decrease of €153.0 million in working capital in 2013 (2012: increase in working capital of €42.0 million), primarily driven by an increase in current liabilities of €142.7 million (2012: increase of €12.6 million). This increase was in turn mainly due to a provision recognised in connection with the OFAC settlement offer. In addition, receivables and other assets decreased by €13.8 million (2012: increase of €43.7 million), primarily because of the decline in tax refund claims (€–62.1 million), while trade receivables rose by €6.7 million and other current assets by €37.8 million.

Cash outflows from investing activities amounted to €829.2 million in financial year 2013 (2012: cash outflow of €267.4 million). €692.2 million of this figure related to collateralised cash investments with an original term of more than three months. At €127.6 million, investment in intangible assets and property, plant and equipment was below the prior-year level (2012: €145.7 million); most of it was made in the Clearstream (€66.6 million) and Eurex (€53.9 million) segments. Clearstream's investments related primarily to the expansion of its settlement and collateral management systems (€48.4 million), while Eurex invested in its trading and clearing systems (€40.3 million). In addition, the Group paid €35.1 million (2012: €1.9 million) to acquire investments in associates in the year under review; of this amount, €15.4 million was attributable to the increase in the equity investment in European Energy Exchange AG, Leipzig (Germany). Another significant reason for the year-on-year increase is that two factors had impacted cash outflows in 2012: a payment of €295.0 million in connection with the acquisition of further shares in Eurex Zürich AG and the purchase of securities with an original term of more than one year amounting to €265.4 million.

Cash inflows of €35.3 million (2012: €392.2 million) were due to securities with an original maturity of more than one year maturing or being sold.

Consolidated cash flow statement (condensed)

	2013 €m	2012 €m
Cash flows from operating activities (excluding CCP positions)	797.3	726.2
Cash flows from operating activities	728.3	707.7
Cash flows from investing activities	–829.2	–267.4
Cash flows from financing activities	–497.6	–550.6
Cash and cash equivalents	–56.2	544.0
Other cash and bank balances as at 31 December	627.9	641.6

Cash outflows from financing activities amounted to €497.6 million (2012: €550.6 million). In May 2013, the company paid a dividend of €386.5 million for financial year 2012 (dividend for financial year 2011, including special distribution, paid in May 2012: €622.9 million). Further cash outflows were due to the repayment of €1,180.0 million in commercial paper (2012: €796.2 million). In addition, long-term bonds amounting to €797.8 million matured. Moreover, the company acquired treasury shares amounting to €1.2 million (2012: €198.2 million). Cash inflows from financing activities contain commercial paper that is issued as part of the company's short-term liquidity management. €1,279.8 million in commercial paper was issued in 2013 (2012: €789.3 million). In March 2013, Deutsche Börse AG also issued a euro-denominated bond with a principal amount of €600.0 million and a term of five years.

Other cash and bank balances amounted to €627.9 million as at 31 December 2013 (31 December 2012: €641.6 million).

At €669.7 million, free cash flow – i.e. cash flows from operating activities excluding reporting-date CCP positions less payments to acquire intangible assets and property, plant and equipment – was significantly higher than in the previous year (2012: €580.5 million).

As in previous years, the Group does not expect any liquidity squeezes to occur in financial year 2014 due to its positive cash flows from operating activities, adequate credit lines (which had not been drawn down as at 31 December 2013) and flexible management and planning systems.

Operating leases

Deutsche Börse Group uses operating leases, primarily for the new office building in Eschborn, which the Group moved into in the second half of 2010, and for the buildings used by Clearstream International S.A. in Luxembourg (see note 38 to the consolidated financial statements for details).

Liquidity management

Deutsche Börse meets its operating liquidity requirements primarily by means of internal financing, i.e. by retaining generated funds. The aim is to provide liquidity corresponding to the operating costs for one quarter; this liquidity target currently ranges between €150 million and €250 million. There is an intra-Group cash pool for pooling surplus cash, as far as regulatory and legal provisions allow. All of the Group's cash investments are short-term in order to ensure rapid availability and are largely collateralised using liquid bonds from prime-rated issuers. Moreover, Deutsche Börse AG has access to external sources of financing, such as bilateral and syndicated credit lines, and a commercial paper programme (see note 36 to the consolidated financial statements for details on financial risk management). In the past years, Deutsche Börse AG has leveraged its access to the capital markets in order to meet its structural financing needs by issuing corporate bonds.

Capital management

As a rule, the Group aims to achieve a dividend distribution ratio of 40 to 60 per cent of adjusted consolidated net income. Moreover, it implements share buy-backs in order to distribute to its shareholders funds not required for the Group's operating business and its further development. This policy is determined at all times by the company's capital requirements, which depend on the legal and supervisory framework as well as requirements relating to its credit rating, economic capital and liquidity.

Customers expect their financial services provider to have conservative interest coverage and debt/equity ratios and to maintain strong credit ratings. Deutsche Börse Group therefore pursues its objective of achieving an interest coverage ratio (ratio of EBITDA to interest expenses from financing activities) of at least 16 at Group level in order to meet the rating agencies' current requirements for an "AA" rating for Deutsche Börse AG. Adjusted for merger and acquisition costs and for costs of efficiency programmes, Deutsche Börse Group achieved an interest coverage ratio of 20.1 in the year under review (2012: 15.2). This figure is based on a relevant interest expense of €53.2 million and an adjusted EBITDA of €1,067.4 million. The significant year-on-year increase in the interest coverage ratio is attributable to the refinancing programme that started in 2012 and was successfully completed in the first quarter of 2013 (see the "Results of operations" section): the outstanding non-current liabilities that matured in 2013 were refinanced on extremely favourable terms leading to a significant reduction in interest expenses. In addition, Deutsche Börse aims to achieve a ratio of interest-bearing gross debt to EBITDA of no more than 1.5 at Group level. The latter performance indicator in particular plays a material role in maintaining the parent company's current "AA" rating. In the year under review, the Group met the target ratio, at 1.5. This figure is based on gross debt of €1,621.9 million and an adjusted EBITDA of €1,067.4 million.

Interest coverage ratio of Deutsche Börse Group

Interest expense from financing activities	Issue volume	2013 €m	2012 €m
Bonds maturing in 2013			
Fixed-rate bearer bond	€650 m[1]	9.0	32.6
Hybrid bond	€550 m[2]	3.8[3]	14.9[3]
Refinancing of maturing bonds			
Fixed-rate bearer bond (10 years term)	€600 m	14.6	3.6
Fixed-rate bearer bond (5 years term)	€600 m	5.7	-
Further bonds			
Private placement	US$460 m	19.9	21.3
Commercial paper	€150 m – 2013[4] €150 m – 2012	0.2	0.7
Total interest expense (including 50% of the hybrid coupon)		**53.2**	**73.1**
EBITDA (adjusted)		1,067.4	1,108.2
Interest coverage[5]		**20.1**	**15.2**

1) The bond was repurchased in full as at 23 April 2013 (31 December 2012: €72 million).
2) The bond was repurchased in full as at 11 June 2013 (31 December 2012: €330 million).
3) Only 50 per cent of the interest expense on the hybrid bond is accounted for in the interest coverage calculation, reflecting the assumed equity component of the hybrid bond. The total interest expense for the hybrid bond amounted to €7.6 million in 2013 and €29.9 million in 2012.
4) Annual average
5) EBITDA / interest expense from financing activities (includes only 50 per cent of the interest on the hybrid bond)

Clearstream Banking S.A.'s strong "AA" credit rating must likewise be maintained so as to ensure the continued success of the Clearstream segment, which is active in securities custody and settlement. Deutsche Börse AG also needs to maintain a strong credit profile for the benefit of activities at its Eurex Clearing AG subsidiary.

The interest coverage ratio is calculated using the interest expenses incurred to finance Deutsche Börse Group, among other factors, excluding interest costs relating to Group companies that also operate as financial institutions. These include Clearstream Banking S.A., Clearstream Banking AG and Eurex Clearing AG. Interest expenses that are not related to Group financing are not included in the interest coverage ratio.

Because of the refinancing of the non-current financial liabilities, the company anticipates a further reduction in the interest expense incurred to finance the Group in 2014. For this reason, the company expects the interest coverage ratio to improve further in the medium term.

Deutsche Börse AG has also publicly declared its intention to comply with certain additional key performance indicators that the company believes correspond to an AA rating. For example, tangible equity (equity less intangible assets) should not fall below €700 million at Clearstream International S.A. or €400 million at Clearstream Banking S.A., including the proft participation rights of €150 million issued by Clearstream Banking S.A. In the year under review, Clearstream International S.A. has met this key performance indicator with an amount of €820.8 million and Clearstream Banking S.A. with an amount of €820.7 million. For the Clearstream subgroup, the objective is to maintain an interest coverage ratio of at least 25, insofar as financial liabilities resulting from non-banking business exist. In the year under review, as in the previous year, Clearstream had no financial liabilities resulting from non-banking business. Consequently, no interest coverage ratio has been calculated.

Dividends and share buy-backs

Between 2005 and the end of 2012, Deutsche Börse Group returned a total of around €5.0 billion to its shareholders in the form of share buy-backs and dividends. In financial year 2013, it distributed a dividend of €386.5 million.

Of the some 46.1 million shares repurchased between 2005 and 2012, the company cancelled a total of around 30.6 million shares up to the end of 2013. Approximately 5.3 million shares were issued to SIX Group AG in order to settle 50 per cent of the purchase price for the acquisition of the shares of Eurex Zürich AG. 1.3 million shares were acquired by employees under the terms of the Group Share Plan (see note 39 to the consolidated financial statements). As at 31 December 2013, the remaining approximately 8.9 million shares were held by the company as treasury shares.

Relevant key performance indicators

	2013 €m	2012 €m
Tangible equity of Clearstream International S.A. (as at balance sheet date)	820.8	819.2[1]
Tangible equity of Clearstream Banking S.A. (as at balance sheet date)	820.7	672.4

1) Net of the interim dividend of €75.0 million, which has not yet been resolved by the Annual General Meeting

Credit ratings

	Long-term	Short-term
Deutsche Börse AG		
Standard & Poor's	AA	A–1+
Clearstream Banking S.A.		
Fitch	AA	F1+
Standard & Poor's	AA	A–1+

For financial year 2013, Deutsche Börse AG is proposing that the Annual General Meeting resolve to pay a dividend of €2.10 per no-par value share (2012: €2.10). This dividend corresponds to a distribution ratio of 61 per cent of consolidated net income, adjusted for the special factors described in the results of operations (2012: 58 per cent, also adjusted for special items). For 184.1 million no-par value shares bearing dividend rights, this would result in a total dividend of €386.6 million (2012: €386.5 million without the special distribution). The aggregate number of shares bearing dividend rights results from an ordinary share capital of 193.0 million shares, less 8.9 million treasury shares.

Bonds

In March 2013, Deutsche Börse AG successfully placed a corporate bond with a volume of €600 million on the market. The individual bonds have a maturity of five years and an annual coupon of 1.125 per cent. In combination with the bonds issued in October 2012, which also amounted to €600 million, this allowed Deutsche Börse to refinance its outstanding non-current liabilities maturing in 2013 on extremely favourable terms.

Credit ratings

Deutsche Börse AG regularly has its credit quality reviewed by the Standard & Poor's (S&P) rating agency, while Clearstream Banking S.A. is rated by Fitch and S&P.

On 30 December 2013, S&P confirmed the Group companies' long-term AA credit rating. The negative outlook for Deutsche Börse AG added in December 2012 also remained unchanged. The main reason cited by S&P was that the ratio of interest-bearing gross debt to EBITDA had risen to about 1.6 in the first nine months of financial year 2013.

Fitch Ratings confirmed Clearstream Banking S.A.'s credit rating on 14 November 2013, particularly in light of its strong market positioning, solid liquidity management and low credit risk. At the same time, Fitch changed the outlook for Clearstream from negative to stable, giving its strengthened capital base as the reason.

As at 31 December 2013, Deutsche Börse AG was one of only two DAX-listed companies that had been awarded an AA rating by S&P. The ratings history of Deutsche Börse AG and Clearstream is presented in the ten-year review.

Debt instruments of Deutsche Börse AG

Type	Issue volume	ISIN	Term	Maturity	Coupon p.a.	Listing
Fixed-rate bearer bond	€650 m	XS0353963225	5 years	April 2013	5.00 %	Luxembourg/Frankfurt
Series A bond	US$170 m	Private placement	7 years	June 2015	5.52 %	Unlisted
Series B bond	US$220 m	Private placement	10 years	June 2018	5.86 %	Unlisted
Series C bond	US$70 m	Private placement	12 years	June 2020	5.96 %	Unlisted
Hybrid bond	€550 m	XS0369549570	30 years[1)]	June 2038	7.50 %[2)]	Luxembourg/Frankfurt
Fixed-rate bearer bond	€600 m	DE000A1RE1W1	10 years	Oct 2022	2.375 %	Luxembourg/Frankfurt
Fixed-rate bearer bond	€600 m	DE000A1R1BC6	5 years	March 2018	1.125 %	Luxembourg/Frankfurt

1) Early termination right after 5 respectively 10 years and in each year thereafter
2) Until June 2013: fixed-rate 7.50 per cent p.a.; from June 2013 to June 2018: fixed-rate mid swap + 285 basis points; from June 2018: variable interest rate (Euro interbank offered rate for 12-month euro deposits (EURIBOR), plus an annual margin of 3.85 per cent)

Net assets

Deutsche Börse Group's non-current assets amounted to €8,796.9 million as at 31 December 2013 (2012: €5,113.9 million). They consisted primarily of intangible assets and financial assets as well as of financial instruments of Eurex Clearing AG. The financial instruments of Eurex Clearing AG, which amounted to €4,058.6 million, represented the largest item (2012: nil). This asset is matched by a liability in the same amount. The receivables and securities from banking business held by Deutsche Börse Group as financial assets declined to €1,178.3 million (2012: €1,485.0 million), while goodwill of €2,042.6 million was relatively stable compared to the previous year (2012: €2,078.4 million).

Current assets amounted to €180,513.0 million as at 31 December 2013 (2012: €189,672.9 million). The decline is attributable to the following factors:

- A decrease in the financial instruments of Eurex Clearing AG item to €153,546.8 million (2012: €156,315.4 million) in connection with its function as a central counterparty for cash and derivatives markets.
- A decrease in receivables and securities from banking business at Clearstream to €9,544.0 million (2012: €12,808.2 million)
- A decrease in restricted bank balances to €16,221.7 million (2012: €19,450.6 million); this occurred primarily because clearing participants provided a greater volume of securities and less cash as collateral for Eurex Clearing AG in the year under review.

Assets were financed by equity in the amount of €3,268.0 million (2012: €3,169.6 million) and liabilities in the amount of €186,041.9 million (2012: €191,617.2 million). The increase in equity compared with 31 December 2012 is mainly attributable to the rise in accumulated profit to €2,011.8 million (2012: €1,938.9 million).

Non-current liabilities rose to €6,019.9 million (2012: €1,616.4 million), primarily because an amount of €4,058.6 million is reported under financial instruments of Eurex Clearing AG. This liability is matched by an asset in the same amount.

Interest-bearing liabilities rose to €1,521.9 million (2012: €1,160.0 million). The total increase is due to three factors:

- In 2012, maturing bonds amounting to €577.4 million were reclassified to "other current liabilities".
- In March 2013, Deutsche Börse AG successfully placed a corporate bond with a volume of €600.0 million on the market.
- In April and June 2013, outstanding bonds totalling €798.0 million matured.

Current liabilities amounted to €180,022.0 million (2012: €190,000.8 million). The main changes in current liabilities occurred in the following items:

- A decrease in the financial instruments of Eurex Clearing AG item to €153,046.8 million (2012: €156,315.4 million) in connection with its function as a central counterparty for cash and derivatives markets

- A decrease in liabilities from cash deposits by market participants to €16,221.7 million (2012: €19,450.6 million) as a result of lower cash collateral provided by the clearing members of Eurex Clearing AG; the amount decreased primarily because clearing participants provided a greater volume of securities and less cash as collateral for Eurex Clearing AG.
- A decrease in liabilities from banking business at Clearstream to €9,725.3 million (2012: €12,880.3 million)
- A decrease in other current liabilities to €412.1 million (2012: €888.4 million) after bonds reclassified in 2012 from non-current interest-bearing liabilities matured in 2013

Overall, Deutsche Börse Group invested €127.6 million in intangible assets and property, plant and equipment (capital expenditure or capex) in the year under review (2012: €145.7 million). The Group's largest investments were made in the Clearstream and Eurex segments.

Working capital

Working capital comprises current assets less current liabilities, excluding technical closing date balance sheet items and commercial paper. Current assets excluding technical closing date items amounted to €572.6 million (2012: €457.1 million). As Deutsche Börse Group collects fees for most of its services on a monthly basis, the trade receivables of €218.8 million included in the current assets as at 31 December 2013 (31 December 2012: €211.8 million) were relatively low compared with net revenue. The current liabilities of the Group, excluding technical closing date items, amounted to €1,028.1 million (2012: €777.0 million, excluding technical closing date items and bonds maturing in 2013). The Group therefore had negative working capital of €–455.5 million at the end of the year (2012: €–319.9 million). This development is primarily due to the increase in other current provisions.

Technical closing date balance sheet items

The "current receivables and securities from banking business" and "liabilities from banking business" balance sheet items are technical closing date items that were strongly correlated in the year under review and that fluctuated between approximately €9 billion and €15 billion (2012: between €11 billion and €13 billion). These amounts mainly represent customer balances in Clearstream's international settlement business.

The "financial instruments of Eurex Clearing AG" balance sheet item relates to the function performed by Eurex Clearing AG: since the latter acts as the central counterparty for Deutsche Börse Group's various markets, its financial instruments are carried in the balance sheet at their fair value. The financial instruments of Eurex Clearing AG are described in detail in the risk report and in notes 3, 15 and 36 to the consolidated financial statements.

Market participants linked to Eurex Clearing provide collateral partly in the form of cash deposits, which are subject to daily adjustments. The cash deposits are generally invested on a secured basis overnight by Eurex Clearing AG and reported in the balance sheet under "restricted bank balances". The total value of cash deposits at the balance sheet dates relevant for the year under review (31 March, 30 June, 30 September, 31 December) varied between €16.2 billion and €17.7 billion (2012: between €13.4 billion and €19.5 billion).

Deutsche Börse Group: ten-year review

Consolidated income statement		2004	2005	2006
Net revenue	€m	1,395.5	1,616.4	1,899.6
thereof net interest income from banking business	€m	77.1	112.7	150.7
Operating costs	€m	–869.9	–910.9	–879.1
Earnings before interest and tax (EBIT)	€m	458.7	705.0	1,027.5
Net income	€m	266.1	427.4	668.7
Earnings per share (basic)	€	1.19[2)]	2.00[2)]	3.36[2)]
Consolidated cash flow statement				
Cash flows from operating activities	€m	439.6	667.7	843.4
Consolidated balance sheet				
Non-current assets	€m	2,162.7	2,007.8	1,907.6
Equity	€m	2,552.5	2,200.8	2,283.3
Non-current interest-bearing liabilities	€m	502.3	501.6	499.9
Performance indicators				
Dividend per share	€	0.35[2)]	1.05[2)]	1.70[2)]
Dividend payout ratio	%	28	49	50
Employees (average annual FTEs)		3,080	2,979	2,739
Net revenue per employee, based on average FTEs	€ thous.	453	543	694
Personnel expense ratio (staff costs/net revenue)	%	24	25	22
EBIT margin, based on net revenue	%	33	44	54
Tax rate	%	43.8	38.0	36.0
Return on shareholders' equity (annual average)[16)]	%	10	18	30
The shares				
Closing price of Deutsche Börse shares	€	22.14[2)]	43.28[2)]	69.71[2)]
Average market capitalisation	€bn	4.9	7.5	11.7
Rating key figures				
Gross debt/EBITDA		0.8	0.6	0.4
Interest coverage ratio	%	n.a.	n.a.	58.5
Deutsche Börse AG: Standard & Poor's	Rating	AA+	AA	AA
Clearstream Banking S.A.: Standard & Poor's	Rating	AA+	AA	AA
Fitch	Rating	AA+	AA	AA
Market indicators				
Xetra and Frankfurt Stock Exchange[18)]				
Trading volume	€bn	1,014.3	1,125.5	1,695.3
Eurex				
Number of contracts	m	1,065.6	1,248.7	1,526.8
Clearstream				
Value of securities deposited (annual average)	€bn	7,593[19)]	8,752[19)]	9,203[19)]
Number of transactions	m	50.0[20)]	53.9[20)]	104.7
Global Securities Financing (average outstanding volume for the period)	€bn	136.4[21)]	210.9[21)]	301.2[21)]

1) Amount restated to reflect the transition of the accounting policies for defined benefit obligations to the revised IAS 19 2) Amount restated to reflect the capital increase in 2007 3) Thereof €449.8 million are reported under "Other current liabilities" 4) Thereof €1,160.0 million are reported under "Interest-bearing liabilities", and the bonds that will mature in financial year 2013 in the amount of €577.4 million are reported under "Other current liabilities". 5) Proposal to the Annual General Meeting 2014 6) Adjusted for the ISE impairment charge 7) Adjusted for the costs of efficiency programmes 8) Adjusted for the costs of mergers and acquisitions and of efficiency programmes 9) Figure based on the proposal to the 2014 Annual General Meeting 10) Adjusted for the costs of the OFAC settlement 11) Adjusted for tax relief resulting from the ISE impairment charge in 2009 12) Adjusted for tax relief resulting from the ISE impairment charge in 2010 and adjusted for €20 million interest on expected tax payments 13) Adjusted for the non-taxable income related to the revaluation of the share component of the purchase price paid for the acquisition of the shares in Eurex Zürich AG held by SIX Group

	2007	2008	2009	2010	2011	2012	2013
	2,416.0	2,497.4	2,039.4	2,015.8	2,121.4	1,932.3	1,912.3
	230.8	236.8	97.4	59.4	75.1	52.0	35.9
	–1,075.2	–994.8	–1,396.8	–1,500.2	–962.2[1]	–958.6	–1,182.8
	1,345.9	1,508.4	637.8	527.8	1,162.8[1]	969.4	738.8
	911.7	1,033.3	496.1	417.8	855.2	645.0	478.4
	4.70	5.42	2.67	2.25	4.60	3.44	2.60
	839.6	1,278.9	801.5	943.9	785.6	707.7	728.3
	4,164.0	4,544.9	5,251.0	5,069.5	5,020.3[1]	5,113.9	8,796.9
	2,690.2	2,978.3	3,338.8	3,410.3	3,132.6[1]	3,169.6	3,268.0
	501.0[3]	1,512.9	1,514.9	1,455.2	1,458.3	1,737.4[4]	1,521.9
	2.10	2.10	2.10	2.10	2.30	2.10	2.10[5]
	51	38	56[6]	54[6][7]	52[8][13]	58[8][13][14][16]	61[9]
	2,854	3,115	3,333	3,300	3,278	3,416	3,515
	847	802	612	611	647	566	544
	23	17	19	20[7]	19[7]	21[8]	22[10]
	56	60	31	26	55	50	39
	36.0	28.5	26.9[11]	26.9[12]	26.0[13]	26.0[14]	26.0[10][15]
	39	41	18	14	30	22	21
	135.75	50.80	58.00	51.80	40.51	46.21	60.20
	18.4	16.0	10.2	10.1	9.6	8.5	10.0
	0	1.0	1.3[6]	1.2[6][7]	1.1[8]	1.6[8]	1.5[8]
	64.4	18.9	15.8	16.8[11]	19.0[8]	15.2[8]	20.1[8]
	AA	AA	AA	AA	AA	AA	AA
	AA	AA	AA	AA	AA	AA	AA
	AA	AA	AA	AA	AA	AA	AA
	2,552.5	2,229.1	1,120.6	1,298.3	1,459.8	1,111.3	1,104.2
	2,704.3[17]	3,172.7	2,647.4	2,642.1	2,821.5	2,292.0	2,191.0
	10,504	10,637	10,346	10,897	11,106	11,111	11,626
	123.1	114.3	102.0	116.4	126.3	113.9	121.0
	332.7	398.8	483.6	521.6	592.2	570.3	576.5

14) Adjusted for expenses related to the revaluation of the share component of the purchase price paid for the acquisition of the shares in Eurex Zürich AG held by SIX Group, a one-off income from the reversal of deferred tax liabilities for STOXX Ltd. based on a decision by the Swiss Financial Supervisory Authority and a one-off income from the recognition of deferred tax assets resulting from the future possible offsetting of losses carried forward by Eurex Global Derivatives AG 15) Adjusted for the initial recognition of deferred taxes on tax loss carry forwards of a Group company 16) Net income / average shareholders' equity for the financial year based on the quarter-end shareholders' equity balance 17) Pro forma figure including US options of ISE 18) Formerly Xetra Frankfurt Specialist Trading, prior to 23 May 2011: floor trading. Since Q3/2013, figure includes warrants and certificates (€7.4 bn in the second half of 2013), following the termination of the joint venture Scoach. 19) Value of assets under custody on 31 December 20) Due to a change in the statistical reporting procedure in 2007, the figures are only comparable to a limited extent with those from 2006 onwards. 21) Average outstanding volume in December of the year

Value added: breakdown of enterprise performance CR
Deutsche Börse Group's commercial activity contributes to private and public income – this contribution is made transparent in the value added statement. Value added is calculated by subtracting depreciation, amortisation and impairment charges and third-party costs from the enterprise performance. In 2013, the value added by Deutsche Börse Group amounted to €1,201.1 million (2012: €1,378.9 million). The breakdown of value added shows that large portions of the revenue generated flow back into the economy: 33 per cent (€394.8 million) benefited shareholders in the form of dividend payments, while 40 per cent (€476.0 million) were personnel costs in the form of salaries and other remuneration components. Taxes accounted for 14 per cent (€172.9 million), while 5 per cent (€57.0 million) was attributable to lenders. The 8 per cent value added that remained in the company (€100.4 million) is available for investments in growth initiatives, for example (see the charts below).

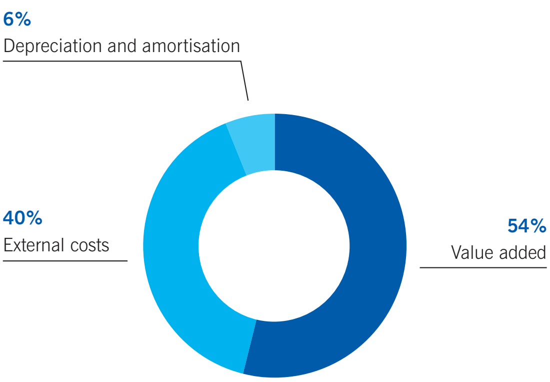
Overall assessment of the economic position by the Executive Board

Deutsche Börse Group's results of operations in financial year 2013 were within the range expected by the Executive Board despite the continuing difficult economic conditions and market uncertainty. The Group's net revenue declined by a slight 1 per cent in total. Operating costs were negatively impacted by special factors, in particular the settlement payment made to OFAC by Clearstream and the costs of efficiency programmes. As expected, driven by higher investments in growth initiatives, adjusted operating costs were slightly up on the previous year; as a result EBIT and net income for the period were somewhat lower than in the previous year.

The Executive Board believes that Deutsche Börse Group's financial position was extremely sound in the year under review. As in the previous year, the company generated high operating cash flows. In spite of the lower EBIT, the interest coverage ratio met the target of at least 16 at Group level, since the successful refinancing of the Group's long-term financial liabilities led to a significant reduction in the interest expense. The Group achieved an interest coverage ratio of 20.1. In addition, Deutsche Börse aims to achieve a ratio of interest-bearing gross debt to EBITDA of no more than 1.5 at Group level. This target was also met, even though the Group had expected that the ratio would slightly exceed the figure of 1.5 in 2013.

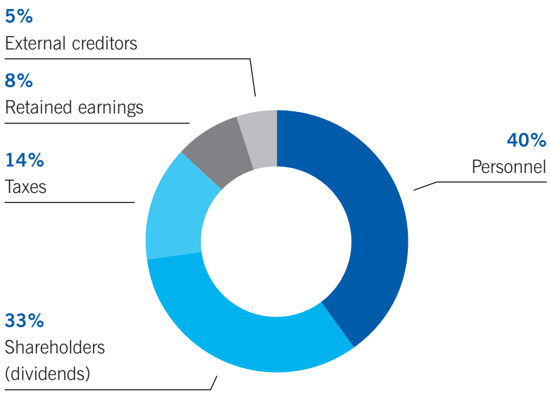
Origination of value added

Company performance: €2,212.2 million



Distribution of value added

Value added: €1,201.1 million



Rating agencies confirmed the Group's credit quality by awarding it excellent ratings in 2013. However, the negative outlook for Deutsche Börse AG introduced in December 2012 remained unchanged. The main reason cited by S&P was that the ratio of interest-bearing gross debt to EBITDA had risen to about 1.6 in the first nine months of financial year 2013. Fitch changed the outlook for Clearstream from negative to stable, giving its strengthened capital base as the reason.

Deutsche Börse AG has offered its shareholders attractive returns for years – and financial year 2013 is no exception. With a proposed dividend of €2.10, the distribution to shareholders is at the previous year's level of €2.10 despite lower earnings. Compared with the previous year, the distribution ratio has increased from 58 to 61 per cent (adjusted for special items in both cases), slightly in excess of the upper end of the Executive Board's target range of between 40 and 60 per cent.

