

**DMG MORI**

AKTIENGESELLSCHAFT

COMPLETE TEXT OF

Memorandum and Articles of Association of  
DMG MORI AKTIENGESELLSCHAFT  
Bielefeld

STAND: MAY 2017

## § 1

- (1) The Company exists under the name DMG MORI AKTIENGESELLSCHAFT.
- (2) The registered office of the Company is in Bielefeld.

## § 2

- (1) The Company's purpose is the production, purchase and sale of machine tools and other machines, devices, equipment and facilities, as well as the machining and processing of metals and plastics.
- (2) The Company is entitled to establish branches, to participate in other companies, to acquire and found similar companies, as well as to conduct any other business activities which are conducive to the furtherance of the business purposes of the Company.

## § 3

The financial year corresponds to the calendar year.

## § 4

The Company shall publish its announcements in the electronic Federal Gazette.

## § 5

- (1) The share capital of the Company amounts to € 204,926,784.40 (in words: two hundred four million nine hundred twenty-six thousand seven hundred and eighty-four Euros and forty cents).
- (2) It is divided into 78,817,994 individual share certificates issued in the name of the bearer. The right of the shareholders for the certificated evidence of their shares is excluded.
- (3) The Executive Board is authorized to increase the share capital during the period until 15 May 2019, with the consent of the Supervisory Board, by a nominal amount of up to € 102,463,392.20 by issuing up to 39,408,997 new no-par value bearer shares against cash and / or non-cash contributions (authorized capital). The authorization may be exercised on one occasion or in partial amounts on several occasions.

The new shares may be subscribed by one or more credit institutions or companies designated by the Executive Board as provided for in § 186 para. 5 sentence 1 AktG (German Stock Corporation Act) with the obligation to offer such shares to the shareholders (indirect pre-emptive right). The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory pre-emptive right in the following cases:

- a) with respect to a partial amount of up to € 5,000,000.00, in order to issue shares to employees of the Company and enterprises affiliated with the Company;
- b) in the event of a non-cash capital increase against non-cash contributions for purposes of acquiring in appropriate situations other companies, divisions of companies or shareholdings in companies or other assets in exchange for shares;
- c) in the event of a cash capital increase, if the issue price for the new shares as finally determined by the Executive Board is not significantly below the stock exchange price within the meaning of §§ 203 para. 1 and 2, 186 para. 3 sentence 4 AktG and the total

proportionate amount of the share capital allocable to the new shares in respect of which the pre-emptive right is excluded does not exceed 10 % of the share capital either at the time when the authorization takes effect or at the time when it is exercised. Shares that are issued or sold during the term of the authorized capital with exclusion of the pre-emptive right of shareholders in direct or analogous application of § 186 para. 3 sentence 4 AktG count towards this 10 % limit;

d) in order to eliminate any fractional amounts from the pre-emptive right.

All shares issued under the above authorization with exclusion of the pre-emptive right in accordance with b) and c) may not exceed 20 % of the share capital either at the time when the authorization takes effect or at the time when it is exercised. Shares that are issued during the term of the above authorization with exclusion of pre-emptive rights from any other authorized capital count towards this 20 % limit; however, pre-emptive rights to settle fractional amounts or to issue shares to employees of the Company and enterprises affiliated with the Company do not count towards the 20 % limit.

The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorized to amend the Company's Articles of Association as the authorized capital is used from time to time or, if the authorized capital has not been used by 15 May 2019 or not used up in full, to cancel the authorized capital upon expiration of this deadline.

(4) The registered capital may be conditionally increased by up to € 37,500,000.00 through the issuance of up to 14,423,076 new no par bearer shares (conditional capital). The conditional capital increase facilitates the granting of new no par bearer shares to the holders of option or convertible bonds, which are issued by the Company (or one of the group companies under management of the Company) in return for cash payment on the basis of the authorization granted pursuant to the resolution under Agenda Item 7 of the Annual General Meeting dated 15 May 2009 and which grant a conversion or option right to the holder to new no par bearer shares or stipulate a conversion duty.

The new shares shall be issued at the option price or conversion price to be determined in accordance with the authorization resolution described above.

The capital increase may be carried out only to the extent necessary for the holders of the option rights or conversion rights or those obligated to convert bonds or exercise options to utilize their option rights or conversion right or, to the extent they are obligated to convert bonds or exercise options, they discharge their conversion / option exercise duty and pre-existing shares or the cash payments are not utilized.

The new shares, which are issued on the basis of the exercising of the option right or conversion right or the discharging of the conversion duty or option duty shall participate in profits from the beginning of the financial year in which they are formed.

## § 6

The form of the shares, bonds, dividend and interest warrants is determined by the Executive Board in accordance with the Supervisory Board.

## § 7

- (1) The Executive Board is composed of several members, including an Executive Board member who is responsible for personnel and social matters (Director of Labour Relations).
- (2) The Supervisory Board appoints the Executive Board members, specifies their number and organizes the allocation of duties. It can also appoint a Executive Board Chairman.

## § 8

- (1) The Company is represented by two Executive Board members or jointly by one Executive Board member and a prokurist (holder of a special statutory authority).
- (2) The Supervisory Board can decide that individual Executive Board members shall have sole representation of the Company.

