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e u r e x *circular 027/06*

Date: Frankfurt, February 13, 2006
Recipients: All Eurex members and vendors
Authorized by: Peter Reitz

⚠ **High Priority**

Degussa AG: Takeover Offer of RAG Projektgesellschaft mbH

Related Eurex Circulars: 115/05

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Content may be most important for:	**Attachments:**
➲ Front Office / Trading ➲ Middle + Back Office ➲ Auditing / Security Coordination	none

Summary:

RAG Projektgesellschaft mbH submitted a public takeover offer to the shareholders of Degussa AG, offering to purchase their shares pursuant to the German Securities Purchase and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz – WpÜG). The term for acceptance started on January 27, 2006 and will last until February 27, 2006. According to the bid documents RAG Projektgesellschaft mbH offers Degussa AG shareholders to purchase their shares against a cash payment of EUR 42.00 each.

The effects of the takeover offer on the remaining series of the Eurex option on shares of Degussa AG (DGX) are described in this circular.

Degussa AG: Takeover Offer of RAG Projektgesellschaft mbH

RAG Projektgesellschaft mbH submitted a public takeover offer to the shareholders of Degussa AG, offering to purchase their shares pursuant to the German Securities Purchase and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz – WpÜG). The term for acceptance started on January 27, 2006 and will last until February 27, 2006. According to the bid documents RAG Projektgesellschaft mbH offers Degussa AG shareholders to purchase their shares against a cash payment of EUR 42.00 each.

The effects of the takeover offer on the remaining series of the Eurex option on Degussa AG shares (DGX) pursuant to number 2.6.10.1 (6) of the Contract Specifications for Futures Contracts and Options Contracts at Eurex Deutschland and Eurex Zürich are described in the following.

Should RAG Projektgesellschft mbH, in consequence of its offer, be entitled to purchase 95 percent of Degussa shares or more by the date the term of acceptance expires, trading in options on Degussa AG shares will be discontinued on the exchange trading day after which the majority shareholder has provided the equivalent due for the acquired stocks and, thus, may dispose of the respective shares (record date); trading will cease for those options on Degussa AG shares only, whose expiration date is after the record date. Whether the shareholder has actually acquired 95 percent of the target company, will be determined on the basis of § 30 WpÜG.

Irrespective of a possible extension of the term for acceptance, settlement of the offer might be delayed until beginning April 2006 due to the time limit of one of the bid's prerequisites (section 3.4 of the acquisition offer).

Exercised contracts will be settled in cash at the end of trading on the last trading day of the Eurex options on Degussa shares. The amount of the cash settlement will be determined by the difference between the price specified in the bid documents and the exercise price of the call or put, multiplied by the amount of shares underlying to the contract. Exchange participants may exercise their contracts within a term of five exchange trading days after trading in the corresponding option series has been discontinued.

As soon as the result of the exchange offer has been published and the above-mentioned record date has been determined, being fulfilled the prerequisites of number 2.6.10.1. (6) of the Contract Specifications for Futures Contracts and Options Contracts at Eurex Deutschland and Eurex Zürich, Eurex will announce to its exchange participants the last trading day of options on Degussa AG shares via the **Market Supervision Messages** window of the Eurex® system.

Should RAG Projektgesellschaft mbH be entitled to less than 95 percent of Degussa shares once the offer has been executed, the remaining option series on Degussa AG shares will continue to be traded without any change.

Frankfurt, February 13, 2006

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