Report on post-balance sheet date events

There were no material events after the balance sheet date.

Non-financial key performance indicators CR

Employees CR

Committed, highly skilled employees are one of the cornerstones of Deutsche Börse Group's business success. They master challenging tasks and shape the corporate culture with their sense of responsibility, their dedication and flexibility, as well as their will to deliver outstanding performance. Deutsche Börse Group aims to make sure that staff with these qualities continue to join the company in the future and, ideally, that they stay for the long term. This is why it continues to adopt a sustainable human resources policy.

Deutsche Börse Group employs an international team working at 22 locations worldwide. As at 31 December 2013, Deutsche Börse Group had 3,811 employees (31 December 2012: 3,704); the average number of employees in the year under review was 3,751 (2012: 3,654). Two mutually offsetting effects were at work here: on the one hand, the number of employees decreased as a result of measures under

Employees per countries/regions

	31 Dec 2013	%
Germany	1,624	42.6
Luxembourg	982	25.8
Czech Republic	494	13.0
United Kingdom	112	2.9
Rest of Europe	159	4.2
North America	310	8.1
Asia	122	3.2
Middle East	8	0.2
Total Deutsche Börse Group	**3,811**	**100**

Employees by segment[1)]

	31 Dec 2013	31 Dec 2012
Xetra	330	309
Eurex	1,018	961
Clearstream	1,818	1,793
Market Data + Services	645	641
Total Deutsche Börse Group	**3,811**	**3,704**

1) As a result of the new segment structure as at 1 January 2013, some business areas were transferred to the new Market Data + Services segment, especially from the Xetra segment. The employees working in these business areas were also reassigned see also note 35 to the consolidated financial statements. The 2012 figures were adjusted accordingly.

the two programmes to increase operational efficiency dating from 2010 and 2013. The 2010 programme (Excellence) led, among other things, to operations being relocated from Frankfurt/Eschborn and Luxembourg to Prague and Singapore. As a result, the number of employees at these two locations rose by 32 (Prague) and 14 (Singapore) respectively. Nevertheless there was a rise in the number of people employed at the main locations, Frankfurt/Eschborn (+26) and Luxembourg (+9), because new jobs were created in connection with strategically important projects such as the initiatives at Eurex Clearing AG and Clearstream. In addition, Börse Frankfurt Zertifikate AG (formerly Scoach Europa AG) was consolidated as at 1 July 2013, leading to an increase of 12 employees in Frankfurt as at the reporting date (included in the 26 mentioned above). The size of the workforce at the other locations also increased by 26, again due to the strategically important initiatives.

To recruit and retain the best talent for the company in the long term, Deutsche Börse Group offers flexible working time models. Including part-time employees, there was an average of 3,515 full-time equivalents (FTEs) during the year (2012: 3,416). As at 31 December 2013, the proportion of part-time employees was higher in the general workforce than in management, and it was higher among women than among men.

The company aims to fill 20 per cent of upper and middle management positions and 30 per cent of lower management positions with women by 2020. As at 31 December 2013, the proportion of such positions filled by women stood at 13.9 per cent for Deutsche Börse Group worldwide (Germany: 13.4 per cent) for upper and middle management positions, and at 21.7 per cent (Germany: 17.5 per cent) for lower management positions. In order to increase the proportion of women in management positions, Deutsche Börse has adapted its talent management programmes and its recruitment and promotion processes. Although specific attention is paid to ensuring that nominations for management positions also include women, as a matter of principle, it is the employees' qualifications that determine how a position is filled. Deutsche Börse Group also offers a variety of other instruments to develop female employees: active succession planning, an external and internal mentoring programme, a women's network as well as coaching and training specifically for women. Ten of the current 21 members of the "high potential circle", Deutsche Börse Group's programme for growing potential management talent, are female (47.6 per cent). In addition, the issue of whether there are any remuneration differences between women and men is the subject of regular analysis. This has not identified any systematic disadvantages for women. Rather, differences in remuneration are due to qualifications, years of service and function.

The company offers a number of options designed to achieve a good work-life balance as part of its Job, Life & Family initiative:

- Option to work from home (teleworking)
- Emergency childcare service, which was used in Germany on a total of 187 days
- A holiday club for schoolchildren
- An emergency parent-child office at the Eschborn and Luxembourg locations
- Reservation of places for employees' children aged between six months and three years at a daycare centre for children in Eschborn; the number of dedicated places depends on demand in the company
- An "Elder and Family Care" programme to facilitate care for family members requiring care
- The ability to take sabbaticals – this option was used by five employees in Germany and Luxembourg in 2013.

A total of 24 male and 54 female employees took parental leave in financial year 2013, including two male and four female employees in management positions. In the year under review, 26 male and 39 female employees returned to the company after taking parental leave, while three female employees left the company after their parental leave.

In the year under review, Deutsche Börse Group supported its employees by subsidising childcare in the amount of €742 thousand (2012: €692 thousand). All employees receive a monthly net sum of up to €255.65 per child until it is six years old or starts school.

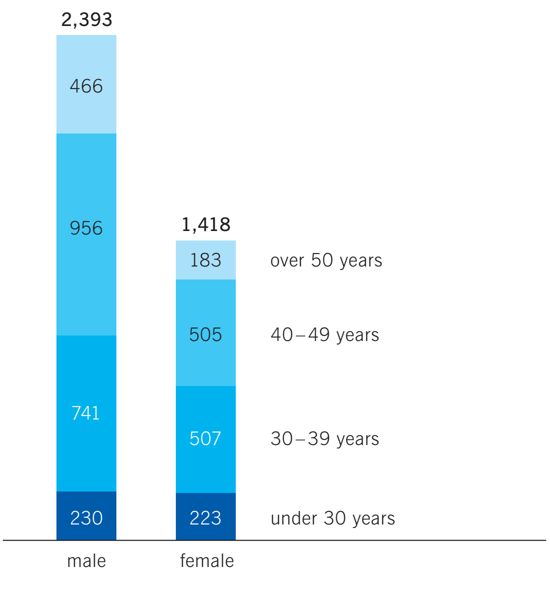
Moreover, presentations by specialists, workshops and coaching offer employees information on a variety of issues relating to achieving a work-life balance as well as advice (e.g. on stress management, nutrition, or care for the sick and elderly). One of the aims of these measures is to ensure employees remain healthy in spite of high workloads and to keep the sickness rate in the company to a minimum. In this context, a health awareness day was organised in Eschborn and Luxembourg with a wide range of offerings for all employees. Deutsche Börse Group's sickness rate was 3.4 per cent in the year under review (2012: 2.8 per cent).

As at 31 December 2013, 63.8 per cent of Deutsche Börse Group employees were graduates (2012: 62.5 per cent). This figure is calculated on the basis of the number of employees holding a degree from a university, university of applied sciences, or professional academy; it also includes employees who have completed comparable studies abroad. Deutsche Börse Group offers its staff a broad portfolio of professional development opportunities in the form of internal and external training events. In total, the Group invested an average of 2.7 days per employee in staff training.

Measured in terms of the average number of full-time equivalent employees in the year under review, net revenue per employee declined by 4 per cent to €544 thousand (2012: €566 thousand). Staff costs per employee, adjusted for efficiency programme costs, rose by 1 per cent to €118 thousand

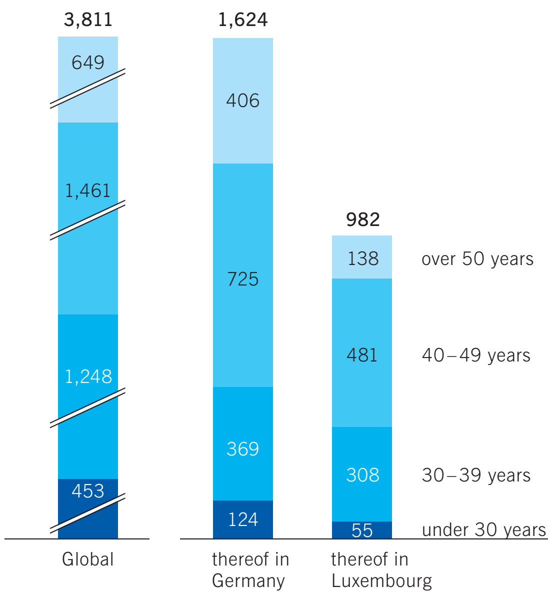
Deutsche Börse Group employees' age structure

by gender



Deutsche Börse Group employees' age structure

by location



(2012: €117 thousand). The remuneration paid under the company's collective labour agreement in Germany increased by 2.0 per cent in financial year 2013. Salaries were also adjusted at the Group's other locations.

The average age of Deutsche Börse Group's employees at the end of the year under review was 40.6 years (2012: 40.4 years). The "Deutsche Börse Group employees' age structure" charts show the employee age structure as at 31 December 2013. A total of 222 employees left Deutsche Börse Group and 310 joined the Group in the course of the year, 267 of them for first time. The staff turnover rate was 5.9 per cent and therefore up slightly on the previous year (2012: 5.7 per cent). The average length of service at the end of the year under review was 10.9 years (2012: 10.6 years).

Global employee survey identifies strengths and areas for improvement
In November 2013, Deutsche Börse Group conducted an employee survey in which all permanent employees and managers of the Group and its consolidated subsidiaries were invited to take part. The participation rate of 81.6 per cent confirms that employees take an active interest in their employer. The results reveal that, in important areas such as employee commitment and performance-related support, Deutsche Börse Group ranks basically on a level with, or slightly above, other financial services providers and IT companies in Europe. Customer focus and the high product and service quality emerged as the company's strengths. The working environment (tools, training opportunities) received a very positive rating and was perceived as a motivating factor. Areas where employees thought that Deutsche Börse Group ought to improve include, for example, cross-departmental and cross-segment cooperation. Deutsche Börse has set up a Group-wide project organisation, with Executive Board members acting as project sponsors, to derive specific measures from the results of the employee survey. The results will be discussed in employee workshops and suggestions for improvement will be developed.

Code of ethics CR
Important basic principles and values forming part of the Group's corporate culture are set out in a code of conduct at Deutsche Börse Group, which serves as a guideline for all employees at every level of the Group. This includes, as a matter of course, respect for human rights and employee rights. For example, Deutsche Börse Group complies with international agreements such as the United Nations Universal Declaration of Human Rights, the OECD Guidelines for Multinational Enterprises and the standards issued by the International Labour Organisation. In addition, it has undertaken to implement the ten principles of the UN Global Compact in the areas of human rights, labour standards, the environment and anti-corruption throughout the Group. Employees receive mandatory introductory training in this area. In 2013, five 16 hour-training sessions took place and were attended by a total of 104 employees.

Corporate responsibility CR

Deutsche Börse's corporate responsibility (CR) strategy, "Growing responsibly", defines what it means by corporate responsibility and lays down the scope of activity for the entire Group. Deutsche Börse focuses its activities in this field on four areas: the economy, employees, the environment and corporate citizenship. This allows it to take due account of social, ethical and ecological aspects when implementing its economic objectives.

Economy
As a capital market organiser, Deutsche Börse Group provides fair market access as well as liquid and transparent trading for investors. It reduces information asymmetries and uses highly effective instruments to manage its customers' risks. In doing so, the Group makes its greatest value contribution to society in its primary core business of organising sound, transparent and secure capital markets worldwide. A key element of this is operating and developing its integrated business model. In accordance with this, top strategic priority is given to investments in the availability and reliability of trading systems, in services and technologies to manage the risk and liquidity of market participants, and in initiatives aimed at applying the high standards of the regulated market to the largely unregulated off-exchange segment of the capital markets.

Because Deutsche Börse Group sets standards in the market, effective corporate governance structures, sound business practice and compliance with all laws, requirements and regulations play a key role in

Key figures on Deutsche Börse Group's workforce as at 31 December 2013

	Global			thereof in Germany			thereof in Luxembourg		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Employees	2,393	1,418	3,811	1,023	601	1,624	611	371	982
Upper and middle management	167	27	194	101	16	117	42	9	51
Lower management	188	52	240	94	20	114	49	18	67
Staff	2,038	1,339	3,377	828	565	1,393	520	344	864
Part-time employees	72	357	429	38	200	238	31	132	163
Upper and middle management	1	4	5	0	3	3	1	1	2
Lower management	2	8	10	1	3	4	1	5	6
Staff	69	345	414	37	194	231	29	126	155
Disabled employees	36	23	59	33	22	55	3	–	3
Proportion of graduates (%)	67	58	64	68	54	63	56	49	53
Apprentices	4	8	12	4	8	12	–	–	–
Interns and students[1]	118	121	239	112	110	222	4	10	14
Length of service									
Under 5 years (%)	29	34	31	20	23	21	12	14	13
5–15 years (%)	51	47	49	52	51	52	61	57	60
Over 15 years (%)	20	20	20	28	26	27	26	29	27
Staff turnover									
Joiners	187	123	310	54	32	86	30	19	49
Leavers	136	86	222	46	26	72	21	17	38
Training days per staff member	2.4	3.3	2.7	2.3	2.4	2.3	2.8	4.8	3.5
Promotions	133	74	207	54	27	81	30	16	46
Employees covered by collective bargaining agreements[1]	1,386	933	2,319	868	578	1,446	509	353	862

1) The global figures reported here refer solely to the locations in Germany, Luxembourg and the Czech Republic; this corresponds to 81 per cent of Group staff.

its operating business. This is why, as a member of the UN Global Compact, Deutsche Börse Group is committed to implementing the ten principles of the UN Global Compact in the areas of human rights, labour, standards, environmental protection and anti-corruption throughout the Group when designing its business processes.

In addition, Deutsche Börse Group campaigns for greater transparency of sustainability information on the global capital markets – with measures ranging from introducing its own transparency initiatives to supporting campaigns by other players in this area or promoting best practice in the market. Against this background, Deutsche Börse Group supports the German Sustainability Code and has published an annual declaration of compliance with it, for the first time in 2011 and annually since then.

Employees
Deutsche Börse Group takes its responsibility as an employer seriously, because its business success is founded on the commitment and performance of its staff. The Group pursues a responsible, sustainable human resources policy to ensure that it continues to attract responsible and motivated people in the future and, ideally, to retain them in the long term. Among other things, its goals include enhancing the comprehensive "Job, Life & Family" programme as well as specifically promoting diversity and continuously expanding active dialogue with employees. (For details, see the previous "Employees" section.)

Environment
Although Deutsche Börse Group is not a manufacturing company and can therefore exert only little influence on climate change, it is aware of the significance of this issue: reductions in greenhouse gas emissions and the careful handling of resources are an important part of its commitment to greater sustainability. The focus is on continuously improving the Group's business ecology through environment-friendly IT management as well as on reducing its energy, water and paper consumption, and waste (for details see the following "Sustainability" section).

Corporate citizenship
Deutsche Börse Group sees itself as a corporate citizen and is committed to fulfilling this role, especially at its locations. Its activities in this area focus on education and science, culture and social involvement. When selecting projects, it gives priority in particular to innovative ideas and concepts that also allow its staff to get involved. All charitable contributions are subject to Group-wide corporate citizenship guidelines adopted by the Executive Board. They provide a binding framework that determines the nature and proper handling of contributions. Sports, private individuals, religious institutions and political parties are not eligible for support (the only exception is the Political Action Committee of its ISE subsidiary).

Sustainability CR

Deutsche Börse Group also feels committed to sustainable business activities in particular. Examples include initiatives to promote the transparency of holistic investment strategies on the one hand and measures to optimise its own sustainability performance on the other.

Transparency-enhancing initiatives for holistic investment strategies CR

Sustainable index products

Deutsche Börse Group develops index products that are used by investors as a basis for sustainable investments. The aim is to increase capital market transparency by improving the information available and offering a diverse index portfolio. The indices focus the attention of capital market participants on companies engaging in sustainable business practices.

In 2013, STOXX Ltd., a subsidiary of Deutsche Börse AG, again expanded its range of sustainability indices to a total of 19. In addition to the existing index families STOXX ESG Leaders (ESG stands for "Environment, Social, Governance") and STOXX Europe Sustainability, two new indices, the STOXX SD-KPI indices, have been introduced. The new indices allow investments in versions of the leading European equity indices, EURO STOXX 50 and STOXX Europe 50, that have been optimised for sustainability criteria. The STOXX ESG Leaders index family uses a rule-based selection model with fully transparent criteria. A uniform model was developed on the basis of the "KPIs for ESG 3.0" standard published by the DVFA (the Society of Investment Professionals in Germany) and data released by Sustainalytics, the leading provider of sustainability data. This model awards all companies in the global STOXX® Global 1800 equity index a consistent and transparent score for the ESG criteria. The criteria can be accessed on www.stoxx.com.

In addition, STOXX calculates and markets other indices that track sustainable investments for the German and Swiss markets: an alliance with Sarasin, a Swiss private bank known in particular for its sustainability research, has resulted in the DAXglobal® Sarasin Sustainability Indices for Germany and Switzerland.

Emissions trading

In cooperation with the European Energy Exchange (EEX) in Leipzig, Eurex operates a regulated, transparent marketplace for trading greenhouse gas (CO_2) emissions. This marketplace helps market participants to meet their climate change targets under the Kyoto Protocol more easily. Market participants on both exchanges can trade on a common platform and hedge against the risks arising from their activities on the emissions market. In addition to emission rights, power, gas and coal derivatives are also traded on the EEX markets.

EEX started trading in Guarantee of Origin certificates for green power in June 2013. These types of certificates prove that a megawatt hour of power has been generated from renewable sources. They are issued exclusively for the purpose of identification and transparency. The launch of exchange trading on the EEX derivatives market is an important milestone towards greater transparency in a market that was previously exclusively based on over-the-counter trading.

Information media

Deutsche Börse Group has published a Monthly Carbon Report since October 2010, which provides information on the extent of CO_2 emissions in the energy sector and in industry and thus provides fundamental data to analysts and traders in the CO_2 trading environment.

EEX operates a central and neutral platform known as Transparency in Energy Markets, featuring generation data for power and gas. By uploading their data, market participants meet both their legal disclosure requirements and the voluntary obligations for the sector.

Deutsche Börse's information portal for sustainable securities (INW) helps both retail and institutional investors include sustainability criteria in their investment decisions. This free service is part of www.boerse-frankfurt.de. It pools information on all sustainable products tradeable at Deutsche Börse (i.e. equities, indices, investment funds and certificates) on a single platform. In addition to company-specific master data and key financial indicators for 1,800 global companies in the global STOXX universe, the information portal contains supplementary ESG indicators and data from the Carbon Disclosure Project, a non-profit organisation which maintains the world's largest database of corporate climate information.

Measures to optimise Deutsche Börse's own sustainability performance CR

Energy-efficient IT management

Deutsche Börse Group fulfils its role as marketplace organiser primarily by developing and operating IT solutions. For this reason, IT management is an area that offers particular potential for improving sustainability performance. The guiding principle behind sustainable IT management at Deutsche Börse Group is to achieve the maximum possible operating efficiency, i.e. to optimise server and storage system utilisation and reduce back-up systems to the extent that market requirements for system security and speed permit. Another objective is to ensure that the servers currently being deployed are used continuously if possible by actively balancing the load.

Deutsche Börse Group's server rooms in Frankfurt/Main have a flexible profile system that enables the strict separation of cold supply air and hot exhaust air, known as cold aisle containment. This profile system prevents cold and warm air from mixing, thus saving the energy that would have been used to cool it or heat it again. In addition, the use of fibre-optic rather than copper cables and direct cooling of the server rooms permanently reduce power consumption. In 2013, all servers at the Equinix data centre were supplied with 100 per cent environmentally friendly hydroelectric power. At the Luxembourg location, the data centre is situated underneath the office building. This allows an especially efficient use of energy, as the exhaust air from the servers is used to heat the office premises. Here too, further energy savings are achieved by cooling the server rooms directly with outdoor air. Outside the data centres, too, the focus is on sustainable, energy-efficient IT solutions. For example, thin clients (network computers without hard drives) are used throughout the Group and the hardware (awarded the "Energy Star" label) is selected specifically for its long lifespan and ecological certification. In 2013, CO_2 emissions went down 30 per cent throughout the Group, in particular due to a new green power agreement in Luxembourg.

Resource-efficient business ecology

For Deutsche Börse Group, environmental protection is an unconditional commitment to preserving the natural environment and resources. The Group aims to record its own "ecological footprint" as accurately as possible and to steadily reduce it. Facility management is highly relevant in this regard.

The cities of Frankfurt/Main and Darmstadt and the FrankfurtRheinMain Regional Authority conferred the "Green Building 2013" architecture award on the Group's headquarters for its ecologically innovative design, recognising it as a pioneer in sustainable construction. The building has two internal biogas combined heat and power plants for generating electricity (covering up to 60 per cent of the building's own power consumption), an aquifer heat storage system, a highly efficient heat recovery system and effective building automation. Renewable sources of energy and regional building materials with a high recycled content were used in its construction. Clearstream's building complex "The Square" was the first established property in Luxembourg to receive the "NF Bâtiments Tertiaires – Démarche HQE" sustainability certificate.

Other initiatives to improve the Group's business ecology focus on reducing greenhouse gas emissions, water and paper consumption and waste. They include:

- Using shuttle buses between the Eschborn and Luxembourg sites to cut down on individual trips
- Offering job tickets for local public transport to staff in Eschborn
- Using videoconferencing instead of business travel
- Automatically presetting printers for double-sided printing
- Reducing the number of printed publications
- Sending letters and parcels at the Frankfurt site and parcels at the Luxembourg site via the Deutsche Post and DHL "Go Green" initiative
- Organising Group-wide "Green Days" to raise awareness of environmental issues among staff

Code of conduct for suppliers

A sustainability agreement between Corporate Purchasing and Deutsche Börse Group's suppliers and service providers has been in place since the end of 2009 and requires mandatory compliance with basic legal principles and rules of conduct, such as respect for human rights and employee rights. The agreement also imposes ecological and social requirements on the Group's service providers. Suppliers accounting for around 95 per cent of the Group's global purchasing volume had signed this code of conduct by the end of 2013, or submitted voluntary obligations that cover or exceed the points listed. The suppliers are assessed at regular intervals as part of the business relationship; the evaluation criteria include economic, ecological and ethical sustainability issues.

Responsible procurement

Starting with the materials procurement stage, Deutsche Börse Group makes sure it buys exclusively environmentally compatible products wherever possible. These include FSC paper, recycled toner and other office consumables, as well as small appliances that have been awarded "Blue Angel" or "Energy Star" environmental certification.

Sustainability indices CR

Sustainability indices and ratings assess the reporting and performance of companies in the area of sustainability. They measure ecological, social and corporate governance performance and rate companies' end-to-end management of opportunities and risks. For investors with a focus on sustainability, the results of these ratings increasingly play a role in their assessment of companies on the capital markets. Deutsche Börse Group is regularly analysed by service providers, such as Robeco SAM, Sustainalytics, EIRIS, oekom, Vigeo and Sarasin. It has performed well in various sustainability ratings and rankings, and this has repeatedly led to Deutsche Börse shares being included in the following sustainability indices:

- Dow Jones Sustainability Indices (DJSI): in DJSI Europe since 2005; result of Robeco SAM rating: company score 60; average sector score 44 (however since 2013 no longer included in the DJSI World Index)
- FTSE4Good Index: in the Europe Index since 2009
- Carbon Disclosure Leadership Index (CDLI): since 2009; score: 91 out of 100; included in the Climate Disclosure Leadership Index (CDLI)
- STOXX ESG Leaders Index: since 2011 (launch year). The entirely rule-based and transparent STOXX rating model means that there is no conflict of interests; result of Sustainalytics rating: total score of 69 (E: 69, S: 72, G: 69), ranking: 6th out of 96 companies
- ECPI Ethical Index Euro: since 2008
- MSCI World ESG Index: since 2010
- ESI Index: since 2012

Corporate responsibility: key performance indicators for Deutsche Börse Group CR

Based on a materiality analysis of its business model, Deutsche Börse Group has determined that the non-financial key performance indicators shown in the table below are material to the Group-wide sustainability profile. Data for key indicators relating to transparency and security has been collated quarterly since 2013 and is audited externally and disclosed in the interim reports.

Comparison with the forecast for 2013

With regard to non-financial performance indicators, the Group was able to maintain its very high level of system availability. The objective to reach a 30 per cent proportion of women in lower and 20 per cent in middle and upper management by 2015 was fixed for the year 2020, in order to integrate the development towards a higher proportion of women at these levels into the corporate culture and to define effective measures. The prolonged period for this structural change is deemed appropriate from today's perspective.

Corporate responsibility: key figures for Deutsche Börse Group

		2013	2012
Transparency			
Proportion of companies reporting in accordance with maximum transparency standards (by market capitalisation)[1]	%	81	83
Number of calculated indices		10,513[2]	11,393
Number of sustainable index concepts		23	19
Security and reliability			
System availability of the Xetra® trading system	%	99.999	99.998
System availability of the Eurex® trading system (resp. of its successor T7)	%	99.969	99.999
Market risk cleared via Eurex Clearing (gross monthly average)	€bn	15,861	15,080[3]
Supplier management			
Share of revenue generated with suppliers/service providers that have signed the Code of Conduct or have made voluntary commitments over and above those required under the Code	%	95.3	94.3
Compliance			
Punished cases of corruption		0	0
Proportion of business units reviewed for corruption risk	%	100	100
Number of employees trained in anti-corruption measures[4]		372	1,133
Number of justified customer complaints relating to data protection		0	0
Environment			
Energy consumption[5]	MWh	74,662	73,062[6]
Greenhouse gas emissions	t	20,437	29,452
thereof travel-based greenhouse gas emissions	t	6,222	6,304
Water consumption[7]	m^3	67,932	63,757
Paper consumption[8]	t	101	113
Cash value of material administrative fines and total number of non-monetary penalties due to non-compliance with legal requirements in the environmental area	€	0	0
Corporate citizenship			
Corporate responsibility project expenses per employee[9]	€	730	850
Corporate volunteering days per employee	days	2	2

1) Ratio of the market capitalisation of companies listed in the Prime Standard (shares) to the market capitalisation of all companies listed on the Frankfurter Wertpapierbörse (FWB®, Frankfurt Stock Exchange) 2) In 2013 no direct comparison to previous years numbers possible due to new calculation base from a new system 3) Adjusted for changes in calculation methodology for Eurex Repo in the year under review 4) In addition to initial training for new recruits, compliance training is performed at two-year intervals. As a result, the number of employees may differ significantly in a direct year-on-year comparison. 5) The energy consumption reported comprises direct and indirect energy consumption. 6) Adjusted due to improved quality of data 7) The water consumption reported comprises only the volume of water sourced from municipal utilities. 8) The paper consumption reported only relates to office requirements. 9) For memberships, donations, sponsoring and communication; does not include social benefits or special leave expenses for corporate volunteering

Risk report

Deutsche Börse Group's core area of expertise includes solutions that enable its customers to efficiently manage risk and collateral. It is therefore even more important for the Group to protect itself against risks. This section of the combined management report shows how the company deals with risks. Despite the continuing difficult economic environment and regulatory developments, which will be briefly described in the first section of this risk report, the risk profile in the year under review has remained largely stable.

Management further strengthened risk management in 2013. The second section of this risk report explains the enhanced risk management strategy and shows how the Group manages its risks.

In the third part of this risk report, the Group describes the main types of risk and provides examples of how it assesses and manages them. In addition to the risk report, the Group sets out its future prospects in the report on opportunities.

Deutsche Börse Group includes, among other companies, Clearstream Banking S.A. and Clearstream Banking AG, which form part of the Clearstream Holding group (hereinafter "Clearstream"), and Eurex Clearing AG. These financial institutions are subject to banking supervision and corresponding statutory requirements, and therefore already meet the strictest requirements for risk management (for details on the requirements, see the "Risk management environment" section). All of the other companies in the Group are aligned with the highest standard for comparable companies ("best-in-class"). Risk management across the Group therefore meets the highest standards.

With its range of risk management services, Deutsche Börse Group aims to make a sustainable contribution to society, in particular by ensuring integrity and safety on the markets in its function as a capital markets organiser and by increasing the distribution efficiency of the markets through its price discovery function. For its customers, Deutsche Börse Group also performs important risk management functions, such as providing client asset protection solutions, and thus contributes to the efficiency and systemic stability of capital markets. The Group's risk management ensures that it can continuously offer these services. CR

Risk management environment

The fallout from the financial crisis has led to increased regulation of financial markets; the new regulations affect Deutsche Börse Group both directly and indirectly through its clients. On the one hand, the changed regulatory environment offers the Group opportunities; as a marketplace organiser, it certainly contributes significantly to the desired stability, integrity and transparency of the capital markets (see the report on opportunities). On the other hand, the implementation of new regulations such as the amendment to the European Union's MiFID regulation and the attempts to introduce a financial transaction tax mean considerable burdens as well as business risks for the Group.

In particular, the regulatory requirements for the risk management of financial institutions have been extended. Examples are the Mindestanforderungen an das Risikomanagement (MaRisk, German minimum requirements for risk management), the Gesetz zur Abschirmung von Risiken und zur Planung der Sanierung und Abwicklung von Kreditinstituten und Finanzgruppen (RiskAbschG, German Act on Ringfencing and Recovery and Resolution Planning for Credit Institutions and Financial Groups), risk management requirements set out in the European Market Infrastructure Regulation (EMIR), the principles for financial market infrastructure of the Financial Stability Board (FSB) and the International Organization of Securities Commissions (IOSCO), and the act implementing the Capital Requirements Directive (CRD IV). The principles of the FSB and IOSCO in particular place demands on the risk management of financial market infrastructures. The CRD IV could mean that regulated financial institutions would have to report higher equity thanks to measures such as leverage ratio (put simply: a minimum ratio of equity to unweighted total assets plus off-balance sheet risk positions), which would increase the cost of equity.

These regulations also directly affect the financial institutions of the Group, Clearstream and Eurex Clearing AG; this applies in particular to the MaRisk from Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin, the German Federal Financial Supervisory Authority), which was most recently revised in December 2012. This was “Pillar II” under Basel II dictates to banks how they must organise their risk management system, and therefore also applies to Clearstream and Eurex Clearing AG. It sets out the principles governing how much equity a bank must hold for its business to cover counterparty credit risk, market risk and operational risk, and stipulates conditions for outsourcing, compliance and auditing. In addition, Clearstream and Eurex Clearing AG have prepared recovery plans in accordance with the RiskAbschG. Above and beyond this requirement, Deutsche Börse Group is also currently and voluntarily developing a Group-wide recovery plan for the event that this should be necessary at Clearstream and Eurex Clearing AG.

There are also business risks for Deutsche Börse Group from the new regulations. This is because the new regulations change the structure of the entire financial system. For example, a law was passed in the summer of 2013 in Germany requiring banks to outsource proprietary trading to independent companies as of 2016. In December 2013, Britain passed a bill to ringfence the retail banking system. At the same time, what is known as the Volcker rule was adopted in the United States aimed at restricting proprietary trading there and curbing speculative transactions. The RiskAbschG has similar goals. Deutsche Börse Group welcomes regulatory measures that reduce systemic risks. With its products and services, the Group contributes significantly to increasing system stability.

In light of the new regulatory requirements, Deutsche Börse Group has compiled a comprehensive plan for enhancing its risk management (risk management implementation plan) in order to continue to provide the highest possible standard. A large part of the defined measures will be implemented in 2014 (for a more detailed description of the measures, see the “Outlook” section).

Risk strategy and risk management

Deutsche Börse Group’s risk strategy is aligned with its business model and business strategy. It provides the infrastructure for reliable and secure capital markets, assists constructively in their regulation and takes a leading role in all of its businesses areas. In the process, the Group focuses on its risk appetite and risk-bearing capacity. It consciously assumes risks in order to satisfy market needs and maximise business opportunities. However, it curbs this appetite with a defined upper limit on the risks it takes.

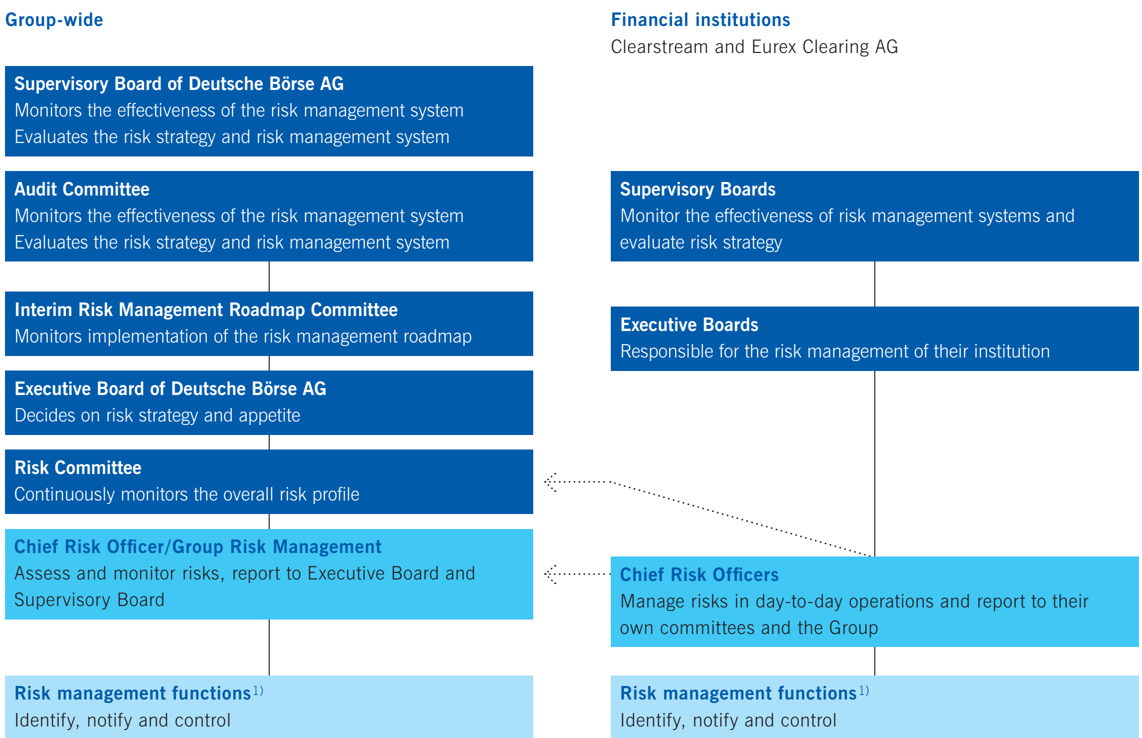
Management further strengthened and reorganised risk management in 2013. The basis for internal risk management is the Group-wide strategy for detecting and minimising risks, which is focused on what is known as risk appetite. Each division is individually responsible for managing its risks as part of the Group-wide risk management regulations; the Executive Board of Deutsche Börse Group has overall responsibility and steers the Group-wide risk management system in order to take possible interactions into account and to make use of synergies. Among other things, this coordinated process ensures that

The Group and its companies act quickly and effectively in the event that a single system fails, or even if several systems fail simultaneously. This section of the risk report shows how the Group has established risk management as an integral part of company management activities, and that it has established three principles for the risk strategy, as well as setting out the approaches and methods used by the Group to regularly monitor and manage its risk-bearing capacity and risk appetite.

Implementation in the organisational structure and workflow
The risk strategy applies to the entire Deutsche Börse Group. Risk management functions, processes and responsibilities are binding for all employees and organisational units of Deutsche Börse Group. To ensure that all employees take a careful approach in dealing with risks, risk management is firmly anchored in the organisational structure and workflows and is supported by corresponding measures, such as risk management training. The Executive Board is responsible for risk management overall; within individual companies it is the responsibility of the management, which ensures it is cut fully up to date in a timely manner with all of its risks.

The Supervisory Board of Deutsche Börse AG monitors the effectiveness of the risk management system and examines its risk strategy and risk appetite on a yearly basis. The Supervisory Board has delegated the evaluation to its Audit Committee, which regularly assesses the appropriateness and effectiveness of the risk management system. To monitor the implementation of the risk management roadmap, the Supervisory Board has established an interim Risk Management Roadmap Committee.

Risk management – structural organisation and reporting lines



1) These include, for example, the divisions Credit and Treasury.

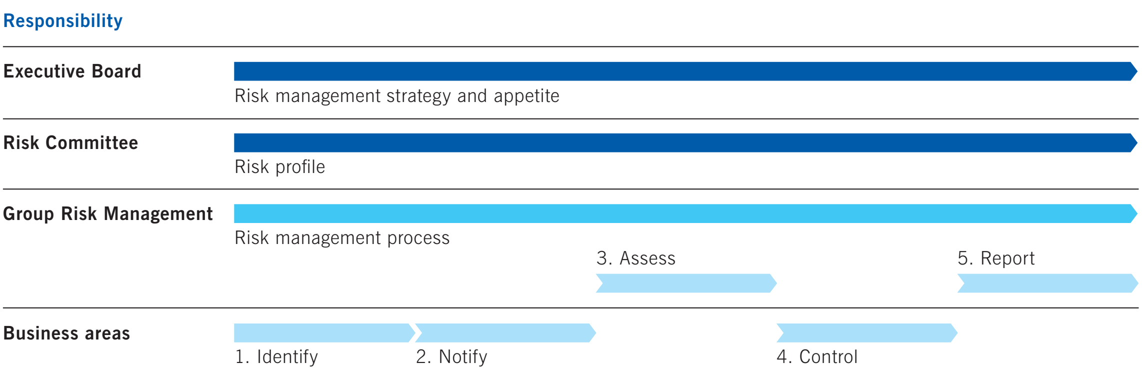
The Executive Board of Deutsche Börse AG (in its capacity as the Group Executive Board) determines the Group-wide risk strategy and risk appetite and allocates the latter to the company's units. It ensures that the risk appetite is and remains compatible with the company's short- and long-term strategy, business and capital planning, risk-bearing capacity and remuneration systems. Based on the parameters used to assess risks, it also determines how the risk capital is allocated and what procedures apply. It ensures that each business unit complies with these requirements for risk strategy, risk appetite and risk limits.

The Risk Committee reviews the risk position of the Group at least once every quarter and involves the Executive Board in all decisive questions. The Committee is chaired by the Chief Financial Officer. It also includes Executive Board members of the Clearstream, Eurex and Eurex Clearing AG subsidiaries. In addition, it regularly checks the current levels of all parameters to ensure they are suitable, and, as necessary, makes recommendations to the Executive Board as to what measures should be used to adjust these parameters.

Group Risk Management (GRM) is headed by the Chief Risk Officer (CRO). It prepares the proposals for the risk levers, i.e. the strategy, appetite, parameters, capital allocation and procedures. GRM continuously analyses and evaluates risks and reports quantitatively and qualitatively to the Risk Committee, Executive Board and the Audit Committee of the Supervisory Board every quarter. In this way, the responsible bodies can regularly check whether the risk limits defined in the strategy are systematically adhered to. In addition, GRM recommends measures to mitigate risks.

The regulated subsidiaries act in the same way, always ensuring that they meet the requirements of the Group. In particular, they adhere to the framework for risk appetite allocated to them by Deutsche Börse Group. The relevant supervisory boards and their committees are involved, as are the executive board members and risk management functions in the various divisions. Clearstream and Eurex Clearing AG, the Group's financial institutions, implement the risk strategy using their own strategies that they derive from it. In line with this, they use parameters and reporting formats that are compatible with the higher-level Group-wide structure. At Clearstream, responsibility lies with the executive board of Clearstream Holding AG, supervised by the supervisory board, as well as the corresponding governing bodies of Clearstream Banking S.A. and Clearstream Banking AG; at Eurex Clearing AG, responsibility again lies with the executive board, which is also monitored by the supervisory board.

Course of the five-stage risk management system



Centrally coordinated risk management in five stages

Risk management is implemented in a five-stage process. All potential losses should be identified in good time, recorded centrally and evaluated quantitatively as far as possible; if necessary, management measures must then be recommended and their implementation monitored (see the "Course of the five-stage risk management system" chart). The first stage determines the risks and possible causes of loss or operational hitches. In the second stage, the business divisions regularly – and immediately, if urgent – report to GRM the risks that they determine and quantify. In the third stage, GRM assesses the potential for risk, while in the fourth stage, the business divisions manage the risks by avoiding, mitigating, or transferring them, or by actively taking them. The fifth and final stage involves informing the responsible Executive Board members and committees of significant risks, their assessment and possible emergency measures. In addition to the quarterly reports, GRM compiles ad hoc reports for the executive boards and supervisory boards. At Clearstream and Eurex Clearing AG, the corresponding risk management functions report to the executive boards and supervisory boards. Internal Auditing monitors that the risk management system is adhered to.

Management at Clearstream and Eurex Clearing AG are informed quarterly about their respective company's risk situation and capital resources. Like the regulators, management also receive an annual report in line with the Internal Capital Adequacy Assessment Process (ICAAP). In compliance with Pillar III requirements under Basel II, Clearstream and Eurex Clearing AG also report in detail on their business activities. In particular, they regularly inform the supervisory authorities of their risk management methods and capital resources assessment. The ICAAP report and the report on business activities are also made available to the public.

Three principles

Deutsche Börse Group's risk strategy is based on three principles:

1. Risk limitation – protecting and ensuring continuity of operations

"Capital is expected to be exhausted no more than once in 5,000 years; an operating loss may occur no more than once every hundred years." Accordingly, one goal is to ensure a probability of 99.98 per cent or more that the total capital will not be lost. Another is to ensure a probability of 99.0 per cent or more that Deutsche Börse at least breaks even in terms of its net income as measured at the EBIT level. Thus, this principle establishes how much risk the Group must be able to withstand and also the level of risk appetite that it has.

2. Supporting growth in the various business divisions

"Risk management supports the business divisions in expanding their business." With this principle, the Group strengthens its growth strategy by requiring that risks are identified and clearly communicated. In this way, it aims to make informed strategic decisions within the framework of the risk appetite that it has defined.

3. Appropriate risk/return ratio

"The return on equity should exceed the cost of equity." Deutsche Börse Group has set itself the goal that risk and return should be reasonably balanced, not only for each business division in general, but also for each individual region, product and customer.

Risk management approaches and methods
Deutsche Börse Group uses various quantitative and qualitative risk management approaches and methods to monitor and manage its risk profile. The aim is to provide as complete a picture as possible of its risk situation at all times.

Deutsche Börse Group assesses and reports operational, financial and business risks using the same approach: the unregulated units also use value at risk (VaR) as a uniform measure. This value quantifies the risks and represents the upper limit of the cumulative loss that Deutsche Börse Group may incur within a specified period of time, e.g. for the next twelve months. Principle 1 above also defines a confidence level for each of the orderly liquidation and the going concern. The regulatory capital requirements for the financial institutions are also determined, of course. Furthermore, Deutsche Börse Group applies stress tests to analyse its risks.

Liquidation principle: what risk can the capital cover?
In accordance with the first part of principle 1 of the risk strategy, Deutsche Börse Group is not expected to exhaust its risk-bearing capacity in more than 0.02 per cent of all years. The Group determines the economic capital that it requires for this (required economic capital, EC) with the help of VaR. It therefore calculates its EC at a confidence level of 99.98 per cent so that it can protect itself financially against extreme events in the following twelve months. In line with the principle of prudence, the Group assumes a correlation of one between risk types and between the risks at different Group companies when making calculations, i.e. it assumes that all possible risks would occur simultaneously. It therefore consciously disregards the fact that diversification would actually reduce the overall risk. Deutsche Börse Group thus uses the most conservative approach requiring the highest EC. The ECs calculated for Clearstream and Eurex Clearing AG also meet the Pillar II requirements under Basel II.

Deutsche Börse Group determines its risk-bearing capacity based on the reported equity in accordance with International Financial Reporting Standards (IFRSs). It adapts this figure for precautionary reasons, among other things to take into account that it may not be possible to dispose of intangible assets at their carrying amounts in case of extreme stress. Clearstream and Eurex Clearing AG use their regulatory capital to determine their risk-bearing capacity (for details, see note 20 to the consolidated financial statements).

For management purposes, GRM regularly determines the ratio of the EC to the risk-bearing capacity; this indicator is known as the utilisation of risk-bearing capacity. In so doing, it answers a key risk management question: how much risk can the Group afford and what risk is it currently exposed to? As at 31 December 2013, Deutsche Börse Group's EC was €1,630 million, and the available risk-bearing capacity was €2,395 million. The ratio of EC to risk-bearing capacity is therefore well within the stipulated maximum risk. Otherwise, the Group would use up its entire risk-bearing capacity in a worst-case scenario and would be liquidated. The liquidation concept therefore assumes that liquidation of the Group ("gone concern") is avoided.

Going concern principle: what risks can earnings absorb?
Since the year under review Deutsche Börse Group has also used an approach that assumes an orderly continuation of the Group in the event of a crisis ("going concern"). The Group calculates earnings at

risk (EaR) as indicator. This indicator corresponds to the second part of principle 1 of its risk strategy, i.e. that an operating loss may occur no more than once in a hundred years. In other words, there should be a probability of 99.0 per cent or more that Deutsche Börse should at least break even (net income measured in terms of EBIT). The EaR determined for the going concern principle is compared with the risk appetite. Risk appetite is measured in terms of the projected earnings before interest and tax (EBIT) and allocated to the Group segments. As at 31 December 2013, EaR were €589 million, which would be comparable to the adjusted EBIT 2013 of €840 million.

Regulatory capital requirements

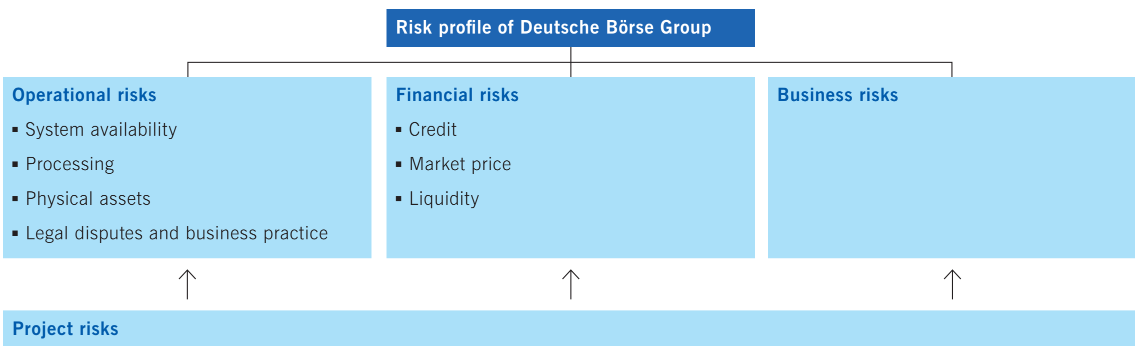
Clearstream and Eurex Clearing AG must also calculate their capital requirements for various risk types (see the chart below) according to the Pillar I requirements under Basel II. They use a standard approach for analysing and evaluating credit and market price risks. In this approach, risk weightings are applied in accordance with counterparty ratings.

For operational risks, they proceed differently: Clearstream has used the significantly more complex advanced measurement approach (AMA) for this in all business units since 2008. It therefore complies with the regulatory capital requirements for operational risks according to the Solvabilitätsverordnung (SolvV, German Solvency Regulation) under Basel II. The method, which has been approved by, and is regularly tested by, BaFin, allows regulatory capital to be allocated to businesses precisely. It is particularly suitable because at Clearstream, operational risk accounts for a greater proportion of the overall risk than for a typical bank, while the proportion attributable to financial risks is smaller. For operational risks, Eurex Clearing AG uses the basic indicator approach to calculate regulatory capital. The basis for calculating the basic indicator is known as the “relevant indicator,” which is calculated from certain items in the profit and loss account of the Eurex segment. As a flat rate, 15 per cent of the three-year average of this indicator is required as operational risk capital.

Stress tests

For Clearstream and Eurex Clearing AG, Deutsche Börse Group also uses stress tests to analyse business risks as well as operational and financial risks. These stress tests simulate the occurrence of extreme losses or an accumulation of major losses within one year. Possible risk scenarios are set out for this. The scenarios describe potential loss events, the probability that they will occur and the estimated loss

Deutsche Börse Group’s risk profile



amount. The figures calculated in this way are compared with the risk-bearing capacity. Both hypothetical scenarios and extreme market conditions that actually occurred in the past are calculated. Losses incurred by the Group itself in the past are not suitable because to date there has been only one case of loss on this scale (see the "Legal disputes and business practice" section, the settlement agreement with OFAC). To investigate the liquidity risk, Deutsche Börse Group carries out liquidity stress tests. What are known as inverse stress tests are also performed. These reverse-order stress tests determine which loss scenarios would have to occur for the risk-bearing capacity to be exceeded.

Risk description

The following section describes the types of risk that Deutsche Börse Group must manage as a rule and gives examples of the risks it actually faces. Using examples, it also explains the measures that Deutsche Börse Group uses to prevent risks occurring and to minimise their financial effects. Firstly, however, there follows a brief explanation of the risk profile that differs from most other financial services providers, as financial risks play a significantly smaller role for Deutsche Börse Group.

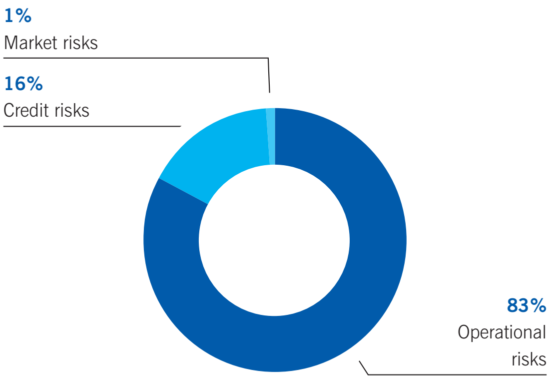
Risk profile

Deutsche Börse Group differentiates between the three standard types of risk: operational, financial and business risk. There are also project risks that the Group does not specifically quantify as their impact is already reflected in the three traditional risk types.

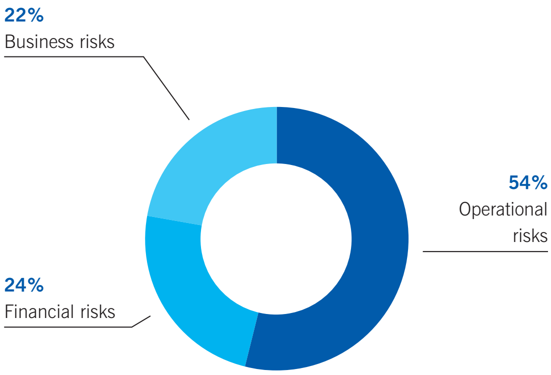
Low level of typical bank risk

The risks of Deutsche Börse Group's financial institutions differ fundamentally from those of other financial service providers. While credit and market price risks for a typical universal bank account for more than 80 per cent of the regulatory capital requirements, credit risks only account for around 16 per cent and market risks for 1 per cent for the financial institutions in Deutsche Börse Group. Clearstream and Eurex Clearing AG have a structurally lower risk in comparison with other banks because they act as intermediaries, and therefore do not themselves trade on the financial markets as a distinct business division, for example. Consequently, Deutsche Börse Group's financial institutions do not have to bear the

Regulatory capital requirements of Clearstream and Eurex Clearing AG



Required economic capital of Deutsche Börse Group by risk types



associated high trade risks. On the contrary, it offers market participants services such as collateral and risk management that reduce their risk from trading activities. Its banking business mainly consists of reliable clearing, settlement and custody activities, as well as collateral management.

The regulatory capital requirements for Clearstream and Eurex Clearing AG arise primarily from operational risks (see the "Regulatory capital requirements of Clearstream and Eurex Clearing AG" chart).

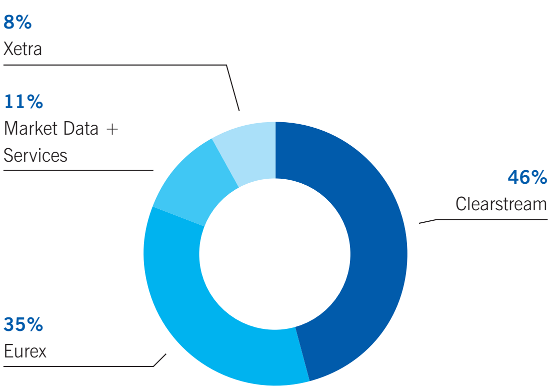
Operational risks higher than financial and business risks

The utilisation of risk-bearing capacity in the liquidation principle and of risk appetite in the going concern principle are used as internal management indicators across the whole Deutsche Börse Group (see the "Risk management approaches and methods" section for an explanation of the terms). Apart from the above mentioned financial and operational risks, business risks are also identified and assessed. Business risks refer in particular to potential threats to revenue such as price pressure or loss in market share. Under the liquidation principle financial risks amount to almost one quarter of the total risks of Deutsche Börse Group. Business risks also represent slightly less than one quarter with 22 per cent of the total. All the more important for the Deutsche Börse Group is the third typical risk type: with 54 per cent, operational risks amount to more than half of the total risk (see the "Required economic capital of Deutsche Börse Group by risk types" chart).

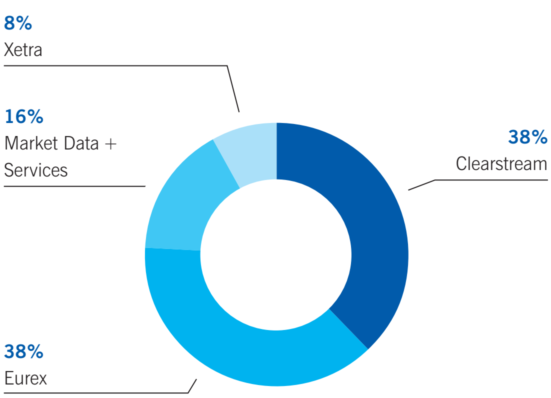
A large part of the risk is associated with the Clearstream and Eurex segments (see the "Required economic capital by segment" chart), in accordance with the size of the business in terms of sales revenue and earnings. In the year under review, the Clearstream proportion was at 46 per cent, for Eurex this figure was 35 per cent. In the Eurex segment, the risks primarily result from the business of Eurex Clearing AG. The Market Data + Services segment had a share of 11 per cent, and Xetra of 8 per cent. In contrast to the regulatory capital requirements, this includes business divisions that are not subject to banking regulations.

In total Deutsche Börse Group has calculated a required economic capital of €1,630 million. In accordance with the liquidation principle, the required EC compares to a risk-bearing capacity of €2,395 million.

Required economic capital by segment



Earnings at risk by segment



A similar split may be seen in earnings at risk. Here also, the business segments with the largest proportions of revenues and earnings – Clearstream and Eurex – show the largest shares of earnings at risk (see the ⇾ "Earnings at risk by segment" chart).

Deutsche Börse Group assigns indicators to each risk to estimate how likely it is to occur and what financial effect it could have. It distinguishes four probability levels: very low, low, medium and high, as well as four financial impact levels: low, medium, substantial and a risk to the company as a going concern. However, none of the assessed risks reach the fourth impact level, neither individually nor in total; this means that none jeopardises the existence of the Group as a going concern. The three types of risk as well as the project risks are explained below and illustrated with specific examples.

The probability of the risk occurring can be categorised as follows:
- Very low: probability of risk occurring is less than 1 per cent
- Low: probability of risk occurring is greater than 1 per cent but less than 10 per cent
- Medium: probability of risk occurring is greater than 10 per cent but less than 50 per cent
- High: probability of risk occurring is greater than 50 per cent

The financial effects can be classified into the following four categories:
- Low: financial loss could be up to 10 per cent of EBIT
- Medium: financial loss could be up to 50 per cent of EBIT
- Substantial: financial loss could be up to 100 per cent of EBIT
- Risk to the business as a going concern: financial loss could equal the available risk-bearing capacity

The risks listed below as examples can be assessed based on these categories:

1. Operational risks
- Incorrect processing of client instructions (e.g. capital increases)
- Miscalculation of indices
- Mishandling of trading instructions
- Losses caused by force majeure (e.g. natural disasters, terrorism)
- Losses from ongoing litigation
- Infringements of sanctions or supranational regulations

2. Financial risks
- Default of a credit counterparty
- Losses from impairment of fund assets for pension plans
- Loss of a client and an associated liquidity bottleneck

3. Business risks
- Entry of new competitors on the European trading market
- Worsening of the European government debt crisis
- Decline in trading activity
- New regulatory requirements

From today's perspective, none of these risks can lead to financial loss that is rated as substantial. Significant risks could arise only from a combination of extreme events that have a very low probability:

- Failure of a trading system lasting more than one week in a highly volatile market environment
- Simultaneous failure of several large systemically important banks

These extreme events that could lead to a loss corresponding to more than 50 per cent of annual EBIT are rated as having a probability of less than 1 per cent. Such extreme events have not occurred to date; they are also known as "tail risks".

GRM assesses these risks continuously and reports on its assessment in the form of a risk matrix to the Executive Board of Deutsche Börse Group.

Operational risks

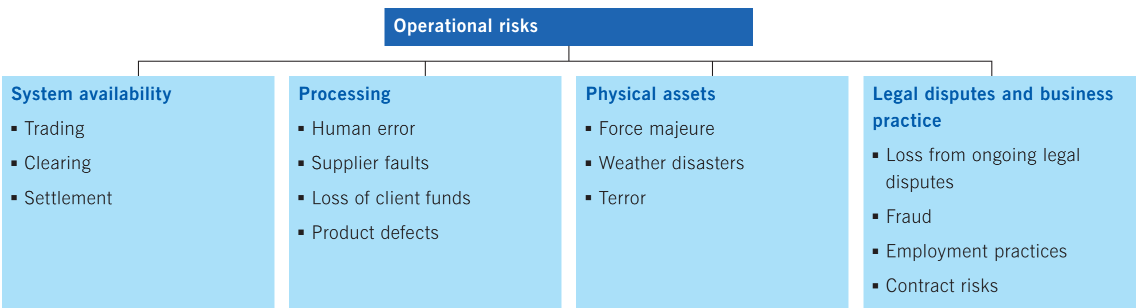
Operational risks for Deutsche Börse Group relate to availability, processing, material goods, as well as litigation and business practice (see the chart below). Personnel risks are not quantified directly, but influence the quantification process indirectly via the operational risk categories. The operational risks amount to just under one half of the total Group risk.

System availability

Operational resources such as the trading systems Xetra® and T7 are essential for the services offered by Deutsche Börse Group. They should never fail, in order to ensure that market participants can trade securities or derivatives at any time and without delay. The Group therefore sees the availability of these systems as an important risk indicator. In line with the company's risk strategy, the business areas are responsible for monitoring these risk indicators.

The potential loss would be larger, the longer one of these systems failed. However, this has never happened in practice. In the past, only limited failures have occurred with both Xetra and T7 and its predecessor system, for short periods of time or affecting only a few products. In December of the year under review, for example, there were three minor faults in T7's trading operations; the longestfault lasted for only approximately three minutes and was limited to futures trading on the EURO STOXX 50® index. This supports the view that the probability of a system failure lasting longer than a week in an extremely volatile market is very low. However, the potential financial effect of such an event could be significant, if claims are justified and asserted.

Operational risks of Deutsche Börse Group



The probability of a long-lasting failure for one day or longer of the margin calculation system, of the central counterparty at Eurex Clearing AG, or the settlement system at the international central securities depository and settlement service provider, Clearstream Banking S.A., is also low. In actual fact, no such failure has ever occurred. The effects are categorised here as medium.

In general, availability risk represents the largest operational risk for Deutsche Börse Group. The Group subjects it to regular stress tests, which check not only what happens when its own systems fail but also when suppliers fail to deliver.

Processing

Risks can also arise if a service provided to a customer is inadequate and this leads to complaints or legal disputes, such as in the settlement of securities transactions due to defective products and processes or erroneous manual entries. For example, corporate actions (e.g. capital increases or securities exchange) by an issuer of securities might be missed or indices such as DAX® miscalculated. Such processing errors can occur with a medium probability, but have hardly ever happened to date. The possible losses in the case of client instructions such as the above-mentioned corporate actions would be classified as medium while, by contrast, losses relating to the calculation of indices would be low; to date, there have been no client claims in this regard.

If a Xetra or Eurex client complains to the Market Supervision department of Deutsche Börse about incorrect trading instructions, the latter checks immediately whether the notification is justified and then issues corresponding trading instructions to the market participants. The risk here is of a notification being initially incorrectly assessed as unjustified. If the client concerned then closes their position themselves, for example, they could demand a refund of the additional costs incurred. However, such errors have almost never occurred and the probability is therefore considered low. To date no significant client claims have been brought, and the potential financial effects are rated as low.

Other sources of error may be attributable to suppliers or to defective products or mistakes that may lead to the loss of client assets. The Group aims to register all complaints and formal objections as a key indicator of processing risk.

Physical assets

Operational risks include natural disasters, accidents, terrorism and sabotage. For example, a data centre could be destroyed, or a major storm could severely damage office buildings. For instance, the ISE office in New York, USA, was damaged by a severe storm, although the financial consequences were only minor. Business continuity management (BCM) planning aim at averting significant financial damage (see the chart of the same name). There is only a low probability of the risk of force majeure materialising and, in the event that it does, it should have a low impact.

Legal disputes and business practice

Losses can also result from ongoing legal proceedings. Deutsche Börse judges the probability that this operational risk will occur to be medium, although damage can be substantial. As a result, GRM continually monitors ongoing legal proceedings. These can occur if Deutsche Börse Group breaches laws or requirements, enters into inadequate contractual agreements, or fails to observe case law to a sufficient degree. Legal risks also include losses due to fraud and labour law issues. They further include losses as a result of insufficient controls to prevent money laundering, breaches of competition law regulations or of banking secrecy. Such operational risks can also apply if government sanctions are not observed, or in the event of breaches of other state or higher-order regulatory provisions.

On 7 November 2013, Deutsche Börse Group after careful examination resolved to end proceedings brought by the US Office of Foreign Assets Control (OFAC) by entering into a settlement. For this purpose, Clearstream made a payment of US$151.9 million. In 2008, OFAC had investigated a collective account held by Clearstream in the United States as well as certain securities transactions in the settlement system. The securities had been transferred after Clearstream's resolution in 2007 to close the accounts of its Iranian clients. Previously on 9 January 2013, Deutsche Börse AG had reported in an ad hoc disclosure that Clearstream had commenced settlement proceedings at OFAC's suggestion. Initially, OFAC had cited a preliminary amount of approximately US$340 million as a fine. After negotiations, Clearstream resolved the matter by way of a settlement and consented to pay the above-mentioned amount. The settlement also resolves OFAC's allegation that Clearstream had been in breach of regulations.

On 30 December 2013 US plaintiffs filed under seal a complaint targeting certain assets of approximately US$1.6 billion claimed to be held for Bank Markazi, the Iranian Central Bank, by Clearstream in Luxembourg. The plaintiffs are judgement creditors of Iran and seek the turnover of these customer assets to satisfy their judgement.

In different, still current, proceedings filed on 26 November 2012, the insolvency administrator of Lehman Brothers Bankhaus AG (LBB AG) brought a suit against Eurex Clearing AG. On the basis of German insolvency law, the insolvency administrator is demanding from Eurex Clearing AG the repayment of €113.5 million and payment of another sum of around €1.0 million plus interest. Eurex Clearing AG believes this claim to be unfounded and is defending itself against the insolvency administrator's suit. The background to the action is an amount of €113.5 million, which Lehman Brothers International (Europe) paid to Eurex Clearing AG as security on 15 September 2008, and which was cleared via an account belonging to LBB AG.

On 12 November 2012, CBOE filed a patent infringement action against ISE. It alleges US$525 million in damages for infringement of three patents relating to systems and methods for limiting market-maker risk. ISE believes that neither the facts nor the law supports CBOE's damages claim. At the end of 2013, ISE filed various applications with the U.S. Patent and Trademark Office (USPTO) to have the respective patents of CBOE declared invalid. ISE intends to vigorously defend itself in this lawsuit. In November 2006, ISE itself had brought an action against CBOE for patent infringements, alleging US$475 million in damages.

Measures to mitigate operational risks
Deutsche Börse Group takes active measures to reduce Deutsche Börse Group's operational risk. The most important of these are emergency and contingency plans, insurance contracts and precautions to ensure that regulations are observed ("compliance").

Emergency and contingency plans
It is essential for Deutsche Börse Group to provide its products and services as reliably as possible. It must maintain its business operations and safeguard against emergencies and disasters. If its core

processes and resources are not available, there is a substantial risk for the entire Group and even a potential systemic risk for the financial markets in general. As a result, Deutsche Börse Group has set up a system of emergency and disaster plans covering the entire Group (BCM). This covers all processes which ensure continuing operations in the event of a crisis and significantly reduces availability risk. These include precautions in relation to all important resources (systems, workspaces, employees, suppliers), including the redundant design of essential IT systems and the technical infrastructure, as well as emergency workspaces for employees in core functions at all important locations. Examples of such precautions are listed in the chart below.

Preparations for emergencies and crises

The Group has introduced and tested a management process for emergencies and crises which enables it to respond quickly and in a coordinated manner. This process is intended to minimise the effects on business processes and on the market and to enable a quick return to regular operations. All business areas have appointed emergency managers to act as central contacts and take responsibility during emergencies and crises. The emergency managers inform the Executive Board or alert them in the case of severe incidents. In the event of a crisis, the responsible Board member acts as the crisis manager. The emergency and contingency plans are tested regularly by realistically simulating critical situations. Such tests are generally carried out unannounced. GRM reports any problems that occur to the Executive Board, evaluates the results and issues recommendations. The test results are evaluated based on the following criteria:

- Functionally effective: The measures must be technically successful.
- Executable: The employees must be familiar with the emergency procedure and be able to execute it.
- Timely: Emergency measures must ensure a restart of operations within the intended time period.

Insurance contracts

Operational risks which Deutsche Börse Group cannot or does not wish to bear itself are transferred to insurance companies, if this is possible at a reasonable price. All insurance contracts are coordinated

Business continuity management

Emergency and crisis management process

Systems
- Trading, clearing and settlement systems, as well as related networks, are designed to be available for operations at all times without losing data.
- Since all computer centres are duplicated, the failure of an entire location can be contained immediately.

Workspaces
- Emergency backup workspaces are set up for all essential functions.
- Emergency workspaces are fully equipped and ready for use at all times.
- In emergency situations, numerous employees can also access the systems from home.

Employees
- If a large proportion of employees at a site are unable to work, essential areas of operations can be moved to other sites.
- In the event of a pandemic, additional precautions ensure that operations remain active.

Suppliers
- Contracts and manuals specify emergency procedures for suppliers and service providers.
- Supplier emergency preparations are carefully checked on a regular basis.
- If a supplier does not meet the requirements, that supplier is replaced by another supplier, if possible.

centrally so that the entire Deutsche Börse Group has at all times consistent insurance cover offering an attractive cost-benefit ratio. The insurance contracts are checked individually and approved by the CFO of Deutsche Börse AG.

Compliance

The compliance function and the individual business segments have the task of protecting the Group against risks and physical or non-physical damage that could arise if employees act in contravention of applicable laws, supervisory requirements, market standards, or principles of proper corporate governance, or if the expectations of public authorities, customers, investors, or the general public are not met.

Compliance management at Deutsche Börse Group comprises a range of rules, procedures and controls to help the business areas comply with the applicable laws and regulatory requirements. In particular, the system specifies measures to enable the Group to meet its obligations relating to the prevention of money laundering and terrorism financing as well as compliance with financial sanctions rules. Furthermore, it contains rules and procedures to prevent insider trading and market manipulation, including an insider register in accordance with securities law requirements. The Group's compliance function is also responsible for issuing guidance on how to avoid conflicts of interest, fight corruption and prevent criminal offences in general. By issuing appropriate rules, it ensures that banking and professional secrecy is maintained and personal data is protected. In addition, compliance management develops guidance for the internal control system to protect the Group itself, its investors and customers from financial losses. Another protection mechanism is the whistleblower hotline: this system can be used to inform a third party of suspected criminal acts or contraventions of the Group's compliance regulations, anonymously if preferred.

Deutsche Börse Group introduced its Group-wide independent compliance function and adopted compliance principles many years ago. It has continuously enhanced its compliance management system ever since. In light of increased regulatory requirements, including the agreements made with the US Department of the Treasury, Deutsche Börse Group has resolved to significantly strengthen and expand its compliance management system. Some measures were already taken during the year under review; others are planned for the current year. They meet the revised Minimum Requirements for Risk Management (MaRisk) of the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin, German Federal Financial Supervisory Authority). Moreover, the Group resolved in 2013 to implement stricter rules and measures to prevent money laundering and terrorism financing and to ensure compliance with financial sanctions rules. In addition, the requirements relating to the fight against bribery and corruption have been revised and tightened considerably.

The Group aims to increase transparency in securities custody and to support and encourage the development of sector-wide standards. As part of this drive, it initially enhanced its methodology for capturing, categorising and assessing potential risks arising from different customer groups, business partners, markets and business activities of the Group. Based on the results of the different risk analyses, the checks applied when establishing business relationships and opening accounts are currently being tightened. In addition, regular checks on business partners, customers and customer accounts are being intensified. The checks include whether the purpose and extent of existing business relationships are plausible or whether the customer information and documents on file are complete and up to date. They focus in particular on transactions settled and portfolios held in custody via the Group companies in order to get a better understanding of the beneficial owners of the items under custody. Moreover, reviews are carried out to determine the extent to which the Group's business partners have themselves introduced compliance programmes and whether they maintain business relationships with sanctioned parties. Access to omnibus accounts will in future be limited to customers who meet certain compliance and risk criteria and confirm that they do not allow the account to be used in a way that would lead to the contravention of sanctions. Automatic and regular checks on transaction and portfolio data will also be tightened with regard to both financial sanctions and other compliance risks. For example, transaction information will automatically be compared against reference lists before the transaction is settled. In addition, the Group will in future track the development of its customers' transaction and portfolio volumes more closely and monitor how they are using the Group's products and services; this will also include a plausibility check. The aim is to protect the Group from being misused to commit financial crime.

In response to tighter international rules on fighting corruption and bribery in business, the Group has also taken measures to protect itself from legal or reputational consequences as well as any resulting losses. This applies to acts committed by employees of the Group or third parties acting on behalf of the Group. In this context, guidance has been introduced in particular to ensure more detailed checks and contractual arrangements governing new and existing business partners and for managing dealings with officials. In addition, the Group has tightened its rules on providing and accepting gifts and other benefits, such as invitations to meals and entertainment, by employees and third parties acting on behalf of the Group. The approval process has also been made subject to stricter requirements.

In support of the introduction of the measures described above, Deutsche Börse Group has significantly expanded its compliance training programme for employees. All employees receive more frequent and more comprehensive information and training on the latest compliance issues, either at classroom sessions tailored to the area of work of the employees to be trained or through computer-based training programmes, which test comprehension to ensure training success.

The expansion of the compliance management system also prompted the Group to strengthen the compliance function by adding new team members: firstly, additional compliance officers have been deployed at the level of the regulated Group companies, and secondly, there are plans to introduce compliance officers at other international locations of the Group. By taking these measures, Deutsche Börse Group will be able to meet further increases in regulatory requirements and expectations.

Financial risks

Deutsche Börse Group classifies its financial risks into credit, market price and liquidity risks (see the "Financial risks of Deutsche Börse Group" chart). At Group level, these risks account for about 24 per cent of the entire risk profile (since liquidity risks are not quantified in the EC, this information only includes credit and market price risk; see note 36 to the consolidated financial statements). These risks primarily apply to the Group's financial institutions. As a result, the following explanation focuses on Clearstream and Eurex Clearing AG.

Credit risk

Credit risk describes the danger that a contract partner might not meet its contractual obligations, or not in full. Measurement criteria include the degree to which the credit line has been used, the deposited collateral, as well as concentration risk. Clearstream and Eurex Clearing AG often have short-term claims against contract partners totalling several billion euros overall, but these are usually be secured by collateral deposited by the market participants. The Group tests credit risk coverage by means such as examining how resilient the Group would be if its biggest counterparty were to default, among other ways. In addition, it regularly assesses the reliability of emergency plans for Clearstream and Eurex Clearing AG in the case of credit defaults.

Furthermore, Clearstream Banking S.A. is exposed to credit risk arising from its strategic securities lending transactions (ASLplus). Only selected banks act as borrowers. All borrowing transactions are fully collateralised. Only selected bonds may be used as collateral; these must be rated at least A+ by the Standard & Poor's (S&P) rating agency or the equivalent from other agencies. In the case of short-term securities without individual ratings, the issuers must be rated at least A–1.

Clearstream grants credits to its customers in order to make settlement more efficient. This type of credit business is, however, fundamentally different from the classic lending business. Firstly, credit is extended solely on a very short-term basis, normally for less than a day. Secondly, it is largely collateralised and granted to highly creditworthy clients. Furthermore, the credit lines granted can be revoked at any time.

According to its terms and conditions, Eurex Clearing AG only enters into transactions with its clearing members. Clearing mainly relates to defined securities, rights, derivatives and emission allowances, that are traded on specific stock exchanges. Eurex Clearing AG also offers this service for some over-the-counter (OTC) products such as interest rate swaps and forward rate agreements. It serves as an intermediary between the parties to the transaction (central counterparty) in order to reduce its customers' credit risk by offsetting receivables. Clearing members deposit collateral with Eurex Clearing AG to reduce their reciprocal default risk.

To date, no default by a borrower with a secured credit line has resulted in material financial losses. Deutsche Börse Group continues to view the probability that one of its borrowers could become insolvent and that this could lead to losses for the Group as low. It considers the impact of such an event to be low if the credit line in question is collateralised and medium if it is uncollateralised. The probability of a counterparty to an uncollateralised credit defaulting is considered to be very low. The highest-profile

Financial risks of Deutsche Börse Group

Financial risks

Credit
- For collateralised and uncollateralised customer credits
- For collateralised and uncollateralised cash investments
- In securities lending
- Outstanding liabilities
- Participation in clearing fund

Market price
- For securities
- When managing pension provisions

Liquidity
- Customer default
- Payment obligations
- Repayment of customer deposits

defaults in recent years include MF Global in 2012 and Lehman Brothers International (Europe) in 2008. In both cases, the safeguards worked, so that neither Clearstream nor Eurex Clearing AG suffered a financial loss. The following “Reducing credit risk” section outlines how credit risk is reduced.

Credit risk can also arise from cash investments. The Treasury department is responsible here, and has Group-wide authority. Treasury largely makes collateralised investments of funds blonging to Group companies as well as Clearstream and Eurex Clearing AG customers. To date, counterparty default has not led to any material loss for the Group for either collateralised or uncollateralised investments. The probability the default of a counterparty to an uncollateralised cash investment could lead to al loss is considered to be low, although the financial loss itself could be significant.

The financial impact of several large, systemically important banks defaulting simultaneously could be substantial. The probability of this scenario occurring is considered to be very low.

Reducing credit risk

Clearstream and Eurex Clearing AG assess the creditworthiness of potential customers resp. counterparties of an investment before entering into business relations. The two companies do this in the same way: they determine individual customers’ credit lines based on regular creditworthiness checks, which they supplement with ad hoc analyses if necessary. They define haircuts for securities posted as collateral according to the risk involved, and continually review their appropriateness. Clearstream includes all relevant risk factors when determining haircut and the margin and allows a specific deduction to each. The total haircut is calculated by adding together the individual margins for the relevant risk factors.

In order to identify potential concentration risks from individual counterparties, Clearstream further analyses the VaR at the level of the Clearstream Holding group. For this purpose, credit risk VaRs are calculated at the level of individual counterparties and compared to the overall credit risk VaRs. Due to its business model, Clearstream focuses almost exclusively on financial sector customers. However, there is no material concentration of credit risk on any individual counterparty.

Given the size and volatility of its clients’ liabilities, Eurex Clearing AG has developed a leading-edge collateral management system, which is described in detail in the following section.

Safety for both, participants and the clearing house

Each clearing member must prove that it has capital equal to at least the amount that Eurex Clearing AG has defined for the different markets. The amount of capital for which evidence must be provided depends on the risk. In order to mitigate Eurex Clearing AG’s risk that clearing members might default before setting open transactions, clearing members are obliged to deposit collateral in the form of cash or securities (margins) on a daily basis and, if required, to meet additional intraday margin calls.

Eurex Clearing AG only permits securities with a high credit quality to be used as collateral. It continually reviews what collateral it will accept and covers market risk using corresponding haircuts with a confidence level of at least 99.9 per cent. It applies a further haircut to collateral from issuers in high-risk countries or excludes them from being furnished as collateral altogether. The risk inputs are checked regularly, and the safety margins are calculated daily for each security. In addition, a minimum safety margin applies to all securities.

The margins are calculated separately for clearing member accounts and client accounts. Gains and losses which result from intraday changes to the value of financial instruments are either settled in cash by the counterparties (variation margin) or deposited with Eurex Clearing AG as collateral by the seller due to the change in the equivalent value of the item (premium margin). In the case of bond, repo, or equity transactions, either the buyer or the seller is collected from the margin (current liquidating margin), depending on how the purchase price performs compared to the current value of the financial instruments. The purpose of these margins is to offset gains and losses.

In addition, Eurex Clearing AG protects itself before default by a clearing member against any risk that the value of the positions in the latter's account will deteriorate in the period before the account is settled by obtaining additional collateral. This additional collateral is called additional margin in risk-based margining and initial margin in the Prisma method (portfolio-based risk management). The target confidence level here is at least 99.0 per cent. Eurex Clearing AG checks regularly whether the margins match the requested confidence level and currently calculates the margins using both risk-based margining and the Prisma method. The new Prisma method is already available for a variety of products and the intention is for it to fully replace risk-based margining over time. It takes into account the clearing member's entire portfolio and takes historical and stress scenarios into account when calculating the margin requirements. The objective is to cover market fluctuations for the entire liquidation period until the account is settled.

In addition to the margins for current transactions, each clearing member contributes to a clearing fund depending on its individual risk profile. This fund is jointly liable for the financial consequences of a default by a clearing member to the extent that this cannot be covered by the member's individual margin, its own contributions to the clearing fund and Eurex Clearing AG's retained earnings. Eurex Clearing AG has set up a separate clearing fund for clearing credit default swaps (CDSs). Eurex Clearing AG uses regular stress tests to check whether its clearing funds match the risks. This involves subjecting all current transactions and their collateral to market price fluctuations at a confidence level of at least 99.9 per cent. In order to be able to determine potential losses in excess of a clearing member's individual margins, the impact of a potential default on the clearing fund is simulated. Eurex Clearing AG has defined limits which, when exceeded, trigger an immediate adjustment to the scope of the clearing fund if necessary. The following lines of defence are available in case a clearing member is unable to meet its obligations to Eurex Clearing AG due to delays or defaults:

- First, the outstanding positions and transactions of the clearing member concerned can be netted and/or closed from a risk perspective by entering into appropriate back-to-back transactions, or they can be settled in cash.
- Any potential shortfall that might be incurred in connection with such a closing or cash settlement, as well as associated costs, would be covered in the first instance by the collateral provided by the clearing member concerned. As at 31 December 2013, collateral amounting to €46,133.5 million had been provided for the benefit of Eurex Clearing AG. This collateral balanced the risk of a clearing member's default amounting to €34,840.4 million.
- After this, the relevant clearing member's contribution to the clearing fund would be used to cover the open amount. The contributions made range from €1 million to €92 million.
- Any remaining shortfall would initially be covered by a contribution to the clearing fund by Eurex Clearing AG. Eurex Clearing AG's contribution amounted to €50.0 million as at 31 December 2013.

- Only then would the other clearing members' contributions to the clearing funds be used proportionately. As at 31 December 2013, the volume of Eurex Clearing AG's clearing fund stood at €1,597.2 million. After increasing the provision for the clearing fund, it amounted to €2,671.3 million as at 31 January 2014. After the contributions have been used in full, Eurex Clearing AG can request additional contributions from each clearing member, which can be up to twice as high as their original clearing fund contributions.
- Ultimately, a letter of comfort has been issued by Deutsche Börse AG. In it, Deutsche Börse AG states that it would provide Eurex Clearing AG with up to €700 million to cover any remaining losses. The letter of comfort may only be used for losses from on-exchange transactions.
- Finally, in the case of a shortfall the remaining equity of Eurex Clearing AG would be used.

In the event of a counterparty default the Default Management Process (DMP) is triggered. Its purpose is to assess the positions of the defaulting participant. These are classified into recovery groups, based on criteria such as joint saleability or their joint pricing, in order to treat similar positions in a similar manner. In the case of payment default, each of these recovery groups is transferred to other participants via an auction. When the DMP is initiated, the clearing fund is also segmented according to the recovery groups based on the margin requirements. If a clearing member defaults, to recover the position first, only the specific segment according to the liquidation groups of the clearing fund is used to bear the losses. At the same time, a committee of market experts (Default Management Committee) meets to advise and support Eurex Clearing AG.

There have been three defaults of Eurex Clearing AG's clearing members to date: Gontard & MetallBank, Lehman Brothers and MF Global. In all cases, all outstanding positions could already be closed at the closing or cash settlement (first line of defense). In addition, the majority of collateral could be transferred back to its owners.

Deutsche Börse Group reduces its risk when investing funds belonging to Group companies as well as client funds by distributing investments across multiple counterparties, all with a high credit quality, by defining investment limits for each counterparty as well as by primarily investing funds in the short term and in collateralised form if possible. Investment limits are established for each counterparty on the basis of regular credit checks and using ad hoc analyses, as necessary.

Stress tests are calculated for Clearstream and Eurex Clearing AG to analyse scenarios such as the impact if their largest client were to default. The figures determined in this way are compared with the limits defined as part of the risk-bearing capacity. In addition, the impact of several clearing counterparties defaulting at the same time is calculated for Eurex Clearing AG. A special stress test examines Clearstream Banking S.A.'s credit risk exposure from the settlement procedure with Euroclear. Moreover, inverse stress tests are calculated to determine the number of clients that would have to default for losses to exceed the risk cover amount. The results can lead to further analyses and measures to reduce risk. In the 2013 financial year, no Clearstream and Eurex Clearing AG as going concerns were identified in the course of the stress test calculations.

Generally, Deutsche Börse Group records various risk indicators, in addition to the risk measures EC and the earnings at risk and the stress tests performed, that measure credit risk. These include the extent to which individual clients use their credit lines and credit concentrations.

Market price risk

Market price risks result from operations in the case of interest rate or currency fluctuations. Deutsche Börse Group measures these risks using earnings-based sensitivity analyses for extreme interest rate or exchange rate fluctuations. It avoids open currency positions whenever possible. Additional market price risks can result from ring-fenced plan assets within Deutsche Börse Group (Contractual Trust Agreement, Clearstream pension plan in Luxembourg). The Group increased the proportion of fixed-income securities in its portfolio in 2013 in order to further reduce market price risk. The probability of significant market price risk is low, and the Group also considers the impact to be low. Clearstream and Eurex Clearing AG perform regulatory stress tests on the market price risk. However, since these market price risks are not substantial, no further stress tests are performed beyond those prescribed by the regulators.

Liquidity risk

Liquidity risk applies if a Deutsche Börse Group company is unable to meet its daily payment obligations or only in return for increased refinancing costs. Operational liquidity requirements are met primarily by internal financing, by retaining funds generated. The aim is to retain liquidity in the amount of operating costs for one quarter; target liquidity currently ranges from €150 to €250 million. A Group cash pool also exists which pools excess liquidity to the extent that this is permissible from a regulatory and legal perspective. Liquid funds are invested exclusively in the short term in order to ensure that they are available. Short-term investments are also largely secured by liquid bonds from first-class issuers. Deutsche Börse AG has access to short-term external sources of financing, such as agreed credit lines with individual banks or consortia, and a commercial paper programme. In order to cover its structural financing needs, Deutsche Börse AG has used its access to the capital market to issue corporate bonds in recent years.

Clearstream's investment strategy aims to be able to repay customer deposits at all times. Accordingly, liquidity limits are set carefully. In addition, extensive sources of financing are available at all times, such as ongoing access to the liquidity facilities at Deutsche Bundesbank and Banque Centrale du Luxembourg. Clearstream had sufficient liquidity throughout 2013.

Due to its role as a central counterparty, Eurex Clearing AG has strict internal liquidity guidelines. Its investment policy is correspondingly conservative. Regular analyses ensure the appropriateness of the liquidity guidelines. Since extending its licence as an investment and credit institution under the Kreditwesengesetz (KWG, German Banking Act), Eurex Clearing AG can use Deutsche Bundesbank's permanent facilities.

The key liquidity risk for Deutsche Börse Group lies in customer default. If a clearing member of Eurex Clearing AG defaults, its member position is liquidated. If a Clearstream client defaults, the – generally collateralised and intraday – credit line granted to increase settlement efficiency would be called, and the collateral provided by the client could then be liquidated. Deutsche Börse Group estimates the probability of this risk to be low, with the possibility of medium financial losses. However, in this context, the key risk lies not in financial losses but in the danger that the Group may not be able to meet its obligations.

The liquidity risk to which Clearstream and Eurex Clearing AG are exposed is subject to regular stress tests. Both the sources of liquidity and its use are tested based on defined historic and hypothetical scenarios. In addition, inverse stress tests are performed to see which additional scenarios would have to occur for liquidity to be insufficient. Clearstream and Eurex Clearing AG had sufficient liquidity in the stress tests at all times in 2013.

Business risk

Business risk reflects the fact that the Group depends on macroeconomic developments and is influenced by other external events, such as changes in the competitive environment or regulatory initiatives. It therefore expresses the Group's business environment and sector risk. It also includes business strategy risk, i.e. the impact of risks on the business strategy and possible adjustments to it. These business risks are represented as target /actual comparisons for EBIT, and are monitored constantly by the divisions. Their total weighting for the Group is of about 29 per cent. Business risks may result in revenues tagging budget projections or in costs being higher.

Competitive environment

Business risk includes the risk that US competitors such as the CME and IntercontinentalExchange (ICE) derivatives exchanges or the Nasdaq OMX stock exchange, might increase their presence on the European trading markets (both on- and off-exchange). Deutsche Börse Group classes such market entry to be highly probable, but considers its impact to be relatively low.

Aggravated financial and debt crisis

If a peripheral state were to leave the European Currency Union, or if a state were to become insolvent, this could mean that government bonds would not be redeemed or only would redeemed be in part. The Group currently views the probability of this risk occurring as low, and the possible consequences as low. A reduction in client trading activity and a related reduction in revenue from the trading business represent a continued risk for the Group.The Group now considers the probability of this risk occurring to be low.

Deutsche Börse Group simulates different scenarios in stress tests. The scenarios simulate the simultaneous occurrence of different business risks, such as the negative effects of stronger competition alongside reduced business due to new regulations.

New regulatory requirements

The risk arising from new regulatory requirements could significantly reduce trading volumes in the cash and derivatives markets. This means that the planned revision of the Markets in Financial Instruments Directive (MiFID II) and the Markets in Financial Instruments Regulation (MiFIR) could increase the Group's business risks. Facilitating access to European trading centres and clearing houses could lead to a greater competition and have a negative effect on revenue in the Eurex and Xetra segments.

In response to numerous possible manipulations of interest rates such as the interbank interest rate LIBOR or the reference interest rate ISDAfix, the EU is planning a regulation on indices used as benchmarks in financial instruments and financial contracts. The market changes resulting from this could negatively impact the revenue of the Market Data + Services segment as well as the Eurex marketplace.

The introduction of a financial transaction tax, which is supported by eleven European states, could significantly reduce trading activities for both Eurex and Xetra. This would go hand in hand with lower revenue not only for the marketplaces but also for all post-trading businesses, and hence for the entire Group.

Deutsche Börse Group assumes a medium probability of occurrence for risks from new regulatory requirements. The possible financial consequences of these risks are currently classed as medium.

Project risk
Project risks can result from the implementation of ongoing projects (such as the launch of new products, processes, or systems), which could have a material impact on one or more of the three other risk categories (operational, financial and business risk). Project risks are not broken down further. It is evaluated by the GRM and already considered in the initial phase of substantial projects.

For example, the implementation of the TARGET2-Securities settlement system is currently an important project for Clearstream. CleAR is another key Deutsche Börse Group project. Its goal is to develop an even more powerful platform for Eurex Clearing AG's clearing system.

Ongoing monitoring and controls ensure that project risks are continually analysed and evaluated. Ultimately, project risks figure as operational, financial and business risks,which is why they are quantified within these risk types.

Overall assessment by the Executive Board

Deutsche Börse AG's Executive Board is responsible for risk management throughout the Group and regularly reviews the entire Group's risk situation. Its summary of the situation in 2013 is given here, along with a final brief look at the coming financial year.

Summary
The past financial year saw additional external risk factors emerge for Deutsche Börse Group's business. The Group identified these factors early on and took appropriate countermeasures. Due to these measures, Deutsche Börse Group's risk profile remained stable. However, due to the settlement payment to OFAC, Deutsche Börse Group suffered from the largest loss event in its history. In the year under review, Deutsche Börse Group's risks were always covered by sufficient risk-bearing capacity.
As at 31 December 2013, the EC of Deutsche Börse Group was €1,630 million; this was up by about one-tenth compared to the previous year (31 December 2012: €1,451 million). Available risk coverage

Key figures of the liquidation principle as at 31 December 2013

		Deutsche Börse Group	Eurex	Xetra	Clearstream	Market Data + Services
Required economic capital	€m	1,630	574	128	748	180
Risk-bearing capacity	€m	2,395	845	214	1,106	230
Utilisation	%	68	68	60	68	78
Early warning limit	%	90	90	90	90	90

basically remained constant over the same period at €2,395 million (31 December 2012: €2,407 million). The earnings at risk as at 31 December 2013 were €589 million, while risk appetite €840 million, which compares with adjusted EBIT in 2013. The increase in EC is primarily due to the increase in Deutsche Börse Group's operational risk, in particular legal and regulatory risks. However, business risks in the Group's core markets tended to decline as the macro-economic dangers tended to decrease.

The Executive Board of Deutsche Börse AG is convinced that the risk management system is effective. The Board strengthened the system in 2013 and reorganised the business area responsible for it. The Group-wide strategy to capture and minimise risks, which now focuses more strongly on risk appetite, forms the basis for internal risk management. It is codified in the three principles described in this report.

Outlook
The Group continuously assesses its risk situation. Based on stress tests, the calculated EC as well as the risk management system, the Executive Board of Deutsche Börse AG concludes that the available risk-bearing capacitiy is sufficient. Furthermore, it cannot identify any risk that could endanger the Group's existence as a going concern. In addition, the allocated risk appetite limits were observed.

In 2014, the Group intends to further strengthen its Group-wide risk management. For instance, it plans to extend the default management process currently in place for Eurex Clearing AG not only to Clearstream but to the entire Group. This will result in a consistent process for the Group's financial institutions, and take into account the potential reciprocal effects of a counterparty default.

Moreover, reciprocal effects across the entire Group are to be analysed even better by expanding Group-wide stress tests so as to permit early identification of substantial risks, or even risks endangering the Group's existence as a going concern. Based on the recovery plans for Clearstream and Eurex Clearing AG that have already been developed, a Group-wide recovery plan will be prepared in 2014. Possible recovery scenarios, which have so far been viewed in isolation, can then also be analysed at Group level, and effective counter-measures can be developed. In addition, methods to measure and manage operational and credit risks are to be refined Group-wide.

Report on opportunities

Organisation of opportunities management

Deutsche Börse Group's management of opportunities aims to identify, evaluate and assess opportunities as early as possible and to take appropriate measures in order to transform opportunities into business success.

Deutsche Börse Group evaluates organic growth opportunities both on an ongoing basis over the year in the individual business areas and systematically at Group level as part of its annual budget planning process. Suggestions from the Group's business areas for new products, services, or technologies serve as the starting point. The process begins with a careful analysis of the market environment. As well as customer wishes, it also considers factors such as market developments, competitors and regulatory changes. This draws on a range of opportunity development tools such as a strengths and weaknesses analyses or inside-out and outside-in approaches.

The ideas for growth initiatives are fleshed out using uniform, Group-wide templates and subjected to a profitability analysis. Qualitative aspects are documented in the form of a business plan, and expenses and revenues are projected in detail for several years. The business plan includes information about the product or service that is to be offered, as well as about target customers and competitors, market size, barriers to market entry and the positioning of the product or service on the market. It also outlines the resources required and the implementation approach – including a marketing/sales strategy – and highlights potential risks. The profitability analysis is based on absorption costing. A distinction is made between expense- and expenditure-related variables, thus indicating the effect on both the company's income statement and its cash flow statement.

Once the business plan and profitability analysis have been prepared for the individual growth initiatives, a decision is made as to their implementation. This is made by the Executive Board of Deutsche Börse AG as part of the annual budget planning process. The Executive Board starts by setting the budget available for growth initiatives, which depends on general business performance. This budget is then allocated to the individual business areas on the basis of various factors (such as a business area's contribution to Group EBIT). The relevant growth initiatives within the business areas are then prioritised. Prioritisation is based on the profitability analysis. It also takes risks into account and assesses the contribution of individual growth initiatives to the business area's and Group strategy. Economies of scope, i.e. the benefits offered by a growth initiative to several business areas, also play a role in the prioritisation of growth initiatives. The initiatives that make the highest value contribution and that can be financed within the scope of the budget allocated to the business area are selected by the Executive Board and incorporated into the budget.

Budgeting for growth initiatives involves reserving a full-year budget in the form of expenditures and expenses for each selected growth initiative included in the investment portfolio. The budget is approved by the Executive Board of Deutsche Börse AG in the course of the year and is broken down into project phases. This ensures that funding approval is linked to project progress and that projects are reviewed regularly. It also gives the Executive Board the opportunity to adjust the deployment of the funds reserved for the year as a whole and to react to general business performance – if required, new growth initiatives can be approved and budgeted in the course of the year, for example.

Monitoring of growth initiatives during the intraperiod budget approval process is facilitated by regular reporting. Deutsche Börse AG's Executive Board receives a monthly report on the status and progress of initiatives currently being implemented. The report is coordinated by central functions in cooperation with the individual projects from the business areas and compares planned costs and revenues with actual budget utlilisation and the revenues actually generated. In addition, financial planning is adjusted, forecasts are updated and changes to the scope of the project are made transparent. In addition, checks are used to establish whether milestones have been reached and project-specific risks and the countermeasures taken are described. Project management and the supporting central functions comment on the status of the project for the Executive Board.

Organic growth opportunities

In terms of organic growth opportunities, Deutsche Börse Group makes a basic distinction between structural and cyclical opportunities. Structural opportunities arise, for example, as a result of regulatory changes or new customer requirements, and can be influenced directly by the company. Cyclical opportunities, which are driven by macroeconomic changes, cannot be influenced directly by the company.

Structural growth opportunities

Deutsche Börse Group is currently focusing on structural growth opportunities relating to OTC derivatives clearing, collateral and liquidity management, and further expansion in Asia.

Clearing of OTC derivatives (Eurex)

The liquidity problems experienced by major market participants during the financial crisis were triggered by the non-settlement of bilateral over-the-counter (OTC) transactions that were entered into on an unsecured basis. In light of this, the leading industrialised nations (G20) agreed to create an effective regulatory environment to make off-exchange derivatives transactions more transparent and more secure. In response, the European Union has developed the European Market Infrastructure Regulation (EMIR), which is aimed at regulating OTC trading with derivatives. EMIR includes the following regulatory requirements:

- an obligation to clear standardised OTC derivatives transactions using a central counterparty
- special risk management requirements for transactions in non-standardised derivatives
- an obligation to report the transactions to a trade repository

EMIR entered into force on 16 August 2012 and is currently being implemented. To help market participants meet its requirements, Eurex Clearing has developed a central counterparty for clearing OTC derivatives transactions; this is known as “EurexOTC Clear” and has been available to the market since 13 November 2012. This offering, which may later be extended to other asset classes, is aimed primarily at institutional customers and their interest rate derivatives transactions (interest rate swaps). It focuses in particular on security and efficiency, allowing customers to gain the full benefit of Eurex Clearing’s risk and collateral management services for their OTC transactions as well. By the end of 2013, a total of 32 clearing participants and over 120 institutional investors had registered for the offering. Several delays in drafting and implementing the EMIR regulation have also delayed the effective date of the clearing obligation. At the time of publication of this management report, the company expects it to enter into force at the end of 2014 or at the beginning of 2015.

Collateral and liquidity management (Clearstream)

The collateral and liquidity management offering developed as part of the Global Liquidity Hub growth initiative enables Clearstream to help its customers cope with the structural changes they are facing, such as those resulting from the additional liquidity requirements under Basel III and the new clearing obligations under EMIR. The Global Liquidity Hub allows banks to use the assets that Clearstream holds in custody on their behalf more efficiently across different platforms and countries. Since this is a key issue worldwide, Clearstream markets its collateral management system to third parties and has entered into corresponding outsourcing agreements with various market infrastructure operators around the world. This service – the Liquidity Hub GO (Global Outsourcing) – is at different stages of development with Clearstream’s international partners. In addition to central securities depositories, Clearstream has also signed agreements with custodian banks to allow them to benefit from Clearstream’s collateral management expertise. By the end of 2013, four central securities depositories (CSDs) – from Brazil, Australia, Spain and South Africa – had been connected to the Liquidity Hub GO. Moreover, letters of intent have been signed with other exchanges and CSDs, among others in Singapore and Canada. In addition to CSDs and exchanges, several custodian banks, such as BNP Paribas, Standard Chartered and Citibank, are also in the process of being connected.

Expansion in Asia

In addition to growth in OTC and unsecured markets, the Group is focusing on expanding its business in growth regions. A particular emphasis is on Asia, where the Group is already successfully represented by Clearstream subsidiaries in particular. Among other things, Clearstream has operated a permanent establishment in Singapore since 2009, which has its own banking licence. The company expects further growth in Asia in areas such as collateral and liquidity management. The Group has already achieved initial successes in this area by connecting the Australian Stock Exchange to the Global Liquidity Hub and by signing an agreement with the Singapore Exchange (SGX).

After successfully positioning Clearstream in Asia, it is the Group's declared aim to clearly increase the proportion of Asian products and customers in other business areas as well in the medium term. In the Eurex segment, the focus to date has been on product alliances and on connecting participants to the global network. One example is the successful partnership Eurex entered into with the Korea Exchange (KRX): products based on Korea's benchmark KOSPI index have been traded on Eurex since 2010. The cooperation agreement entered into with TAIFEX, the Taiwan Futures Exchange, in 2013 follows this example. What is more, Eurex acquired a 5 per cent interest in TAIFEX in order to strengthen this strategic product partnership. Through its subsidiary EEX, Deutsche Börse Group acquired a majority interest in Cleartrade, a Singapore-based futures exchange, at the beginning of 2014. The Group also plans the setup of a local clearing infrastructure for the derivatives area in order to support the growth within the Asian region. Asia also offers growth opportunities for the Market Data + Services segment – for example, the Bombay Stock Exchange (BSE) has used Deutsche Börse Group's derivatives trading technology since the end of 2013. In addition, the Group has systematically expanded its offering of indices on Asian underlyings, such as the STOXX China Total Market indices, and won further customers for its broad range of index products.

Market data and IT

The Group is also planning further growth by selling capital market data and solutions. The aim is to give STOXX®, which is already established as an index provider in Europe, a more global reach so that other indices can be developed and marketed worldwide alongside the DAX and STOXX index families. Diversifying the range of indices aims to tap into new customer groups, both within Europe and in Asia and America. For example, in 2013 STOXX expanded its offering for Chinese investors, firstly, by launching new indices such as the STOXX® China A 50 Equal Weight index and secondly, by entering into a licence agreement with a Chinese issuer, which will allow investors in China to also invest in the EURO STOXX® 50. In addition, the Group is planning to increase external marketing of its internally developed trading, clearing and collateral management technology to third parties in order to win further customers above and beyond its existing alliances. In the fourth quarter of 2013, the new T7 trading infrastructure was successfully ported to the Bombay Stock Exchange's derivatives market; the Xetra technology is already used by the exchanges in Vienna, Prague, Ljubljana, Budapest, Dublin and Sofia, as well as in Malta and the Cayman Islands.

The "Expected net revenue contribution by structural growth opportunities in 2017" table details the financial potential of the three growth initiatives described above. Please note that the additional net revenue is expected in 2017.

Other structural growth opportunities

In addition to these initiatives, the Group has identified a number of other structural factors that should have a positive impact on business success.

- In January 2014, agreement was reached at a European level on the MiFID II Directive: among other things, OTC derivatives transactions will in future have to be settled via organised trading facilities, a requirement that is expected to benefit Eurex. In addition, it was resolved to limit the volume of equities traded in dark pools. The Group expects this restriction to have a positive impact on the volumes traded on Xetra.
- Risk management is becoming more important as a consequence of the financial crisis. The company expects market participants to make greater use of Eurex Clearing's clearing services to net out transactions in different asset classes and hence to eliminate counterparty risk.
- As a result of the European legal and administrative framework relating to certain undertakings for collective investment in transferable securities (UCITS III), the company expects that traditional investment funds will increasingly include derivatives in their portfolio strategies. This could result in additional business for the Eurex segment.
- For Clearstream's post-trade activities, the company anticipates that, in the long term, companies will increasingly raise capital through equity and debt financing on the capital markets. This is related to the higher capital and liquidity requirements for banks and the resulting negative impact on the total volume of available credit. For Clearstream, this could have a positive effect on custody volumes, especially in the international bond segment. In addition, given the growing internationalisation of the capital markets, the company is continuing to expect a sharper rise in the volume issued internationally compared with national bond issues.

Cyclical opportunities

In addition to structural growth opportunities, Deutsche Börse Group has cyclical opportunities, for example as a result of positive macroeconomic development. Although the company cannot influence these directly, they could lift Deutsche Börse Group's net revenue and consolidated net income significantly in the medium term:

- In the cash and derivatives market segments (Xetra and Eurex), sustained positive economic development, an improvement in the situation of the southern EU member states, a lasting rise in investor confidence in the capital markets and, as a result, a renewed rise in risk appetite among market participants, as well as greater stock market volatility, could stimulate trading activity by market participants and boost trading volumes.

Expected net revenue contribution by structural growth opportunities in 2017

Structural growth opportunities	Description	Expected additional net revenue	Probability
OTC derivatives clearing	Clearing services for OTC derivatives trading in response to regulatory requirements (EMIR)	Approximately €50 to €100 million	High
Collateral and liquidity management	Expansion of collateral and liquidity management services on a global basis; positive effects of these services on Clearstream's core business	Approximately €100 million	High
Expansion in Asia	Further expansion in growth markets in Asia, especially in the Clearstream and Eurex segments	Approximately €100 million	High
Market data and IT	Globalisation of index provider STOXX Intensified marketing of IT solutions to external customers	Approximately €50 to €75 million	High

See the section "Description of risks" for an explanation of the terms.

- The volumes of interest rate derivatives traded on the Group's derivatives markets could rise as a result of increasing speculation about trends in long-term interest rates for German and other European government bonds, if key interest rates actually rise and if the spread between the various European government bonds continues to narrow.
- In the post-trade segment, Clearstream, a reduction in the liquidity supplied by the central banks could encourage bond issuance and lead to an increase in custody volumes. Moreover, this could increase demand for Clearstream's range of collateral and liquidity management services. Net interest income from banking would benefit from a rise in short-term interest rates in the euro zone and the USA.
- In the market data business, an increase in the number of employees at companies active on the financial markets could lead to growing demand for data packages.

External growth opportunities

In addition, the company regularly explores external growth opportunities, which are subjected to the same kind of stringent analysis as its organic growth initiatives. For this reason, only a small number of the opportunities analysed are ultimately realised. Examples of external growth in the past few years include the acquisition of all the shares of Eurex from SIX Group AG and of a majority interest in the European Energy Exchange, as well as the increased stake in the index provider STOXX Ltd. Deutsche Börse Group is also open to alliances and equity investments in Asia – examples can be found in the "Eurex segment" and "Clearstream segment" sections. In general, however, given that the company already offers a very comprehensive range of products and services along the entire value chain, its focus is squarely on leveraging organic growth opportunities.

Report on expected developments

The report on expected developments describes how Deutsche Börse Group is expected to perform in financial year 2014. It contains statements and information on events in the future and is based on the company's expectations and assumptions at the time of publication of this report. In turn, these are subject to known and unknown opportunities, risks and uncertainties. Numerous factors influence the Group's success, its business strategy and financial results. Many of these factors are outside the company's control. Should opportunities, risks, or uncertainties materialise or one of the assumptions made turn out to be incorrect, the actual development of the Group could deviate either positively or negatively from the expectations and assumptions contained in the forward-looking statements and information contained in this report on expected developments.

Development of the operating environment

Deutsche Börse Group anticipates that the economy will grow moderately worldwide during the forecast period. In the case of the emerging markets, the Group expects that countries with a current account surplus will continue to expand at an above-average rate and that the exchange rate turbulence observed in some emerging markets at the beginning of 2014 will not escalate into a serious crisis. Moreover, the Group expects that economic growth in the industrialised nations will also pick up again following a number of difficult years in the wake of the financial crisis. With respect to Europe, the Group is forecasting that the economic situation will improve on the back of the clear increase in growth expected for Germany in particular. In view of this essentially positive situation, the company expects market participants to regain confidence in the capital markets. However, currently uncertain factors such as the credit quality and liquidity of individual euro zone states, the budgetary situation in the USA, the monetary policy adopted by the central bank, or a crisis in confidence in the currencies of certain emerging market countries could unsettle the markets again. As regards interest rate trends, the Group does not expect to see any fundamental departure from the current low interest rate policy in Europe, whereas a trend reversal might occur in the USA already in 2014.

In its forecast of economic development for 2014 published in January 2014, the International Monetary Fund (IMF) predicts an increase of around 1.0 per cent in the euro zone and growth of around 1.6 per cent in Germany. The difference between the euro zone and Germany is a result of only slight growth in countries such as France, Italy and Spain. Expectations for the United Kingdom and the United States are significantly higher than for the euro zone. In 2014, the economy is forecast to grow by around 2.4 per cent in the UK and by around 2.8 per cent in the US. The highest growth by far in 2014 – approximately 7 per cent – is again expected in Asian countries (and especially China) in anticipation of high domestic demand. Given the extremely varied estimates for the different economic regions, global economic growth is projected to be around 3.7 per cent in 2014.

Governments and central banks are currently working on strengthening regulation of the financial markets to further stabilise the financial sector and prevent future crises of this degree of severity. The measures envisioned, and in some cases already initiated, range from revising the legal framework for banking business and capital requirements to improving financial market supervision (for more information, please see the “Regulatory environment” section of this report on expected developments). For Deutsche Börse Group’s customers, the impact of these far-reaching regulatory reform projects on market structures and business models is difficult to gauge accurately at present. Deutsche Börse anticipates that this uncertainty will continue to weigh on the business activities of market participants during the forecast period. For the Group itself, the different regulatory projects will have both positive and negative consequences. Overall, however, the company sees the changing regulatory environment as an opportunity to expand its business further, see the report on opportunities for further details.

Regulatory environment

Introduction

One consequence of the global financial market crisis is that work is now underway at an international level on regulatory initiatives in a wide variety of areas, with the aim of creating a more transparent, more stable and fair financial system in line with the G20’s objectives. The main focus is on regulation of the supervisory structure, recovery and resolution plans, new regulations for the financial market infrastructure and for banks, and the settlement of securities, derivatives and other financial instruments. The latter initiatives have been integrated into the regulatory projects for financial market infrastructures (e.g. restrictions on high-frequency trading or a central clearing obligation for derivatives) and are only supplemented by separate regulatory projects in selected areas (e.g. the revision of European Securities Law Legislation).

Regulation of supervisory structures

Supervisory structures have changed as a result of tighter regulation: the European supervisory authorities created on 1 January 2011 – ESMA (European Securities Markets Authority), EBA (European Banking Authority) and EIOPA (European Insurance and Occupational Pensions Authority) – as well as the European Systemic Risk Board now play a much more significant role, while the scope for decisions at national level has declined.

The goal is to further harmonise the supervisory practices in the EU in future and to structure them as a "banking union". In the first step, supervision over the approximately 130 largest banks with international operations will be transferred directly to the European Central Bank (ECB) in November 2014 (Single Supervisory Mechanism, SSM). The EU adopted the SSM Regulation on 15 October 2013. Under the SSM, the ECB will assume responsibility in principle for banking supervision in the euro zone; states outside the euro zone have the option to join the supervisory mechanism. However, the ECB will only lay down supervisory principles, harmonise interpretation decisions and coordinate the national supervisory authorities. In preparation for this, the selected institutions will be subjected to intensive quantitative analyses and stress tests as a basis for developing the appropriate supervision strategy for the future. Clearstream Banking S.A. meets the quantitative criteria and has been selected for ECB supervision because of its key role in Luxembourg. Thanks to its business model and fundamentally risk-averse business strategy, it regards itself as well positioned for the upcoming ECB analyses and the future supervisory regime.

Furthermore, the recovery and resolution mechanism for banks in distress is to be harmonised and a European fund financed by the banks is to be created (Single Resolution Mechanism, SRM). On 10 July 2013, the European Commission submitted a draft SRM regulation. The legislative process is at an advanced stage and the regulation is currently expected to be adopted by the middle of 2014. The SRM is set to enter into force on 1 January 2015 and will cover all countries participating in the SSM.

The third measure making up the banking union is common deposit protection; the European Commission submitted a proposal for this in July 2013. The legislative process is expected to be completed by the middle of 2014.

Recovery and resolution plans

Banks

In October 2011, the Financial Stability Board (FSB) adopted the Key Attributes of Effective Resolution Regimes for Financial Institutions (Key Attributes), which are aimed at resolving systemically important institutions in an orderly manner without loss to the public purse. The heads of state and government of the G20 countries have undertaken to implement the Key Attributes.

At a European level, the European Commission published a proposal on 6 June 2012 for a directive of the European Parliament and the European Council defining a framework for the recovery and resolution of credit institutions and securities firms (Bank Recovery and Resolution Directive, BRRD). The directive is expected to incorporate material components of the Key Attributes and to be enacted in spring 2014.

In anticipation of the expected European regulation, Germany passed the Gesetz zur Abschirmung von Risiken und zur Planung der Sanierung und Abwicklung von Kreditinstituten und Finanzgruppen (German Act on Ringfencing and Recovery and Resolution Planning for Credit Institutions and Financial Groups) on 7 August 2013. On the basis of this act, Clearstream Banking AG and Eurex Clearing AG have been classified as a "potential systemic risk".

Financial market infrastructure providers

Provision is also being made for recovery and resolution plans for financial market infrastructure providers such as central securities depositories (CSDs), central counterparties, central trade repositories and securities settlement services. In this context, back in July 2012, the Committee on Payment and Settlement Systems (CPSS) and the International Organization of Securities Commissions (IOSCO) had jointly invited consultation on their initial thoughts, which in turn complement the "Principles for Financial

Market Infrastructures" (PFMI) published in April 2012. In August 2013, a revised and expanded version was submitted to market participants. However, a draft legislative text is not yet available and is not expected before the middle of 2014.

At EU level, the European Commission in 2012 explained its thinking on a possible framework for the recovery and resolution of financial market infrastructures. However, given that the international debate is still ongoing, the Commission is not expected to release a draft text of the regulation before the middle of 2014.

Market infrastructure regulation

With respect to the changes to the regulatory framework, three EU legislative packages are of central relevance to Deutsche Börse Group, in addition to a large number of smaller initiatives: the current revision of the Markets in Financial Instruments Directive (MiFID), the regulation by the European Parliament and the European Council on OTC derivatives, central counterparties and trade repositories (European Market Infrastructure Regulation, EMIR) and the regulation on central securities depositories (CSD Regulation).

MiFID

The European Commission has revised MiFID and published the resulting draft at the end of 2011. The revision is aimed at increasing the transparency and integrity of the markets and at further strengthening investor protection, among other things in the light of the financial market crisis. In addition, the European Commission is planning to take measures to regulate high frequency trading and to increase competition, particularly in the area of derivatives trading and clearing. The EU states agreed this initiative in principle in January 2014. It is expected to be formally adopted in the spring of 2014. Some of the rules will become directly applicable throughout the EU in the form of a regulation (MiFIR). The modified regulatory framework will only be applicable as from 2017. The regulations initially proposed by the European Commission would create both opportunities and risks for Deutsche Börse Group (see the report on opportunities and risks)

EMIR

The regulation by the European Parliament and the European Council on OTC derivatives, central counterparties and trade repositories entered into force in August 2012. Among other things, it mandates the use of central counterparties (CCPs) for settling a greater number of derivatives transactions. In addition, it requires OTC derivatives to be registered in trade repositories, which are in turn monitored by ESMA.

For Deutsche Börse Group, this provides an opportunity to expand its clearing offering to OTC derivatives (see the report on opportunities). However, the additional importance placed on central counterparties in Europe also entails increased capital requirements for CCPs. For Eurex Clearing AG, Deutsche Börse Group's central counterparty, the Group expects an additional capital requirement of more than €100 million. For this reason, an amount of €110 million was appropriated to the reserves in January 2013. Eurex Clearing AG submitted its application for authorisation as a central counterparty on 1 August 2013. Deutsche Börse Group expects the authorisation to be granted and consequently for

EMIR to apply to Eurex Clearing in practice in the second quarter of 2014. Further gradual adjustments to capital requirements may be made once the authorisation has been granted. In addition to Eurex Clearing AG, the obligation to obtain authorisation also applies to European Commodity Clearing AG, the clearing company for EEX-traded products, which will be consolidated with effect from 2014. REGIS-TR S.A., one of four central trade repositories authorised by ESMA in November 2013, also belongs to Deutsche Börse Group.

CSD regulation

With the CSD regulation, the European Commission aims to create a uniform European regulatory framework for central securities depositories for the first time. The Commission submitted a proposal for this in March 2012, and the measures are expected to be passed in the first quarter of 2014. It is currently assumed that securities settlement systems and supervisory rules for central securities depositories will be harmonised throughout Europe. This will strengthen Clearstream's business model, because the provision of integrated banking services will still be permitted.

Other regulatory initiatives with an impact on financial market structures

Other initiatives expected for 2014 are a revision of European Securities Law Legislation (SLL) as well as the fifth revision of the directive on undertakings for collective investment in transferable securities (UCITS) and the implementation of the Directive on Alternative Investment Fund Managers (AIFM)) in Germany. It is not possible at present to gauge the impact on Clearstream's business activities.

Banking regulations

The regulatory initiatives for banks currently focus on the Basel III regulations, which have been implemented in the EU in combination with other rules as part of the CRD IV package. Internationally, the Basel III regulations are already undergoing further development by the Basel Committee on Banking Supervision (BCBS). Furthermore, a group of experts led by Erkki Liikanen, governor of the Bank of Finland, has prepared a report for the EU on necessary reforms of the banking sector that was published in October 2012 (Liikanen Report). As a consequence, work is currently under way on the limited introduction of a separated banking system.

Basel III/CRD IV

In particular, Basel III includes a revised definition of capital, additional risk buffers for expected losses, the introduction of anticyclical capital buffers, the introduction of a leverage ratio (put simply, a minimum ratio of capital to unweighted total assets plus off-balance sheet risk positions), stricter liquidity management requirements and closer monitoring of liquidity positions by supervisory authorities (in particular the introduction of two quantitative minimum ratios for short-term and medium-term liquidity). The regulatory framework is planned to be introduced in several stages in the period up to 2019. During the transition process, certain subareas, which have been developed successively since 2012, and in some cases have already been completed, will be reviewed and, if necessary, modified. The Basel III package also comprises a general revision of the capitalisation requirements for exposures to central counterparties.

In the EU, the Basel III regulations, together with other issues such as corporate governance topics and the implementation of a single rule book, were incorporated in a revised regulatory framework for banks and securities service providers. To achieve this, the EU Directives 2006/48/EC (Banking Directive) and 2006/49/EC (Capital Adequacy Directive) – referred to collectively up to now as the Capital Requirements Directives – were completely revised and restructured to produce an integrated legislative package (commonly referred to as CRD IV) consisting of Directive 2013/36/EU (which has to be implemented in national law) and Regulation (EU) No. 575/2013 (Capital Requirement Regulation, CRR), which applies directly.

The Directive and Regulation forming part of the CRD IV package were adopted on 26 June 2013. Meanwhile, the EBA has produced a number of Level 2 implementing measures (EBA technical standards), although they have not yet been put into force by the EU. The EU legislation has incorporated a number of the Basel amendments and additions that the BCBS had published by the middle of the second quarter of 2013. The aim is to transpose further amendments arising from the Basel process into EU law without delay via Level 2 texts, review clauses, or Commission-delegated legal acts. The CRD IV Directive and the options exercised under the CRR were implemented in Germany by way of the CRD IV-Umsetzungsgesetz (Act Implementing CRD IV) of 3 September 2013 as well as by a number of regulations published in the second half of December 2013. In anticipation of the final EU texts, Luxembourg issued a circular by the CSSF (Commission du Secteur Financier) covering individual aspects in 2012. However, the final implementation of CRD IV and of the national options under the CRR had not been resolved as at the beginning of 2014.

Whereas the Basel III rules only apply directly to global commercial banks with an international remit, the EU rules apply to all banks that operate in the EU. CRD IV therefore partly addresses both regional and size-related issues, and provides for specific or modified regulations for certain types of business. With regard to systemic risk, the European regulations go beyond the scope of Basel III. Moreover, specific rules have been included for corporate governance, and in particular for remuneration, which are not found in the Basel framework. Finally, the large-exposure rules have been gradually harmonised at EU level. Although comparable rules have to date not been harmonised internationally, the BCBS presented a consultation paper in 2013 on the introduction of internationally harmonised large-exposure rules (concentration risk), which is planned for 2015; the final regulatory framework is expected at the beginning of 2014.

Taking into account various interim rules, the Basel III regulations have, in principle, been in force internationally since 1 January 2013. In the EU, they were only implemented via the CRD IV package as at 1 January 2014.

From Deutsche Börse Group’s perspective, the provisions will not have any material effect on the equity base of its regulated companies in the short term. Since the companies belonging to Deutsche Börse Group already have comprehensive internally specified buffers, the additional capital requirements resulting from the phased introduction of new capital buffers are expected to be relatively moderate. In addition, these requirements will be influenced by other factors, such as business developments, operational risk coverage, recovery plan requirements and possibly also the future CSD Regulation. Independent of the regulatory requirements, the Group will continuously analyse the capitalisation of its regulated entities – including interactions with the requirements for the central counterparties under EMIR – and will adjust it as necessary to improve risk coverage. The regulated companies belonging to Deutsche Börse Group have been designated as other systemically important banks by the German and Luxembourg supervisory authorities. Here, too, the Group does not expect any increase in capital to be required in the short term as a result of this designation. Since many detailed questions are still unresolved, the impact on the Group’s business activities cannot be assessed conclusively at the present time.

Basel developments
The BCBS launched a number of measures to update the Basel framework (Basel III), which was essentially completed in 2010, and finalised some of them in 2013 or at the beginning of 2014. The main changes relate to the following aspects: adjustments to the liquidity rules (fine-tuning of the require-

ments for the short-term liquidity coverage ratio, supplementary control parameters and the introduction of management instruments for intraday liquidity), details of the disclosure of liquidity coverage and leverage ratios, treatment of investments in investment funds and additions or updates to the methodology used to identify globally systemically important banks. The BCBS is currently also discussing further fine-tuning or fundamental revisions of individual aspects of the Basel regulatory framework, including rules on allocating items to the trading or banking book, changes to the treatment of securitisations, the development of a supplementary method for calculating counterparty risk capital requirements for derivatives, adjustments to the capital requirements for exposures to central counterparties, the introduction of international rules to limit concentration risk (large-exposure rules) and fine-tuning of the net stable funding ratio (structural liquidity ratio). Furthermore, a fundamental revision of the counterparty risk exposure to countries is planned. Above and beyond the Basel III framework, the BCBS has published rules for the collateralisation of derivatives not settled via central counterparties.

Separated banking system

Based on the recommendations of the Liikanen Report, the introduction of a separated banking system is currently being discussed at EU level. The aim of such a system is to ring-fence large-scale proprietary trading activities from the traditional deposit and lending business. While there is only a draft regulation governing this at European level, Germany has anticipated a European solution by passing a regulation that will come into effect in stages from 2014 onwards. The institutions belonging to Deutsche Börse Group are not directly affected by this move.

Financial transaction tax

In addition, there are ongoing discussions within the European Union about the introduction of a financial transaction tax. The introduction of such a tax would negatively impact Deutsche Börse Group's business development. The extent of the impact would depend on which asset classes were affected, how the tax would be applied and what the tax rates would be. It is not possible to predict the concrete impact on the Group's business from the current status of the discussions.

Deutsche Börse Group's involvement in regulatory initiatives

Neutral market infrastructure providers such as Deutsche Börse Group make a significant contribution to increasing the transparency, stability and fairness of the financial markets. For this reason, Deutsche Börse Group has been, and will continue to be, deeply involved in the above-mentioned political and regulatory initiatives right from the start. The Group participates actively in the consultations, making sure that political decision-makers are aware of potential negative consequences for the market as a whole and the company affected in particular. Deutsche Börse Group also takes an appropriate stance on the above-mentioned political initiatives. In this way, it counteracts excessive effects on the Group or any of its subsidiaries and works to ensure that the interests of any affected business units are taken into account in an appropriate manner.

Future development of results of operations

Given its diversified business model and multiple sources of revenue, Deutsche Börse Group continues to consider itself very well positioned and expects to see a positive trend in its results of operations in the long term. This expectation is based on, among other things, the growth opportunities that the company intends to exploit in the medium to long term (see the report on opportunities for further details). For the forecast period, however, the uncertainty about the future behaviour of capital market participants continues to make specific forecasts of the results of operations difficult. A recurrence of the disconnect, already observed in 2012 and 2013, between the performance of the stock markets and the real economy and trading on the Group's cash and derivatives markets, which is linked to a loss of confidence among investors and market participants, cannot be ruled out for the forecast period either. The company also expects continuing uncertainty among market participants about the future form of the regulatory projects. This could have a dampening effect on the business activities of the Group's customers in the forecast period.

As part of its budget planning process, the company has therefore developed different possible scenarios for its results of operations in 2014. If the capital market environment and investor confidence fail to improve and the markets continue to be impacted by uncertainty regarding global economic performance and the future situation in the euro zone, business activity would be roughly on a par with the previous year. This would mean net revenue of approximately €1.9 billion for 2014. Should the capital market environment, investor confidence and the situation in the southern EU member states improve significantly in 2014, the company would expect net revenue to increase year-on-year to around €2.1 billion. The scenario used to forecast net revenue is determined to a significant extent by the dominant short- to medium-term cyclical factors, whose impact on business activity the company is unable to control. The net revenue forecast includes consolidation effects of around €55 million from the consolidation of Börse Frankfurt Zertifikate AG as at 1 July 2013 and of European Energy Exchange (EEX) as at 1 January 2014. With regard to net interest income from banking business, which is a component of net revenue, the company does not anticipate any fundamental change in interest rate policies in Europe and the USA.

If, contrary to expectations, general conditions turn out to be worse than as described above, or if they impact the company's customers to an even greater extent, the company believes it is in a good position to continue to do business profitably due to its successful business model and its rigorous cost discipline.

The Group will compensate for the expected inflation-linked cost increases after the forecast period thanks to the additional annual savings of €70 million from 2016 onwards that were resolved in 2013. At the same time, these provide the Group with the freedom needed to continue its growth and infrastructure initiatives, which it intends to use to take advantage of opportunities presented by the structural and regulatory changes on the financial markets and to harness the potential offered by growth markets such as Asia. The Group's operating costs have been rising since 2011, primarily as a result of the increased level of investments. The company expects operating costs to continue to increase moderately in the forecast period and beyond. For 2014, the company is budgeting for additional operating costs of around €30 million, primarily for the ongoing expansion of its collateral and liquidity management services and its expansion in Asia. In addition, consolidation effects (see above) will affect operating costs by around €50 million. In total, the company therefore expects operating costs of approximately €1,050 million in 2014, adjusted for special factors such as efficiency programmes. As at the publication date of this combined management report, the company is expecting that operating costs will be affected by special factors of some €20 million, especially relating to costs for efficiency measures.

Because of the slight rise in operating costs, the stable net revenue scenario would generate EBIT of around €850 million, adjusted for special factors. In the scenario with a rise in net revenue, adjusted EBIT would be approximately €1,050 million.

The Group anticipates an unchanged tax rate of approximately 26 per cent for the forecast period, adjusted for any special factors.

Consolidated net income for the period would amount to around €600 million in the stable net revenue scenario and to around €750 million in the rising net revenue scenario, adjusted for special factors in both cases. The refinancing of long-term financial liabilities, which was completed in 2013, will positively impact consolidated net income because it has led to a significant reduction in the Group's interest expense.

The parent company Deutsche Börse AG has also considered the scenarios described above in its planning. For full-year 2014, the company expects net revenue of between €1.1 and €1.2 billion and net income of €0.5 to €0.6 billion, adjusted for special factors, in both scenarios.

Eurex segment

In the past year, the cyclical factors (see the "Results of operations" section for details) led to a decrease in derivatives trading volumes. However, Deutsche Börse Group still believes that structural growth factors will remain dominant over the long term, and that they will positively influence trading volumes in all product segments (see the report on opportunities for further details).

Eurex will again step up investments to enhance its technology and its product offering in the forecast period. The investment focus is on expanding risk management. For example, the segment is planning a further expansion of its portfolio-based risk management activities and of the functions used to segregate customer positions. Among other things, these new features are being implemented so as to offer an expanded range of clearing services for OTC derivatives trading in future. In the medium to long term, the company expects this initiative to deliver significant additional net revenue. Since the regulatory requirements to settle OTC derivatives transactions via a central counterparty will probably not finally enter into force until the end of 2014 or 2015, the Group does not anticipate any material additional contribution to net revenue for 2014. With respect to cyclical business drivers in the Eurex segment, two factors could have a positive impact on business activity: 1) an increase in stock market volatility, because this has a major influence on trading in index derivatives, and 2) increasing speculation about possible changes in interest rate policies by the central banks.

Xetra segment

As in the past, net revenue in the Xetra cash market segment will continue to depend on equity market trends and equity market volatility in the future, but also on structural and cyclical changes in trading activity. 2013 saw a significant level of caution on the part of market participants, as in the previous year. Sustainable growth would require a further improvement in investor confidence. However, there were only tentative signs of this at the time this management report was prepared.

In addition to enhancing its cash market, the company will continue to maintain a close watch on changes in the competitive environment for the European cash markets. As in the past, it considers itself well positioned to retain its status as the market leader for trading German blue chips and to offer its customers across the globe an attractive range of products and services for cash trading in German and European equities, as well as equities clearing. However, due to the stronger competition in the cash market, further shifts in the market shares of all competitors cannot be ruled out.

Clearstream segment

The Clearstream segment generates its net revenue primarily from the settlement and custody of international bonds – a business that is much more stable and less subject to fluctuations on the capital markets than the trading business. In light of regulatory requirements and the loss of confidence among market participants, the Group anticipates a structurally driven increase in demand for collateral and liquidity management services. For this reason, Clearstream is systematically expanding its international Global Liquidity Hub offering: following on the four central securities depositories that had already connected to the Global Liquidity Hub by the end of 2013, further connections are planned for the forecast period. In the medium to long term, the company expects this initiative to deliver significant additional net revenue. However, since the new partners can only be connected consecutively, only a small additional contribution to net revenue is anticipated for 2014. The monetary policy pursued by central banks in the forecast period will also have an impact on Clearstream's business. If monetary policy becomes more restrictive, this would have positive consequences for securities issuance, the use of collateral and liquidity management services, and net interest income in the banking business. Furthermore, during the forecast period Clearstream will make preparations for TARGET2-Securities (T2S), the European Central Bank's future central settlement platform. In the medium to long term, Clearstream expects its attractive collateral and liquidity management and its strong position in the T2S network to result in increased business activity.

With regard to its customer structure, the company continues to expect that consolidation in the financial sector will persist and that customers in Clearstream's domestic and international business will merge. These larger customers would benefit from greater discounts, which would lead to a decline in average fees. Although Deutsche Börse faces especially intense competition in the areas of the settlement and custody of international bonds, the company does not expect this to have a major impact on its net revenue or to result in a loss of market share during the forecast period.

Market Data + Services segment

At the beginning of 2013, the Information Technology (IT) and Market Data & Analytics areas were combined in a separate reporting segment together with selected external IT services. The aim of the new segment is to accelerate the expansion of Deutsche Börse's technology leadership and expertise in the area of market data by pooling all the company's relevant resources in a dedicated, market-driven business unit. The goal is to open up untapped growth opportunities in the medium to long term under uniform management and with separate profit and loss responsibility.

In spite of the persistently difficult environment, the company anticipates a slight increase in net revenue in the Market Data + Services segment during the forecast period. This expectation is based on the continuous expansion of the product range in all areas and greater marketing of these products in growth regions.

Development of pricing models

Deutsche Börse anticipates sustained price pressure in some of its business areas during the forecast period. The company's objective is to mitigate this price pressure by continually improving its products and services and offering selective incentives for price-elastic business.

Over the long term, the average net revenue per unit concerned (e.g. trading or clearing fees per transaction, fees for custody services) is expected to decline slightly in all areas of the Group. This is a result of the laddered pricing models that lead to a decline in income per unit as customers' business activities increase.

Development of non-financial performance indicators CR

Initiatives to promote the transparency and security of the markets will be a focus during the forecast period, ensuring Deutsche Börse Group's value contribution to society. To live up to this goal, Deutsche Börse will continue to expand its Group-wide product and service offering in the area of market transparency, for example by adding indices developed and calculated by the Group. Moreover, the investments in the trading and clearing infrastructure already made in 2013 as well as those planned for the forecast period will ensure that the systems meet customer and market requirements. Against this background, the company anticipates that the availability of the different systems will be maintained at the very high level of previous years throughout the forecast period.

Responsible management with a focus on long-term value creation is of considerable importance for Deutsche Börse Group as a service company. In particular in view of demographic change and the resulting shortage of specialist staff, the company aims to continue to position itself adequately and therefore intends to increase the number of women in management positions. The appointment of Hauke Stars means that the goal of having at least one female Executive Board member by 2015 was already met in 2012.

Future development of the Group's financial position

The company expects operating cash flow, which is Deutsche Börse Group's primary funding instrument, to remain clearly positive in the forecast period. With regard to liquidity, the Group expects two significant factors to influence its development. Firstly, the company plans to invest €150 million per year in intangible assets and property, plant and equipment during the forecast period on a consolidated basis. The investments will be reported as cash flows from investing activities and will serve primarily to develop new products and services in the Eurex and Clearstream segments and enhance existing ones. The total mainly comprises investments in the trading infrastructure and risk management functionalities. Secondly, the Executive Board and Supervisory Board of Deutsche Börse AG will propose to the Annual General Meeting to be held in May 2014 that a dividend of €2.10 per share should be paid. This would correspond to a liquidity outflow of €386.6 million. Apart from the above, no further material factors were expected to impact on the Group's liquidity at the time the management report was prepared. As in previous years, the Group does not expect any liquidity squeezes due to its positive cash flow, adequate credit lines (see note 36 to the consolidated financial statements for details) and flexible management and planning systems.

Under its capital management programme, Deutsche Börse will react flexibly to a changing market environment in the forecast period. Both the general target dividend distribution ratio of 40 to 60 per cent of consolidated net income for the year and any share buy-backs in addition are subject to capital requirements, investment needs and general liquidity considerations.

To maintain its strong credit ratings at Group level, the company aims to achieve a ratio of interest-bearing gross debt to EBITDA of no more than 1.5. For 2014, the Group expects a ratio of 1.5 or slightly less to be reached, depending on how net revenue develops.

The parent company, Deutsche Börse AG, plans to invest some €50 million in intangible assets and property, plant and equipment during the forecast period.

Overall assessment by the Executive Board

The Executive Board of Deutsche Börse AG believes that, thanks to its comprehensive offering along the securities trading value chain and its innovative power, the company remains in a very good position compared with the international competition and expects to see a positive trend in its results of operations in the long term. For the forecast period, however, the uncertainty about the behaviour of capital market participants in relation to economic and regulatory conditions makes it difficult for the Executive Board to make a specific forecast. By taking the additional efficiency measures resolved in 2013, the Executive Board has prepared the company at an early stage for the changing market and will be able to compensate for the expected inflation-linked cost increases above and beyond the forecast period. At the same time, this means the Executive Board has provided the flexibility needed to continue the Group's growth and infrastructure investments, which it intends to use to take advantage of opportunities presented by the structural and regulatory changes on the financial markets and to harness the potential offered by growth markets such as Asia. Primarily as a result of the increased level of investments, the Executive Board expects operating costs (after adjustments) to increase moderately in the forecast period and beyond. Overall, the Executive Board anticipates on this basis that cash flow from operating activities will be clearly positive and that, as in previous years, there will be no liquidity squeezes. The overall assessment by the Executive Board is valid as of the time of publication of this combined management report.

Deutsche Börse AG (Disclosures based on the HGB)

In contrast to the consolidated financial statements, the single-entity financial statements of Deutsche Börse AG are not prepared in accordance with International Financial Reporting Standards (IFRS) but in accordance with the Handelsgesetzbuch (HGB, German Commercial Code) and the supplementary provisions of the Aktiengesetz (AktG, German Stock Corporation Act).

Business and operating environment

General situation of the company
Deutsche Börse AG is the parent company of Deutsche Börse Group. Its business activities primarily comprise the cash and derivative markets as well as IT and Market Data + Services. The performance of the Clearstream segment is reflected in the business performance of Deutsche Börse AG mainly because of the profit and loss transfer agreement with Clearstream Holding AG. In view of this, the business and operating environment of Deutsche Börse AG is essentially the same as that of Deutsche Börse Group. These are described in detail in the “Macroeconomic and sector-specific conditions” section.

Overview of Deutsche Börse AG’s course of business in the year under review
Deutsche Börse AG recorded a lower result in 2013 than in the previous year, primarily because of difficult market conditions and a decline in the result from equity investments, which was impacted mainly by provisions for a settlement offer.

Sales revenue fell by 3 per cent to €1,076.8 million (2012: €1,110.3 million). The largest contribution to sales was provided by the Eurex segment, in which sales revenue amounted to €625.8 million (2012: €649.1 million). At €744.2 million, the company’s total costs (staff costs, impairment losses relating to intangible assets and property, plant and equipment, and other operating expenses) were 7 per cent higher than in the previous year (2012: €692.6 million).

In 2013, the result from investments of Deutsche Börse AG was €138.9 million (2012: €307.6 million). Income from the transfer of profit amounting to €102.1 million (2012: €215.4 million) contributed to this result. There was also a partial reversal of the impairment of the profit participation rights of Deutsche Börse AG in Eurex Frankfurt AG amounting to €21.4 million (2012: €56.7 million). This reversal is a result of the profit generated by Eurex Frankfurt AG in financial year 2013. Income from investments also included dividends amounting to €15.5 million (2012: €23.1 million).

Performance figures of Deutsche Börse AG

	2013 €m	2012 €m	Change %
Sales revenue	1,076.8	1,110.3	–3
Total costs	744.2	692.6	7
Result from investments	138.9	307.6	–55
EBIT	596.4	844.6	–29
Result from ordinary business activity (EBT)	513.5	726.3	–29
Net income	412.8	605.7	–32
Earnings per share (€)	2.24[1]	3.23[1]	–31

1) Calculation based on weighted average of shares outstanding

Sales revenue by segment

	2013 €m	2012[1] €m	Change %	2012[2] €m
Eurex	625.8	649.1	–4	660.2
Market Data + Services	279.3	283.6	–2	196.6
Xetra	157.4	164.7	–5	232.4
Clearstream	14.3	12.9	10	21.1
Total	**1,076.8**	**1,110.3**	**–3**	**1,110.3**

1) Revenue restated to reflect the new organisational structure of the segments
2) Revenue before the new organisational structure of the segments

Earnings before interest and taxes (EBIT) fell by 29 per cent to €596.4 million (2012 adjusted: €844.6 million). Net income amounted to €412.8 million, falling by 32 per cent (2012: €605.7 million).

Results of operations of Deutsche Börse AG

Deutsche Börse AG's revenue fell in 2013 by 3 per cent to €1,076.8 million (2012: €1,110.3 million). The "Sales revenue by segment" table shows how this revenue breaks down among the company's segments.

Please refer to the "Eurex segment" section for details of the performance of the Eurex derivatives segment. The reasons for any deviations from the information in the above-mentioned section lie in the fact that developments in the US derivatives market operated by the International Securities Exchange (ISE) do not directly affect Deutsche Börse AG's business.

Information on the business development in the Xetra segment can mainly be found in the "Xetra segment" section. The revenue attributable to the Clearstream segment is derived from IT services that Deutsche Börse AG provides to companies in the Clearstream Holding AG subgroup. The results of operations in the Market Data + Services segment are essentially explained in the "Market Data + Services segment" section. Please note that business developments at the subsidiary STOXX Ltd. have no direct impact on Deutsche Börse AG's business performance.

Other operating income increased slightly in the year under review to €112.3 million (2012: €109.2 million). This is basically due to the income resulting from currency valuation of US-dollar loans which increased to €14.5 million (2012: €7.5 million).

In the year under review, total costs increased by 7 per cent compared to 2012 to €744.2 million (2012: €692.6 million). Their composition is presented in the "Overview of total costs" table.

Staff costs increased year-on-year by 22 per cent to €167.8 million (2012: €138.0 million) in the year under review. Additional costs primarily result from efficiency programmes. In the year under review, amortisation and depreciation relating to intangible assets and property, plant and equipment increased by 10 per cent to €35.7 million (2012: €32.5 million). This increase is essentially due to higher depreciation on IT hardware amounting to €24.6 million (2012: €22.0 million). Other operating expenses increased year-on-year by 4 per cent mainly due to higher expenses resulting from cost of agency agreements amounting to €222.3 million (2012: €201.8 million).

The result from ordinary business activity fell by 29 per cent to €513.5 million (2012: €726.3 million) compared to the previous year. The margin before taxes decreased from 65 per cent to 48 per cent.

Development of profitability

Deutsche Börse AG's return on equity represents the ratio of the result after tax to the average equity that was at the disposal of the company in 2013. It fell compared to 2012, mainly because of the poorer result, from 27.4 per cent to 18.5 per cent.

Financial position of Deutsche Börse AG

As at the reporting date on 31 December 2013, cash funds amounted to €203.0 million (2012: €281.1 million) including cash, current account balances at banks and fixed deposits.

The company received dividends totalling €15.5 million (2012: €23.1 million). The decline is primarily due to the lower distribution by STOXX Ltd., which fell to €7.8 million (2012: €15.0 million).

Deutsche Börse AG can draw on external credit lines amounting to €605.0 million (2012: €605.0 million), which had not been used as at 31 December 2013. In addition, the company has an opportunity for flexible, short-term financing provided by a commercial paper programme involving a total facility of €2.5 billion in various currencies. Commercial paper amounting to €100.0 million (2012: nil) was in circulation at the end of the year.

Deutsche Börse AG uses a Group-wide cash pooling process to guarantee an optimal allocation of liquidity within Deutsche Börse Group, thus ensuring that all subsidiaries are able to meet their payment obligations at all times.

In the past financial year, Deutsche Börse AG issued a corporate bond with a face value of €600 million. There are also other euro-denominated bonds with a face value totalling €600 million and US dollar bonds with a face value in the amount of US$460 million. Please see the “Financial position” section for more information on these bonds.

In 2013, Deutsche Börse AG generated cash flow from operating activities amounting to €552.3 million (2012: €456.6 million). The increase in operating cash flow was mainly due to lower cash outflows in connection with trade receivables from affiliated companies.

The cash flow from investing activities came to €–73.0 million (2012: €–371.0 million). The rise was mainly due to the lower investments in financial assets compared to the previous year.

Cash flow from financing activities in the year under review was €–483.1 million (2012: €–526.1 million). The increase is predominantly due to the lower dividend. The dividend fell from €2.30 to €2.10 per share; in addition, there was no special distribution of €1.00 per share. This resulted for financial year 2013 in a cash outflow of €386.5 million (2012: €622.9 million).

Overview of total costs

	2013 €m	2012 €m	Change %
Staff costs	167.8	138.0	22
Depreciation/amortisation	35.7	32.5	10
Other operating expenses	540.7	522.1	4
Total	**744.2**	**692.6**	**7**

Cash flow statement (condensed)

	2013 €m	2012 €m
Cash flows from operating activities	552.3	456.6
Cash flows from investing activities	–73.0	–371.0
Cash flows from financing activities	–483.1	–526.1
Cash and cash equivalents as at 31 December	–245.5	–241.7

As at the reporting date, 31 December 2013, cash and cash equivalents amounted to €–245.5 million (2012: €–241.7 million). They include liquid funds amounting to €203.0 million (2012: €281.1 million) minus liabilities from cash pooling amounting to €448.5 million (2012: €522.7 million) and liabilities to banks in the amount of €0 million (2012: €0.1 million).

Net assets of Deutsche Börse AG

As at 31 December 2013, the non-current assets of Deutsche Börse AG amounted to €4,280.8 million (2012: €4,221.7 million). The largest part was accounted for by shares in affiliated companies amounting to €3,283.2 million (2012: €3,086.3 million), primarily from the investment in Clearstream Holding AG and from loans to affiliated companies of €868.3 million (2012: €996.9 million).

Shares in affiliated companies rose by €185.0 million, mainly due to the capital reversal of profit participation rights amounting to €150.0 million and a capital increase of €20.0 million of Clearstream Holding AG.

Loans to affiliated companies in the year under review fell by €128.6 million, above all due to the above-mentioned reversal. The reversal of of the write-down on the profit participation rights of Eurex Frankfurt AG amounting to €21.4 million had an oppositional effect.

In the year under review, investments by Deutsche Börse AG in intangible assets and property, plant and equipment amounting to €18.1 million (2012: €36.4 million) were lower than the write-downs; these came to €35.7 million (2012: €32.5 million).

Receivables from and liabilities towards affiliated companies include charges for Group-internal services and the amounts invested by Deutsche Börse AG within the scope of cash pooling arrangements. Receivables from affiliated companies are mainly due as a result of the existing profit transfer agreement with Clearstream Holding AG; they amount to €102.1 million (2012: €215.4 million). Liabilities towards affiliated companies mainly arise from cash pooling in the amount of €448.6 million (2012: €509.5 million) and trade receivables amounting to €53.1 million (2012: €47.9 million).

Deutsche Börse AG receives fees for most of its services shortly after the end of each month. Accordingly, trade receivables as at the end of the year amounted to €117.0 million (2012: €118.8 million).

Non-current assets (condensed)

	2013 €m	2012 €m
Intangible assets	10.2	13.5
Tangible assets	63.5	77.8
Financial assets	4,207.1	4,130.4
Non-current assets as at 31 December	**4,280.8**	**4,221.7**

Employees’ per country/region

	31 Dec 2013	%
Germany	964	93.7
United Kingdom	50	4.9
France	7	0.7
Rest of Europe	6	0.6
Asia	1	0.1
Total Deutsche Börse AG	**1,028**	**100**

In the year under review, net working capital came to €–468.9 million (2012: €–438.1 million). The change is primarily attributable to a decrease in liabilities towards affiliated companies.

Employees of Deutsche Börse AG

In the year under review, the number of employees at Deutsche Börse AG increased by 16 to 1,028 as at 31 December 2013 (31 December 2012: 1,012). On average, 1,014 employees worked for Deutsche Börse AG during financial year 2013.

In the course of financial year 2013, 49 employees left Deutsche Börse AG, resulting in a fluctuation rate of 4.8 per cent.

As at 31 December 2013, Deutsche Börse AG employed personnel at eight locations throughout the world. Details on countries/regions, employee age structure as well as the length of service of the company's employees are illustrated in the tables below and on the previous page.

As at 31 December 2013, 69.5 per cent of Deutsche Börse AG's employees were graduates. This figure is calculated on the basis of the number of employees holding a degree from a university, university of applied sciences, or professional academy, and employees who have completed studies abroad. In total, the company invested an average of 2.2 days per employee in staff training.

Remuneration report of Deutsche Börse AG

As the structure and design principles of the remuneration system correspond to those of Deutsche Börse Group, please refer to the remuneration report in this corporate report.

Corporate governance declaration in accordance with section 289a HGB

The corporate governance declaration in accordance with section 289a HGB applies to Deutsche Börse Group and Deutsche Börse AG, please refer to the corporate governance declaration made on behalf of the Group.

Age structure of employees

	31 Dec 2012	%
Under 30 years	69	6.7
30 to 39 years	222	21.6
40 to 49 years	458	44.6
Over 50 years	279	27.1
Total Deutsche Börse AG	**1,028**	**100**

Employees length of service

	31 Dec 2012	%
Less than 5 years	208	20.2
5 to 15 years	478	46.5
Over 15 years	342	33.3
Total Deutsche Börse AG	**1,028**	**100**

Opportunities and risks facing Deutsche Börse AG

As the opportunities and risks facing Deutsche Börse AG and the measures and processes for dealing with them are essentially the same as for Deutsche Börse Group, please refer to the "Risk report" and "Report on opportunities" sections for more information. Deutsche Börse AG's share of the opportunities and risks of its equity investments and subsidiaries is fundamentally proportionate to the size of its shareholding. Risks that threaten the existence of the Eurex Clearing AG subsidiary have a direct impact on Deutsche Börse AG as it has issued a guarantee ("Patronatserklärung"). Further information on the guarantee issued to Eurex Clearing AG is available in the "Other obligations and transactions not included in the balance sheet" section contained in the notes to the annual financial statements of Deutsche Börse AG.

The description of the internal control system (ICS) stipulated in section 289 (5) HGB is given in the "Internal management" section.

Report on events after the balance sheet date at Deutsche Börse AG

The key events that have occurred after the balance sheet date correspond to the events described in the report on post-balance sheet date events.

Report on expected developments at Deutsche Börse AG

The expected development of Deutsche Börse AG's business is largely subject to the same factors as those of Deutsche Börse Group. The corresponding disclosures and quantitative information on Deutsche Börse AG are provided in the report on expected developments.

Remuneration report

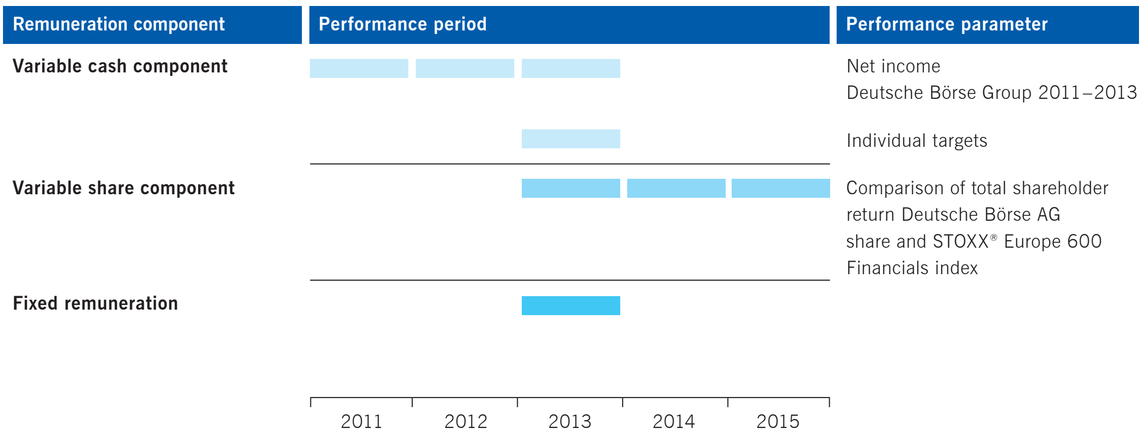
This remuneration report is a component of the combined management report. The report reflects the requirements of the Handelsgesetzbuch (HGB, the German Commercial Code) and the International Financial Reporting Standards (IFRSs), respectively, as well as the German Accounting Standard (GAS) 17 “Reporting on the Remuneration of Members of Governing Bodies”. In addition, the report corresponds to the requirements of the German Corporate Governance Code (the Code).

Executive Board remuneration

Remuneration system and targets CR

The Executive Board remuneration is designed in a way that rewards sustainably successful and responsible corporate governance. The remuneration system provides incentives based on multi-year assessment periods and aims to prevent unjustifiable risks from being taken. The company’s economic performance, stakeholder management, succession planning for management positions, employee satisfaction as well as the value contribution made to the economy and society over the medium and long term, are key components of the remuneration system within the target definition and within the measurement of the achievement of the target criteria.

System of the Executive Board remuneration



Variable cash remuneration (range 0–200 per cent), pay-out spring 2014
Variable share remuneration (range 0–200 per cent), pay-out spring 2016
Fixed remuneration, pay-out in twelve equal payments in 2013

The remuneration of the Executive Board is determined by the entire Supervisory Board. The Personnel Committee is responsible for preparing the Supervisory Board's decision. The Supervisory Board regularly reviews the appropriateness of the Executive Board remuneration. In spring 2013, an appropriateness review was conducted taking into account the ratio of the Executive Board compensation for the remuneration of the senior management and the workforce as a whole as well as in the temporal development.The chart "System of the Executive Board remuneration" outlines the Executive Board remuneration system.

Non-performance-related remuneration components

Non-performance-related remuneration consists of a monthly fixed basic remuneration as well as ancillary contractual benefits.

Fixed remuneration

The members of the Executive Board receive a fixed basic salary in twelve monthly instalments. The basic salary represents approximately 30 per cent of the total target remuneration for one year. It is reviewed by the Supervisory Board on a regular basis, at least every two years.

Ancillary contractual benefits

In addition to the basic remuneration, the members of the Executive Board receive certain ancillary contractual benefits. These include the provision of an appropriate company car for business and personal use. Tax is payable by the Executive Board members on the pecuniary benefit arising from private use. In addition, members of the Executive Board receive taxable contributions towards private pensions. The company also takes out insurances for them, like an accident insurance and a D&O insurance. The D&O insurance policy includes a deductible of 10 per cent of the damages arising from the insured event, with the maximum deductible per year set by the Supervisory Board at 1.5 times the fixed annual remuneration of the relevant Executive Board member.

Performance-related remuneration components

The performance-related remuneration represents approximately 70 per cent of the total target remuneration for the year and consists of variable cash and variable share components. Starting in the year under review, the reference periods for performance measurement are based on the past three years for the variable cash component and on the next three years for the variable share component. Consequently, in the year under review, the variable cash component was determined based on performance in 2011 to 2013 and the variable share component was based on the period from 2013 to 2015.

Variable cash component

The Supervisory Board establishes the 100 per cent target value of the variable cash component in euros for every Executive Board member each year. Two parameters are used to measure the extent to which targets have been met:

Achievement of the Group's net income target: Two-thirds of the variable cash component are based on meeting a specified net income target for the Group. This measure takes into account the Group's net income for the current financial year and the two preceding years. The degree to which the targets have been achieved is defined for each of the three financial years, and can range from a lower limit of 0 per cent to an upper limit of a maximum of 200 per cent. The average level of target achievement is then used to calculate two-thirds of the variable cash component for the current financial year. The Supervisory Board can take into account exceptional, one-off effects when determining the level of target achievement.

Achievement of individual targets: One-third of the variable cash component is determined based on the degree to which each member of the Executive Board has achieved their individual targets. The individual targets are set in each case for the current financial year and include specific requirements of particular importance for the individual management areas. Target achievement is determined after the year has come to an end by the Supervisory Board for each Executive Board member. For the target achievement for the individual targets and the total variable cash component a range from a lower limit of 0 per cent and an upper limit of maximum 200 per cent is defined.

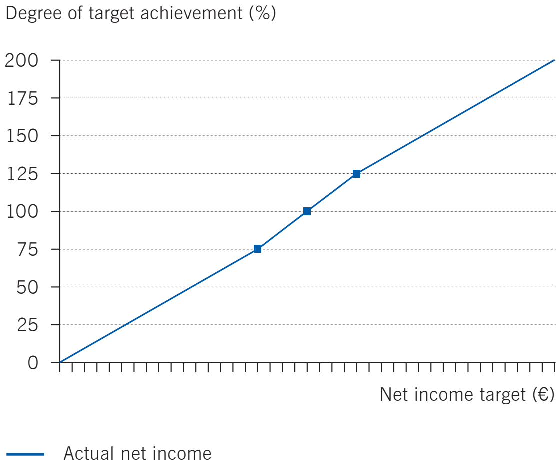
Variable share component

The Supervisory Board establishes the 100 per cent target value for the variable share component for each Executive Board member in euros. Based on this target value, a number of phantom Deutsche Börse shares is calculated for each member of the Executive Board at the beginning of the financial year. This is done by dividing the euro amount of the target share component by the average share price (Xetra® closing price) in the two calendar months before the target value is determined. An entitlement to the variable stock bonus only arises at the end of the three-year performance period (vesting period) and is settled fully in cash. The stock bonus is variable in two ways: the first variable is the number of phantom Deutsche Börse shares, which depends on the relative performance of Deutsche Börse's total shareholder return (TSR) compared to the TSR of the STOXX® Europe 600 Financials Index. The second variable is the share price at the end of the period.

The number of shares calculated at the end of the vesting period is multiplied by the share price applicable on that date (average price/Xetra closing price of Deutsche Börse's shares in the preceding two full calendar months).

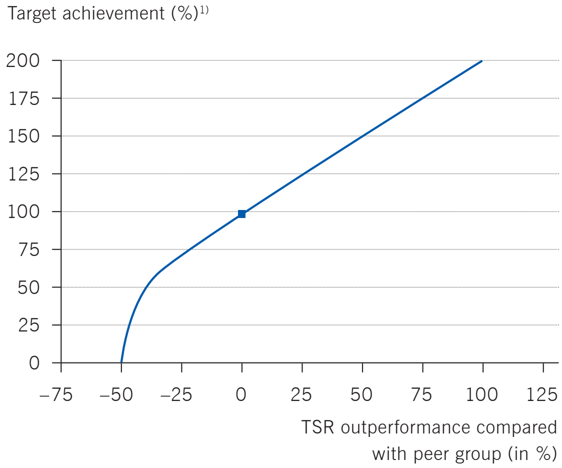
Measurement of the target achievement for the variable cash component

Comparison of the net income target with the actual net income



Measurement of the target achievement for the variable stock bonus

Comparison of Deutsche Börse AG's total shareholder return with that of STOXX® 600 Financials (peer group)



1) Cap at 200 per cent

If the average performance of Deutsche Börse AG's TSR in the vesting period moves parallel to the average TSR of the benchmark index, the number of phantom shares remains unchanged at the end of this period. If the TSR of Deutsche Börse AG is 50 per cent or less than the index's TSR, the number of phantom shares falls to nil. If the TSR of Deutsche Börse AG is at least twice the index's TSR, the number of phantom shares doubles. Concerning the variable share component, a double cap exists. Firstly, the performance of the allocated phantom shares is restricted to a maximum of 200 per cent, at the ratio of Deutsche Börse AG's TSR to the TSR of the peer group. Secondly, the Supervisory Board settled a maximum of 250 per cent of the original target value as the upper limit for the cash payment of the variable share component.

2013 expense for share-based payments

(2010 tranche)

	Expense recognised (2010 tranche) € thous.	Carrying amount as at the balance sheet date (2010 tranche) € thous.
Reto Francioni	63.1	0
Andreas Preuss	52.3	0
Frank Gerstenschläger[1) 2)]	32.3	0
Michael Kuhn[3)]	41.1	0
Gregor Pottmeyer	34.9	0
Hauke Stars[4)]	0	0
Jeffrey Tessler	41.4	0
Total	**265.1**	**0**

1) Left the Executive Board at the end of 31 March 2013
2) The outstanding tranches 2011–2013 were settled with the departure of Frank Gerstenschläger.
3) Left the Executive Board at the end of 31 December 2012
4) Appointed to the Executive Board effective 1 December 2012

2013 expense for share-based payments

(2011 to 2013 tranches)

	Expense recognised (2011 to 2013 tranches) € thous.	Carrying amount as at the balance sheet date (2011 to 2013 tranches) € thous.
Reto Francioni	1,336.0	1,969.6
Andreas Preuss	1,108.4	1,634.0
Frank Gerstenschläger[1)]	871.3	0
Michael Kuhn[2)]	657.2	1,069.6
Gregor Pottmeyer	791.8	1,142.3
Hauke Stars[3)]	204.7	215.5
Jeffrey Tessler	875.9	1,291.2
Total	**5,845.3**	**7,322.2**

1) Left the Executive Board at the end of 31 March 2013. The outstanding tranches 2011–2013 were settled with the departure of Frank Gerstenschläger.
2) Left the Executive Board at the end of 31 December 2012
3) Appointed to the Executive Board effective 1 December 2012

2013 total expense for share-based payments

(Prior-year figures in brackets)

	Expense recognised (total) € thous.	Carrying amount as at the balance sheet date (total) € thous.
Reto Francioni	1,399.1 (913.2)	1,969.6 (1,416.3)
Andreas Preuss	1,160.7 (751.2)	1,634.0 (1,174.9)
Frank Gerstenschläger[1]	903.6 (464.2)	0 (724.2)
Michael Kuhn[2]	698.3 (591.2)	1,069.6 (921.6)
Gregor Pottmeyer	826.7 (443.4)	1,142.3 (783.3)
Hauke Stars[3]	204.7 (10.8)	215.5 (10.8)
Jeffrey Tessler	917.3 (565.8)	1,291.2 (928.5)
Total	**6,110.4** **(3,739.8)**	**7,322.2** **(5,959.6)**

1) Left the Executive Board at the end of 31 March 2013. The outstanding tranches 2011–2013 were settled with the departure of Frank Gerstenschläger.
2) Left the Executive Board at the end of 31 December 2012
3) Appointed to the Executive Board effective 1 December 2012

A modified Black-Scholes option pricing model (Merton model) was used to measure the stock options arising from the variable share component. It is based on the following valuation parameters:

Valuation parameters

(2011 to 2013 tranches)

		Share component 2013	Share component 2012	Share component 2011
Term		3 years	2 years	1 year
Risk-free interest rate	%	0.24	0.13	0.11
Volatility	%	23.87	20.28	22.81
Deutsche Börse share price[1]	€	60.20	60.20	60.20
Dividend yield	€	3.49	3.49	3.49
Fair value	€	56.04	57.99	60.02
Relative total shareholder return	%	8.25	0.03	11.69

1) Share price as at 31 December 2013 (Xetra® closing price)

Number of phantom shares 2013

		Number of phantom shares on the grant date	Adjustments of number of phantom shares since the grant date[1]	Number of phantom shares as at 31 Dec 2013
Reto Francioni	Tranche 2013	17,597	1,452	19,049
	Tranche 2012	18,204	6	18,210
	Tranche 2011	14,866	1,738	16,604
	Total 2011 to 2013 tranches			**53,863**
Andreas Preuss	Tranche 2013	14,598	1,206	15,804
	Tranche 2012	15,101	5	15,106
	Tranche 2011	12,322	1,452	13,774
	Total 2011 to 2013 tranches			**44,684**
Frank Gerstenschläger[2] [3]	Tranche 2013	2,249	–2,249	0
	Tranche 2012	9,308	–9,308	0
	Tranche 2011	7,601	–7,601	0
	Total 2011 to 2013 tranches			**0**
Michael Kuhn[4]	Tranche 2013	0	0	0
	Tranche 2012	11,847	4	11,851
	Tranche 2011	9,674	1,131	10,805
	Total 2011 to 2013 tranches			**22,656**
Gregor Pottmeyer	Tranche 2013	12,584	1,039	13,623
	Tranche 2012	10,068	4	10,072
	Tranche 2011	8,222	962	9,184
	Total 2011 to 2013 tranches			**32,879**
Hauke Stars[5]	Tranche 2013	9,753	805	10,558
	Tranche 2012	935	1	936
	Tranche 2011	0	0	0
	Total 2011 to 2013 tranches			**11,494**
Jeffrey Tessler	Tranche 2013	11,536	952	12,488
	Tranche 2012	11,934	4	11,938
	Tranche 2011	9,745	1,140	10,885
	Total 2011 to 2013 tranches			**35,311**
	Total of 2011 to 2013 tranches			200,887

1) The adjustments to and number of phantom shares on the balance sheet date are based on the result of the performance comparison since the grant date (total shareholder return comparison with peer group) and are indicative for 2013. The number may change as a result of the performance comparison based on the total shareholder return in 2014 and 2015.
2) Left the Executive Board at the end of 31 March 2013
3) The outstanding tranches 2011–2013 were settled with the departure of Frank Gerstenschläger.
4) Left the Executive Board at the end of 31 December 2012
5) Appointed to the Executive Board effective 1 December 2012

Amount of Executive Board remuneration

The following tables (“Granted contributions” and “Inflows”) show the remuneration awarded to each Executive Board member for financial years 2013 and 2012 in accordance with no. 4.2.5 (3) of the German Corporate Governance Code. The information according to section 314 of the HGB previously presented in the „Total Executive Board remuneration“ table is now outlined in the „Inflows“ table.

Granted contributions

	Reto Francioni CEO			
	2013 € thous.	2013 (min) € thous.	2013 (max) € thous.	2012 € thous.
Fixed remuneration	1,100.0	1,100.0	1,100.0	1,100.0
Ancillary benefits	21.3	21.3	21.3	17.0
Total	**1,121.3**	**1,121.3**	**1,121.3**	**1,117.0**
One-year variable remuneration (individual targets)	503.7	0	1,007.3	503.7
Multi-year variable remuneration	1,846.3	0	4,112.2	1,846.3
thereof variable cash component (consolidated net income-target)	1,007.3	0	2,014.7	1,007.3
thereof variable share component (SBP)	839.0	0	2,097.5	839.0
Total	**3,471.3**	**1,121.3**	**6,240.8**	**3,467.0**
Service cost	1,248.3	1,248.3	1,248.3	0
Total remuneration	**4,719.6**	**2,369.6**	**7,489.1**	**3,467.0**

1) Left the Executive Board at the end of 31 March 2013
2) Left the Executive Board at the end of 31 December 2012

	Gregor Pottmeyer			
	2013 € thous.	2013 (min) € thous.	2013 (max) € thous.	2012 € thous.
Fixed remuneration	650.0	650.0	650.0	600.0
Ancillary benefits	26.0	26.0	26.0	17.3
Total	**676.0**	**676.0**	**676.0**	**617.3**
One-year variable remuneration (individual targets)	278.7	0	557.4	278.7
Multi-year variable remuneration	1,157.3	0	2,614.6	1,021.3
thereof variable cash component (consolidated net income-target)	557.3	0	1,114.6	557.3
thereof variable share component (SBP)	600.0	0	1,500.0	464.0
Total	**2,112.0**	**676.0**	**3,848.0**	**1,917.3**
Service cost	295.0	295.0	295.0	298.6
Total remuneration	**2,407.0**	**971.0**	**4,143.0**	**2,215.9**

3) Appointed to the Executive Board effective 1 December 2012

	Andreas Preuss Deputy CEO				Frank Gerstenschläger[1]				Michael Kuhn[2]			
	2013 € thous.	2013 (min) € thous.	2013 (max) € thous.	2012 € thous.	2013 € thous.	2013 (min) € thous.	2013 (max) € thous.	2012 € thous.	2013 € thous.	2013 (min) € thous.	2013 (max) € thous.	2012 € thous.
	800.0	800.0	800.0	800.0	145.0	n.a.	n.a.	580.0	0	n.a.	n.a.	650.0
	29.1	29.1	29.1	29.0	7.2	n.a.	n.a.	28.2	0	n.a.	n.a.	20.1
	829.1	**829.1**	**829.1**	**829.0**	**152.2**	**n.a.**	**n.a.**	**608.2**	**0**	**n.a.**	**n.a.**	**670.1**
	418.0	0	836.0	418.0	64.3	n.a.	n.a.	257.0	0	n.a.	n.a.	328.0
	1,532.0	0	3,412.0	1.532.0	235.8	n.a.	n.a.	943.0	0	n.a.	n.a.	1,202.0
	836.0	0	1,672.0	836.0	128.5	n.a.	n.a.	514.0	0	n.a.	n.a.	656.0
	696.0	0	1,740.0	696.0	107.3	n.a.	n.a.	429.0	0	n.a.	n.a.	546.0
	2,779.1	**829.1**	**5,077.1**	**2,779.0**	**452.2**	**n.a.**	**n.a.**	**1,808.2**	**0**	**n.a.**	**n.a.**	**2,200.1**
	837.2	837.2	837.2	684.0	0	n.a.	n.a.	56.9	0	n.a.	n.a.	240.9
	3,616.3	**1,666.3**	**5,914.3**	**3,463.0**	**452.2**	**n.a.**	**n.a.**	**1,865.1**	**0**	**n.a.**	**n.a.**	**2,441.0**

	Hauke Stars[3]				Jeffrey Tessler			
	2013 € thous.	2013 (min) € thous.	2013 (max) € thous.	2012 € thous.	2013 € thous.	2013 (min) € thous.	2013 (max) € thous.	2012 € thous.
	580.0	580.0	580.0	48.3	747.6	747.6	747.6	729.4
	51.1	51.1	51.1	4.8	32.0	32.0	32.0	32.0
	631.1	**631.1**	**631.1**	**53.1**	**779.6**	**779.6**	**779.6**	**761.4**
	278.3	0	556.7	23.2	330.0	0	660.0	330.0
	1,021.7	0	2,275.9	85.2	1,210.0	0	2,695.0	1,210.0
	556.7	0	1,113.4	46.4	660.0	0	1,320.0	660.0
	465.0	0	1,162.5	38.8	550.0	0	1,375.0	550.0
	1,931.1	**631.1**	**3,463.7**	**161.5**	**2,319.6**	**779.6**	**4,134.6**	**2,301.4**
	207.0	207.0	207.0	0	0	0	0	94.0
	2,138.1	**838.1**	**3,670.7**	**161.5**	**2,319.6**	**779.6**	**4,134.6**	**2,395.4**

Inflows

	Reto Francioni CEO 2013 € thous.	Reto Francioni CEO 2012 € thous.	Andreas Preuss[1] Deputy CEO 2013 € thous.	Andreas Preuss[1] Deputy CEO 2012 € thous.
Fixed remuneration	1,100.0	1,100.0	800.0	800.0
Ancillary benefits[6]	21.3	17.0	29.1	29.0
Total	**1,121.3**	**1,117.0**	**829.1**	**829.0**
One-year variable remuneration (individual targets)	535.6	481.8	451.4	399.9
Multi-year variable remuneration	1,912.1	1,507.5	1,600.6	1,219.5
Variable cash component (consolidated net income target)	1,071.1	963.7	902.9	799.8
Variable share component (SBP 2009/2010)	841.0	543.8	697.7	419.7
Total	**3,569.0**	**3,106.3**	**2,881.1**	**2,448.4**
Service cost	1,248.3	0	837.2	683.7
Total remuneration (DCGK)	**4,817.3**	**3,106.3**	**3,718.3**	**3,132.1**
SBP for the remuneration year[7]	839.0	839.0	696.0	696.0
less variable share component (SBP 2009/2010)	–841.0	–543.8	–697.7	–419.7
less service cost	–1,248.3	0	–837.2	–683.7
Total remuneration (section 314 of the HGB)	**3,567.0**	**3,401.5**	**2,879.4**	**2,724.7**
Number of phantom shares[8]	17,597	18,204	14,598	15,101

1) Deutsche Börse AG contributes €228.0 thousand (2012: €215.7 thousand) to total remuneration for Andreas Preuss. This amount is composed as follows: non-performance related remuneration: €64.0 thousand (2012: €64.0 thousand), other remuneration from ancillary contractual benefits: nil (2012: nil), variable cash component: €108.3 thousand (2012: €96.0 thousand), number of phantom shares: 1,168 (2012: 1,209), their amount at the grant date: €55.7 thousand (2012: €55.7 thousand)
2) Left the Executive Board at the end of 31 March 2013. The outstanding 2011–2013 tranches of the SBP were settled with the departure of Frank Gerstenschläger.
3) Left the Executive Board at the end of 31 December 2012
4) Appointed to the Executive Board effective 1 December 2012
5) Deutsche Börse AG does not contribute to total remuneration for Jeffrey Tessler. Clearstream International S.A. pays out 100 per cent of the remuneration.
6) Other remuneration (ancillary benefits) comprises salary components such as taxable contributions towards private pensions, taxable lump-sum telephone allowances/living expenses, and company car arrangements.
7) Corresponds to the 100 per cent target value for the 2013 phantom stock bonus. The variable share component under the 2013–2015 performance assessment will be paid out in 2016.
8) The number of stock options at the 2013 grant date is calculated by dividing the target for the stock bonus by the average share price (Xetra® closing price) of Deutsche Börse shares in the calendar months January and February 2013 (€47.68). The number of phantom shares is indicative and may change as a result of the performance comparison based on total shareholder return.

	Frank Gerstenschläger[2)]		Michael Kuhn[3)]		Gregor Pottmeyer		Hauke Stars[4)]		Jeffrey Tessler[5)]		Total	
	2013 € thous.	2012 € thous.	2013 € thous.	2012 € thous.	2013 € thous.	2012 € thous.	2013 € thous.	2012 € thous.	2013 € thous.	2012 € thous.	2013 € thous.	2012 € thous.
	145.0	580.0	0	650.0	650.0	600.0	580.0	48.3	747.6	729.4	4,022.6	4,507.7
	7.2	28.2	0	20.1	26.0	17.3	51.1	4.8	32.0	32.0	166.7	148.4
	152.2	**608.2**	**0**	**670.1**	**676.0**	**617.3**	**631.1**	**53.1**	**779.6**	**761.4**	**4,189.3**	**4,656.1**
	64.3	233.0	0	291.9	291.7	266.6	289.5	23.2	350.9	315.7	1,983.4	2,012.1
	1,429.8	730.7	547.3	922.7	1,048.4	533.2	578.9	46.4	1,253.1	990.5	8,370.2	5,950.5
	128.5	466.0	0	583.9	583.3	533.2	578.9	46.4	701.8	631.4	3,966.5	4,024.4
	1,301.3	264.7	547.3	338.8	465.1	0	0	0	551.3	359.1	4,403.7	1,926.1
	1,646.3	**1,571.9**	**547.3**	**1,884.7**	**2,016.1**	**1,417.1**	**1,499.5**	**122.7**	**2,383.6**	**2,067.6**	**14,542.9**	**12,618.7**
	0	56.9	0	240.9	295.0	298.6	207.1	0	0	94.0	2,587.6	1,374.1
	1,646.3	**1,628.8**	**547.3**	**2,125.6**	**2,311.1**	**1,715.7**	**1,706.6**	**122.7**	**2,383.6**	**2,161.6**	**17,130.5**	**13,992.8**
	107.3	429.0	0	546.0	600.0	464.0	465.0	38.8	550.0	550.0	3,257.3	3,562.8
	–1,301.3	–264.7	–547.3	–338.8	–465.1	0	0	0	–551.3	–359.1	–4,403.7	–1,926.1
	0	–56.9	0	–240.9	–295.0	–298.6	–207.1	0	0	–94.0	–2,587.6	–1,374.1
	452.3	**1,736.2**	**0**	**2,091.9**	**2,151.0**	**1,881.1**	**1,964.5**	**161.5**	**2,382.3**	**2,258.5**	**13,396.5**	**14,255.4**
	2,249	9,308	0	11,847	12,584	10,068	9,753	935	11,536	11,934	68,317	77,397

Retirement benefits

Mr Francioni, Mr Pottmeyer and Mr Tessler are entitled to pension benefits after reaching the age of 60, Ms Stars after reaching the age of 62, Mr Gerstenschläger and Mr Preuss after reaching the age of 63, provided that they are no longer in the employment of Deutsche Börse AG in each case at that time. There are two different retirement benefit systems for Deutsche Börse AG's Executive Board members: Executive Board members who were appointed for the first time before 1 January 2009 receive a defined benefit pension. Executive Board members who were appointed for the first time after that date receive a defined contribution pension. The pensionable income and the present value of the existing pension commitments as at 31 December 2013 are presented in the table on page 87.

Like his fellow Executive Board members, Mr Tessler is entitled to pension payments which are secured by a trust agreement. As the trust assets are held under German jurisdiction, but the pension commitments are governed by Luxembourg law and Mr Tessler is a US citizen, he risks incurring an additional tax burden. In order to minimise this risk for Mr Tessler, the Supervisory Board decided to secure his pension commitments by transferring the trust assets to a pension plan or fund domiciled in Luxembourg. Transfer and legal consultation are subject to one-off fees of up to €25 thousand. In addition, management costs will amount to up to €10 thousand per year. Furthermore, Mr Tessler will receive compensation of up to €800 thousand if a tax is incurred upon payment of his pension.

Defined benefit retirement benefit system

After reaching the contractually agreed retirement age, members of the Executive Board to whom the defined benefit retirement benefit system is applicable receive a specified percentage (replacement rate) of their individual pensionable income as a pension. This is subject to the Executive Board member in question having served on the Executive Board for at least three years and having been reappointed at least once. Pensionable income is determined and regularly reviewed by the Supervisory Board. When the term of office began, the replacement rate was 30 per cent. It rose by 5 percentage points with each reappointment, up to a maximum of 50 per cent. The provisions of the defined benefit retirement benefit system apply to Mr Francioni, Mr Gerstenschläger, Mr Preuss and Mr Tessler.

Defined contribution retirement benefit system

For Executive Board members to whom the defined contribution retirement benefit system applies, the company makes a contribution in the form of a capital component in each calendar year they serve on the Executive Board. This contribution is determined by applying an individual replacement rate to the pensionable income. As in the defined benefit retirement benefit system, the pensionable income is determined and regularly reviewed by the Supervisory Board. The annual capital components calculated in this way bear annual interest of 3 per cent. The provisions of the defined contribution retirement benefit system apply to Mr Pottmeyer and Ms Stars.

Retirement benefits

	Pensionable income[1]	Replacement rate		Present value/defined benefit obligation		Pension expense	
	2013	as at 31 Dec 2013	as at 31 Dec 2012	as at 31 Dec 2013	as at 31 Dec 2012	2013	2012
	€ thous.	%	%	€ thous.	€ thous.	€ thous.	€ thous.
Defined benefit system							
Reto Francioni	1,000.0	40.0	40.0	12,148.2	10,647.8	1,248.3	0
Andreas Preuss	600.0	40.0	40.0	6,712.8	5,796.8	837.2	683.7
Frank Gerstenschläger[2]	500.0	40.0	40.0	–	4,269.5	0	56.9
Michael Kuhn[3]	500.0	50.0	50.0	–	5,794.0	0	240.9
Jeffrey Tessler[4]	577.8	40.0	40.0	5,221.9	4,166.8	0	94.0
Total	**3,177.8**			**24,082.9**	**30,674.9**	**2,085.5**	**1,075.5**
Defined contribution system							
Gregor Pottmeyer	500.0	48.0	48.0	1,368.8	1,035.9	295.0	298.6
Hauke Stars[5]	500.0	36.0	36.0	225.8	22.9	207.1	–
Total	**1,000.0**			**1,594.6**	**1,058.8**	**502.1**	**298.6**

1) Since 2010, pensionable income is no longer based on fixed remuneration, but is reviewed and determined by the Supervisory Board.
2) Left the Executive Board at the end of 31 March 2013
3) Left the Executive Board at the end of 31 December 2012
4) Deutsche Börse AG does not contribute to total remuneration for Jeffrey Tessler. Clearstream International S.A. pays out 100 per cent of the remuneration.
5) Appointed to the Executive Board effective 1 December 2012

Early retirement pension

Members of the Executive Board who have a defined benefit pension are entitled to an early retirement pension if the company does not extend their contract, unless the reason for this is attributable to the Executive Board member or would justify termination without notice of the Executive Board member's contract. The amount of the early retirement pension is calculated in the same way as the retirement benefits by applying the relevant replacement rate to the pensionable income. Again, this is subject to the Executive Board member having served on the Executive Board for at least three years and having been reappointed at least once. Members of the Executive Board who have a defined contribution pension are not eligible for early retirement benefits.

Death and permanent occupational incapacity benefits

In the event of the permanent occupational incapacity of a member of Deutsche Börse AG's Executive Board, the company is entitled to retire the Executive Board member in question. Permanent occupational incapacity exists if an Executive Board member is unable to perform his or her professional activities for more than six months and it is not expected that his or her occupational capacity will be regained within a further six months. In such cases, Executive Board members who have a defined benefit pension plan receive the amount calculated by applying the relevant replacement rate to the pensionable income. Executive Board members with a defined contribution pension plan receive the benefit assets acquired when the benefits fall due, plus an allocated amount. The allocated amount corresponds to the full annual pension contribution that would have been due in the year of leaving service multiplied by the number of years between the benefits falling due and the Executive Board member reaching the age of 60 or 62.

In the event of the death of an Executive Board member, his or her spouse receives 60 per cent of the above amount and each dependent child receives 10 per cent (25 per cent for full orphans), up to a maximum of 100 per cent of the pension contribution.

Transitional payments

In the event of permanent occupational incapacity, the agreements under the defined benefit retirement benefit system for Deutsche Börse AG's Executive Board provide for a transitional payment in addition to the benefits described above. The amount of this payment corresponds to the amount of the target variable remuneration (cash and stock bonuses) in the year in which the benefits fall due. It is paid out in two tranches in the two subsequent years. In the case of the death of an Executive Board member, his or her spouse receives 60 per cent of the transitional payment.

Severance payments

In the event of early termination of an Executive Board member's contract of service other than for good cause, any payments made to the Executive Board member may not exceed the remuneration for the residual term of the contract of service and may also not exceed the value of two total annual remuneration payments (severance payment cap). The payment is calculated based on the total remuneration in the past financial year and, where appropriate, the expected total remuneration for the current financial year. The Supervisory Board may exceed the upper limit in exceptional, justified cases.

Change of control

If an Executive Board member is asked to stand down within six months of a change of control, he or she is entitled to a severance payment equal to two total annual remuneration payments or the value of the residual term of his or her contract of service, where this is less than two years. This entitlement may be increased to 150 per cent of the severance payment. If an Executive Board member resigns within six months of the change of control because his or her position as a member of the Executive Board is significantly negatively impacted as a result of the change of control, the Supervisory Board may decide at its discretion whether to grant a severance payment of the above-mentioned amount.

Other provisions

Secondary employment

Additional appointments or sideline activities entered into by individual members of the Executive Board require the approval of the entire Executive Board and the Chairman of the Supervisory Board or, in certain cases, the entire Supervisory Board, which has delegated granting such approval to the Personnel Committee. If a member of the Executive Board is remunerated for an office performed at an affiliate of Deutsche Börse AG, this is offset against the Executive Board member's entitlement to remuneration from Deutsche Börse AG.

Loans to Executive Board members

The company did not grant any advances or loans to members of the Executive Board in financial year 2013, and there are no loans or advances from previous years to members of the Executive Board.

Payments to former members of the Executive Board

Former members of the Executive Board or their surviving dependents received payments of €1.9 million in the year under review (2012: €1.6 million). The actuarial present value of the pension obligations as at the balance sheet date was €54.0 million in the year under review (2012: €41.5 million).

Supervisory Board remuneration

The members of the Supervisory Board receive a fixed annual remuneration of €70 thousand. The Chairman receives remuneration of €170 thousand and the Deputy Chairman receives €105 thousand. Members of Supervisory Board committees receive additional fixed annual remuneration of €30 thousand for each committee position they hold. This amount rises to €35 thousand for members of the Audit Committee. The committee chairmen's remuneration is €40 thousand, or €60 thousand for the Chairman of the Audit Committee. If a Supervisory Board member belongs to several Supervisory Board committees, only the work in a maximum of two committees is remunerated. The remuneration for the work in the two most highly remunerated committees is awarded. Supervisory Board members who only belong to the Supervisory Board for part of the financial year, receive one-twelfth of the fixed annual remuneration and, if applicable, of the remuneration for their committee membership for each month or part month of membership.

Remuneration paid to members of the Supervisory Board for advisory and agency services

In the year under review, €164.4 thousand and CHF 6.6 thousand (2012: €42.5 thousand) was paid to Richard Berliand Limited for advisory and agency services. Richard Berliand is Managing Director and general partner of Richard Berliand Limited. Likewise, in 2013 a contract was concluded with Mayer Brown LLP, Washington; €17.8 thousand (2012: €2.0 thousand) was paid. Friedrich Merz is a partner at Mayer Brown LLP. In addition, a consulting agreement was concluded with Cohesive Flexible Technologies Corporation (Cohesive FT) during the year under review. For this purpose €128.9 thousand (2012: nil) was paid in financial year 2013. Craig Heimark holds an interest in Cohesive FT. All above-mentioned agreements expired prior to 31 December 2013.

Supervisory Board remuneration [1) 2)]

	Membership		Non-performance related remuneration		Performance-related remuneration [3)]	
	2013	2012	2013 € thous.	2012 € thous.	2013 € thous.	2012 € thous.
Joachim Faber (Chairman since 16 May 2012)	full year	full year	250.0	192.3	–	6.7
Gerhard Roggemann (Deputy Chairman)	full year	full year	165.0	151.3	–	6.7
Herbert Bayer [4)]	–	1 Jan–16 May	–	28.3	–	6.7
Richard Berliand	full year	full year	140.0	114.2	–	6.7
Birgit Bokel [4)]	–	1 Jan–16 May	–	28.3	–	6.7
Irmtraud Busch	full year	16 May–31 Dec	100.0	64.0	–	1.3
Karl-Heinz Floether	full year	16 May–31 Dec	130.0	83.2	–	1.3
Marion Fornoff	full year	16 May–31 Dec	100.0	64.0	–	1.3
Hans-Peter Gabe	full year	full year	100.0	88.3	–	6.7
Manfred Gentz (Chairman until 16 May 2012) [4)]	–	1 Jan–16 May	–	77.5	–	6.7
Richard M. Hayden	full year	full year	100.0	120.8	–	6.7
Craig Heimark	full year	full year	110.0	96.7	–	6.7
Konrad Hummler [4)]	–	1 Jan–16 May	–	32.5	–	6.7
David Krell	full year	full year	100.0	86.7	–	6.7
Hermann-Josef Lamberti [4)]	–	1 Jan–16 May	–	20.0	–	6.7
Monica Mächler	full year	16 May–31 Dec	100.0	64.0	–	1.3
Friedrich Merz	full year	full year	105.0	97.9	–	6.7
Thomas Neiße	full year	full year	100.0	95.0	–	6.7
Heinz-Joachim Neubürger	full year	16 May–31 Dec	135.0	86.1	–	1.3
Roland Prantl [4)]	–	1 Jan–16 May	–	28.3	–	6.7
Erhard Schipporeit	full year	full year	130.0	112.5	–	6.7
Jutta Stuhlfauth	full year	16 May–31 Dec	100.0	64.0	–	1.3
Norfried Stumpf [4)]	–	1 Jan–16 May	–	28.3	–	6.7
Martin Ulrici	full year	16 May–31 Dec	100.0	64.0	–	1.3
Johannes Witt	full year	full year	105.0	89.6	–	6.7
Total			**2,170.0**	**1,977.8**	**–**	**129.7**

1) See note 39 in the notes to the consolidated financial statements for details of the long-term incentive components.
2) The recipient of the remuneration is determined individually by the members of the Supervisory Board.
3) Performance-related payment based on the former remuneration system which was applied until May 2012
4) Left the Supervisory Board on 16 May 2012

Corporate governance declaration

The corporate governance declaration in accordance with section 289a of the Handelsgesetzbuch (HGB, German Commercial Code) is part of the combined management report. In this declaration, the Executive Board and Supervisory Board of Deutsche Börse AG report on the following: the declaration of conformity in accordance with section 161 of the Aktiengesetz (AktG, German Stock Corporation Act), relevant information on corporate governance practices, Executive and Supervisory Board working practices, as well as the composition and working practices of the Supervisory Board committees.

Declaration of conformity in accordance with section 161 of the AktG

On 9 December 2013, the Executive Board and Supervisory Board of Deutsche Börse AG issued the following declaration of conformity:

"Declaration of Conformity – December 2013

Declaration of Conformity regarding the German Corporate Governance Code in accordance with section 161 of the German Stock Corporation Act
Section 161 of the German Stock Corporation Act (AktG) requires the Executive Board and the Supervisory Board of a listed stock corporation to declare annually that the recommendations of the "Government Commission German Corporate Governance Code" published by the Federal Ministry of Justice in the official section of the Federal Gazette have been and are being met or, if not, which recommendations have not been or are not being applied and why not.

For the period since the last declaration of conformity dated 10 December 2012 until 9 June 2013, the declaration set out below refers to the version of the Code as of 15 May 2012. Since 10 June 2013, the declaration refers to its current version as of 13 May 2013, published in the Federal Gazette on 10 June 2013.

The Executive Board and the Supervisory Board of Deutsche Börse AG declare that the recommendations of the "Government Commission German Corporate Governance Code" have been and will be met with few deviations. For the details, please see below:

1. Deductible in the D&O policy for the Supervisory Board (no. 3.8 (3) of the Code)
On the yearly renewal of the D&O policy, Deutsche Börse AG will agree on a deductible in the D&O policy for the Supervisory Board and comply with the recommendation in no. 3.8 (3) of the Code thereafter.

So far, Deutsche Börse AG had not followed the recommendation to agree on a deductible in the D&O policy for the Supervisory Board. There was some concern that agreeing a deductible could impede the company's ability to staff its Boards with international members, as agreeing on a deductible is not always common practice in other countries. After a thorough analysis of the pros and cons of agreeing a deductible, the company decided to agree on it in the future.

2. Agreement of severance payment caps when concluding Executive Board contracts and of change of control clauses (no. 4.2.3 (4) and (5) of the Code)

2.1 Severance payment caps pursuant to no. 4.2.3 (4) of the Code

Severance payment caps agreed upon in all current contracts with the members of the Executive Board complied and will continue to comply with the recommendation no. 4.2.3 (4) of the Code. As in the past, however, the Supervisory Board reserves the right to deviate from no. 4.2.3 (4) of the Code in the future under certain circumstances. The Supervisory Board is of the opinion that a deviation may become necessary in extraordinary cases.

2.2 Change-of-control-clauses in Executive Board contracts pursuant to no. 4.2.3 (5) of the Code

From now on, all of the Executive Board contracts contain change-of-control-clauses in accordance with the Code. The recommendation in no. 4.2.3 (5) of the Code is therefore complied with. Deviations from the recommendation of the Code – which could still be found whilst the renewal process of the contracts was on-going in the past – no longer exist."

The annual declaration of conformity in accordance with section 161 of the AktG can also be found on the Internet at www.deutsche-boerse.com/declconformity. The declaration of conformity for the previous five years can also be accessed there.

Information on corporate governance practices CR

Behavioural guidelines

Deutsche Börse Group's global orientation requires that binding policies and standards of behaviour are applied at each of its locations around the world. The principles for cooperation are aimed in particular at ensuring responsibility, respect and mutual esteem. They are also applied when implementing the Group's business model. Communication with customers, investors, employees and the public is based on timely information and transparency. In addition to profit-based activity, Deutsche Börse's business is managed using recognised social responsibility standards.

Group-wide Code of Ethics

Responsible actions and behaviour depend on values that are shared by all employees throughout the Group. The Code of Ethics adopted by the Executive Board and applicable throughout the Group lays the foundation for this and sets minimum ethical and legal standards. It is equally binding on members of the Executive Board and on all other managers and employees of the Group. In addition to specific rules, it provides general guidance as to how employees can contribute to putting the values it lays down into practice in their daily work. The aim of the Code of Ethics is to set out guidance for working together in the company on a day-to-day basis, to help resolve any conflicts and to meet ethical and legal challenges.

The Code of ethics for employees of Deutsche Börse Group can be found at www.deutsche-boerse.com > Corporate Responsibility > Our responsibility > Guideline > Code of ethics.

Code of Conduct for Suppliers and Service Providers

Deutsche Börse Group demands that high standards are met not only by its management and its employees, but also by its suppliers. The Code of Conduct for Suppliers and Service Providers requires them to respect human rights and employee rights and to comply with minimum standards. Most suppliers have signed up to these conditions and almost all other business partners have made voluntary commitments that correspond to or exceed Deutsche Börse Group's standards. Service providers and suppliers must sign up to the Code or an equivalent voluntary commitment as a prerequisite for doing business with Deutsche Börse Group. The Code is regularly reviewed in the light of current developments and amended as necessary. The Code of Conduct for Suppliers and Service Providers can be found on the Internet at www.deutsche-boerse.com > Corporate Responsibility > Our responsibility > Guideline > Code of Conduct.

Values

Deutsche Börse Group's business activities are based on the legal frameworks and ethical standards of the different countries in which it operates. The Group underscores the values to which it attaches importance in particular by joining initiatives and organisations that stand for generally accepted ethical standards. The relevant memberships are as follows:

- **United Nations Global Compact** (www.globalcompact.de): The UN Global Compact is an international agreement between companies and the United Nations. By participating, Deutsche Börse Group has agreed to meet minimum social and ecological standards along its entire value chain.
- **Diversity Charter** (www.charta-der-vielfalt.de): As a signatory to the Diversity Charter, the company is committed to acknowledging, respecting and promoting the diversity of its workforce, customers and business associates – irrespective of their age, gender, disability, race, religion, nationality, ethnic background, sexual orientation, or identity.
- **International Labour Organisation** (www.ilo.org): This UN agency is the international organisation responsible for drawing up and overseeing international labour standards; it brings together representatives of governments, employees and employers to jointly shape policies and programmes.
- **The German Sustainability Code** (www.nachhaltigkeitsrat.de): The German Council for Sustainable Development adopts the German Sustainability Code and recommends that the political and business communities use it extensively as a voluntary instrument. Since 2011, Deutsche Börse Group has published an annual declaration of conformity with the German Sustainability Code.

Sector-specific policies

Deutsche Börse Group's pivotal role in the financial sector requires that it handles information, and especially sensitive data and facts, responsibly. To ensure that employees comply with this, several sets of rules are in force in the Group. These cover both legal requirements and special policies applicable to the industry segment concerned, such as the whistleblowing system and risk and control management policies.

Whistleblowing system

Deutsche Börse Group's whistleblowing system gives employees and external service providers an opportunity to report non-compliant behaviour. Deutsche Börse Group has engaged Deloitte & Touche to act as an external ombudsman and to receive any relevant information submitted by phone or e-mail. The whistleblowers' identity will remain anonymous at all times and will not be revealed to Deutsche Börse Group.

Risk and control management policies

Functioning control systems are an important part of stable business processes. Deutsche Börse's Group-wide control systems are embedded in an overarching framework. Among other things, this takes into account the legal requirements, the recommendations of the German Corporate Governance Code, international regulations and recommendations and other company-specific policies.

The managers responsible for the different elements of the control system are in close contact with each other and with the Executive Board and report regularly to the Supervisory Board or its committees. The Group also has a Group-wide risk management system that covers, and provides mandatory rules for, functions, processes and responsibilities. Details on the internal control system and risk management at Deutsche Börse Group can be found in the combined management report.

Executive and Supervisory Board working practices

The dual board principle, which assigns separate, independent responsibilities to the Executive Board and the Supervisory Board, is a fundamental principle of the German Stock Corporation Act. The actions of Deutsche Börse AG's governing bodies and committees are based on the principle of responsible corporate governance. This aims to promote long-term value creation through transparency and a values-driven approach, and hence to help guarantee the company's long-term success.

Executive Board of Deutsche Börse AG

The Executive Board heads up Deutsche Börse AG and Deutsche Börse Group. The Board has had five members since April 2013. Its duties include defining the Group's corporate goals and strategic orientation, managing and monitoring the operating units, and establishing and monitoring an efficient risk management system. The Executive Board is responsible for preparing the quarterly and half-yearly financial reports as well as the consolidated and annual financial statements of Deutsche Börse AG. In addition, its job is to ensure that legal requirements and official regulations are complied with.

The members of the Executive Board are jointly responsible for all aspects of management. Irrespective of the collective responsibility of all members of the Executive Board, each member manages the areas of the company assigned to them in the Board's schedule of responsibilities independently and on their own responsibility. In addition to the business areas, there are functional responsibilities; apart from the office of the Chief Executive Officer, these comprise Finance (including Investor Relations), Risk Management, Human Resources and Compliance. Business-related responsibilities refer to the operating business areas, such as cash market activities and the derivatives business, securities settlement and custody, information technology and the market data business. Further details of the Executive Board's work are set out in bylaws that the Supervisory Board has adopted for the Executive Board. These bylaws specify, among other things, matters reserved for the full Executive Board, special measures that require the approval of the Supervisory Board, and other procedural details and resolution procedures.

The Executive Board meets regularly for Executive Board meetings; these are convened by the Chief Executive Officer, who coordinates the work of the Executive Board. Any Executive Board member can demand that a meeting be convened. In accordance with its bylaws, the full Executive Board normally takes decisions on the basis of resolutions passed by a simple majority of the members voting on the resolution. If a vote is tied, the Chairman's vote is decisive. The Chairman also has a veto, although he cannot enforce a resolution against a majority vote.

The Executive Board can establish temporary Executive Board committees and appoint advisory boards to implement audits or reviews, or prepare Executive Board resolutions, although it did not make use of this option in financial year 2013.

More information on the Executive Board, its composition, the members' individual appointments and their biographies can be viewed at www.deutsche-boerse.com/execboard.

Close cooperation between Executive Board and Supervisory Board

The Executive and Supervisory Boards work closely together on the basis of mutual trust. They perform their duties in the interests of the company with the aim of achieving a sustainable increase in value. The Executive Board provides the Supervisory Board with regular, timely and comprehensive information on the course of business. In addition, the Executive Board informs the Supervisory Board regularly on all issues concerning corporate planning, business development, the risk situation and risk management, compliance, and the company's control systems. The Chairman of the Executive Board reports to the Supervisory Board without delay, verbally or in writing, on any matters that are of special importance to the company. The company's strategic orientation is discussed and coordinated in detail with the Supervisory Board and its implementation discussed at regular intervals. In particular, the chairmen of the two Boards maintain regular contact and discuss the company's strategy, business performance and risk management. Moreover, the Supervisory Board can request a report from the Executive Board at any time, especially on matters relating to Deutsche Börse AG and on business transactions at subsidiaries that could have a significant impact on the position of Deutsche Börse AG.

Supervisory Board of Deutsche Börse AG

The Supervisory Board supervises and advises the Executive Board in the management of the company. It supports it in significant business decisions and provides assistance in matters of strategic importance. The Supervisory Board has defined measures that require the approval of the Supervisory Board in the bylaws for the Executive Board. In addition, the Supervisory Board is responsible in particular for appointing the members of the Executive Board, for specifying the total remuneration of each Executive Board member and for examining the consolidated financial statements and the annual financial statements of Deutsche Börse AG. The work of the Supervisory Board in the 2013 financial year is explained in the report of the Supervisory Board.

Two-thirds of the Supervisory Board's members are shareholder representatives and one-third are employee representatives. In accordance with the Articles of Association of Deutsche Börse AG, the Supervisory Board currently has 18 members. Its period of office is three years; the latest period began at the Annual General Meeting in 2012, whereby the periods of office for the shareholder and employee representatives are identical.

The Supervisory Board holds regular meetings in February, March, May, June, September and December. In addition, extraordinary meetings are held as required. The committees also hold regular meetings and, where necessary, extraordinary meetings. The Supervisory Board passes its resolutions with a simple majority. It regularly reviews the efficiency of its work, discusses areas for improvement and resolves suitable measures to achieve this wherever necessary.

With regard to its composition, the Supervisory Board has resolved a requirements catalogue, which specifies certain targets. It defines basic qualifications, such as an understanding of business issues, basic knowledge and understanding of the German corporate governance system, analytical and strategic abilities as well as integrity and suitability of character for the position. In addition, company-specific qualification requirements have been defined on the basis of the business model, concrete objectives and specific regulations applicable to Deutsche Börse Group. They include in particular:

- sound knowledge of exchanges and capital markets,
- accounting, finance, risk management and compliance,
- information technology and the clearing and settlement business and
- experience of regulatory requirements.

Moreover, the requirements catalogue resolved by the Supervisory Board contains specific targets for the adequate representation of women and specifies a sufficient number of independent Supervisory Board members. Information on the composition profile for the Supervisory Board can be found in the corporate governance report on page 73f.

The committees of the Supervisory Board and their working practices

The Supervisory Board has established committees with the aim of improving the efficiency of its work by dealing with complex matters in smaller groups and preparing them for the Supervisory Board. Additionally, the Supervisory Board has delegated individual decision-making powers to the committees, to the extent that this is legally permissible. The committee meetings are convened by the chairman of the committee concerned. In the year under review, the Supervisory Board had established six committees. In its meeting on 19 February 2014, the Supervisory Board resolved to establish the interim committee Risk Management Roadmap. The committee has been established for the period until the end of the Annual General Meeting of Deutsche Börse AG in 2015. Wherever necessary, the individual responsibilities and the rules of procedure for adopting resolutions have been incorporated into the bylaws for the Supervisory Board. The rules of procedure of the committees correspond to those of plenary meetings of the Supervisory Board. The tasks and composition of the individual committees are summarised in the table below. The chairmen report to the plenary meeting about the subjects addressed in, and resolutions passed by, the committee meetings. Information on the Supervisory Board's activities and meetings for the reporting period can be found in the report of the Supervisory Board on pages 58 to 60.

More information on the Supervisory Board and its committees, its composition, the members' individual appointments and their biographies can be viewed at www.deutsche-boerse.com/supervboard. Information on the treatment of potential conflicts of interest is given in the report of the Supervisory Board on page 63.

The committees of the Supervisory Board:
Composition and responsibilities

Strategy Committee

Members	Composition
▪ Joachim Faber (Chairman) ▪ Richard Berliand ▪ Karl-Heinz Floether ▪ Hans-Peter Gabe ▪ Heinz-Joachim Neubürger ▪ Gerhard Roggemann ▪ Jutta Stuhlfauth	▪ Chairman of the Supervisory Board as committee chairman ▪ At least five other members, who are elected by the Supervisory Board **Responsibilities** ▪ Advises the Executive Board on matters of strategic importance to the company and its affiliated companies ▪ Addresses basic strategic and business issues as well as important projects for Deutsche Börse Group

Audit Committee

Members	Composition
▪ Erhard Schipporeit (Chairman) ▪ Friedrich Merz ▪ Heinz-Joachim Neubürger ▪ Johannes Witt	▪ At least four members, who are elected by the Supervisory Board ▪ Excluded from the chairmanship: the Chairman of the Supervisory Board, former members of the company's Executive Board whose appointment ended less than two years ago ▪ Prerequisite for the chairmanship of the committee: the person concerned must have specialist knowledge and experience in the application of accounting principles and internal control processes and must be independent **Responsibilities** ▪ Discussion of the annual budget and decision recommendation to the Supervisory Board ▪ Discussion of topics related to accounting and financial reporting processes as well as the reporting system ▪ Dealing with questions regarding compliance, risk management, including risk strategy and the internal auditing, in particular the adequacy and effectiveness of the risk management system, the compliance system and the internal control and auditing system ▪ Examination of the financial statement documents including the auditors' report on the annual and consolidated financial statements as well as the half-yearly and quarterly financial reports ▪ Reports to the Supervisory Board on the examination of the annual financial statements and the consolidated financial statements including management report and decision recommendation ▪ Engagement letter to the auditor, audit fee agreement, determination of the audit focus, obtaining of the statement of independence from the auditor, preparation of the Supervisory Board's proposal to the Annual General Meeting for the election of the auditor ▪ Preparation of the Declaration of Conformity to the German Corporate Governance Code in accordance with section 161 of the Aktiengesetz (AktG, German Stock Corporation Act) and the corporate governance declaration

Technology Committee

Members	Composition
▪ Craig Heimark (Chairman) ▪ Karl-Heinz Floether ▪ David Krell ▪ Martin Ulrici	▪ Normally four members, who are elected by the Supervisory Board **Responsibilities** ▪ Advises the plenary meeting of the Supervisory Board on all issues relating to developments in IT and the organisation of data processing at Deutsche Börse AG and its affiliated companies

Clearing and Settlement Committee

Members	Composition
▪ Richard Berliand (Chairman) ▪ Irmtraud Busch ▪ Monica Mächler ▪ Thomas Neiße	▪ Normally four members who are elected by the Supervisory Board **Responsibilities** ▪ Advises the plenary meeting of the Supervisory Board in particular on the assessment of relevant regulatory trends at national and European level and on estimating the impacts of these trends on Deutsche Börse Group

Personnel Committee

Members	Composition
▪ Joachim Faber (Chairman) ▪ Marion Fornoff ▪ Richard M. Hayden ▪ Gerhard Roggemann	▪ Chairman of the Supervisory Board as committee chairman ▪ At least three other members, who are elected by the Supervisory Board (of whom one must be an employee representative) **Responsibilities** ▪ Handles issues relating to the service contracts for Executive Board members and in particular the structure and amount of their remuneration ▪ Addresses personnel development and succession planning for the Executive Board ▪ Approves appointments of members of Deutsche Börse AG's Executive Board to other executive boards, supervisory boards, advisory boards and similar boards, honorary offices and secondary activities, as well as other related issues ▪ Approves the granting or revocation of general powers of attorney ▪ Approves cases in which the Executive Board agrees to retirement benefits for employees, grants other individually negotiated retirement benefits, or proposes to enter into works agreements establishing pension plans

Nomination Committee

Members	Composition
▪ Joachim Faber (Chairman) ▪ Richard M. Hayden ▪ Gerhard Roggemann	▪ At least three members: exclusively shareholder representatives who are also members of the Personnel Committee ▪ The Chairman of the Personnel Committee also chairs the Nomination Committee **Responsibilities** ▪ Proposes suitable candidates to the Supervisory Board for inclusion in the latter's election proposal to the Annual General Meeting

Interim Committee Risk Management Roadmap (since February 2014)

Members	Composition
▪ Erhard Schipporeit (Chairman) ▪ Friedrich Merz ▪ Heinz-Joachim Neubürger ▪ Johannes Witt ▪ Richard Berliand ▪ Joachim Faber ▪ Craig Heimark	▪ Respective Chairman of the Audit Committee as Chairman ▪ At least three members of the Supervisory Board, who are elected by the Supervisory Board **Responsibilities** The Committee has the task of monitoring the implementation of the Risk Management Roadmap, in particular comprising the following topics: ▪ Definition of the "best practice" Risk Management processes to be implemented ▪ Definition of Risk Appetite ▪ Risk-Governance

Frankfurt/Main, 5 March 2014
Deutsche Börse AG

Reto Francioni

Andreas Preuss

Gregor Pottmeyer

Hauke Stars

Jeffrey Tessler

Responsibility Statement by the Executive Board

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements of Deutsche Börse Aktiengesellschaft give a true and fair view of the assets, liabilities, financial position and profit and loss of the company, and the management report includes a fair review of the development and performance of the business and the position of the company, together with a description of the principal opportunities and risks associated with the expected development of the company.

Frankfurt/Main, 05 March 2014

Deutsche Börse Aktiengesellschaft

The Executive Board

Reto Francioni   Andreas Preuß   Gregor Pottmeyer

Hauke Stars   Jeffrey Tessler

Auditor´s Report

We have audited the annual financial statements, comprising the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system, and the combined management report of the Deutsche Börse AG, Frankfurt/Main for the business year from January 1 to December 31, 2013. The maintenance of the books and records and the preparation of the annual financial statements and combined management report in accordance with German commercial law (and supplementary provisions of the shareholder agreement/articles of incorporation) are the responsibility of the Company's management. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, and the combined management report based on our audit.

We conducted our audit of the annual financial statements in accordance with § 317 HGB [„Handelsgesetzbuch“: „German Commercial Code“] and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with [German] principles of proper accounting and in the combined management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements and the combined management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the annual financial statements and combined management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the annual financial statements comply with the legal requirements and give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with [German] principles of proper accounting. The combined management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Frankfurt/Main, March 5, 2014

KPMG AG
Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Signature	Signature
Braun	Dielehner
German Qualified	German Qualified
Auditor	Auditor