## § 9

- (1) As stipulated by § 96 subsection 1 AktG in connection with §§ 7, 15 MitbestG (Co-Determination Act), the Supervisory Board is composed of 12 members. The Supervisory Board members are elected by the Annual General Meeting of Shareholders and remain in office until the end of the Annual General Meeting of Shareholders which passes formal approval of the directors' report for the fourth financial year following commencement of the term of office. In this case, the financial year in which the term of office commences, is not taken into account.

The election of the employee representatives in the Supervisory Board is conducted in accordance with the legislation on codetermination of employees (MitbestG); they are elected for the same term as the Supervisory Board members elected by the Annual General Meeting of Shareholders.

- (2) If, in the absence of a substitute member, a Supervisory Board member is elected to replace a member retiring prematurely, he shall hold office for the remainder of the term of office of the retiring member.

## § 10

- (1) Immediately after entering into its term of office, the Supervisory Board shall hold a meeting, to which the members have been invited in writing, to elect, following the procedure stipulated in § 27 MitbestG, a Supervisory Board Chairman and a Deputy Chairman from amongst its members for its term of office, as well as members who shall belong to the committee in accordance with § 27 subsection 3 MitbestG.

If the Supervisory Board Chairman or the Deputy Chairman retires prior to the end of the term of office, any individual Supervisory Board member can demand that an election is held immediately to replace the retiring member. This also applies if the Supervisory Board Chairman or the Deputy Chairman is prevented from fulfilling his duties for a long period of time.

The Supervisory Board can appoint further deputies to the Chairman from amongst its members subject to a simple majority of the votes cast.

- (2) The Supervisory Board meeting is called by the Supervisory Board Chairman.
- (3) The Supervisory Board is competent to pass a resolution if all the members have been sent prior notification to the address last given by them and if at least half of the total number of members required to form the Supervisory Board participate in passing the resolution.

Resolutions passed by the Supervisory Board, even if they are passed without calling a meeting in accordance with clause (4), shall always be subject to a simple majority of the votes cast unless otherwise provided for by legislation or the Memorandum and Articles of Association. The ballot procedure and agenda are determined by the Chairman.

If there is a tie in the Supervisory Board ballot, any individual Supervisory Board member is entitled to demand a new ballot on the same subject matter; this new ballot is to be preceded by another deliberation on the matter. If there is also a tie in the new ballot, the Supervisory Board Chairman shall have two votes.

§ 108 subsection 3 AktG is also applicable to the second vote cast by the Supervisory Board Chairman.

- (4) A resolution can also be passed at the request of the Chairman by voting in writing, by post or by telephone, provided no objections are raised by any of the members to this form of voting. Such resolutions shall be confirmed by the Chairman in writing and recorded in the minutes on the deliberations of the following meeting.
- (5) The Chairman makes the declaration of intention of the Supervisory Board and the committees. If the Deputy Chairman assumes the duties of the Chairman, he is not obliged to provide proof to third parties that the Chairman has been prevented from fulfilling his duties.
- (6) The Supervisory Board is authorized to form committees from amongst its members and to determine their duties. The committees can be assigned the right to take decisions insofar as this is permitted by law.
- (7) In other respects, the Supervisory Board shall determine its own rules of procedure.
- (8) The Supervisory Board is authorized to adopt amendments to the Memorandum and Articles of Association only if they concern the wording thereof.

## **§ 11**

- (1) Without prejudice to the power conferred on the Supervisory Board by law or by the Memorandum and Articles of Association, the following actions require its approval:
  - a) the appointment of fully authorized representatives and prokurists;
  - b) the engagement of employees who receive a fixed annual salary which exceeds the limit determined by the Supervisory Board or whose employment is not subject to termination for over three years;
  - c) the authorization of shares in the profit and of retirement pensions for employees of the Company;
  - d) the purchase and sale of real property and the mortgaging thereof;
  - e) the establishment and cessation of branches;
  - f) the participation in other companies, including the acquisition of shares or equity interests in other companies and the disposal thereof;
  - g) the conclusion and termination of Company and joint venture agreements.
- (2) The Supervisory Board can also determine other business operations which require its approval.

## § 12

- (1) Each member of the Supervisory Board shall receive – subject to the provisions of para. 2 hereinafter – in addition to the reimbursement of his expenses and including the value added tax applicable to the Supervisory Board compensation, a fixed remuneration of € 60,000.00, which shall be payable at the end of the financial year.
- (2) The chairman of the Supervisory Board shall receive 2½ times and each deputy shall receive 1½ times the compensation set forth in para. 1.
- (3) Members of committees – with the exception of the committee governed by § 27 para. 3 of the Co-Determination Act and the nomination committee – shall receive an additional fixed remuneration of € 18,000.00 for every committee membership, and furthermore, committee chairmen shall receive an additional fixed remuneration of € 18,000.00 for each chairmanship and deputy chairmen of committees shall receive an additional € 6,000.00. The compensation pursuant to the foregoing sentence 1 is payable annually at the end of the financial year.
- (4) Members of the Supervisory Board and committee members who were Supervisory Board members or committee members merely for a portion of the financial year shall receive compensation on a pro rata temporis basis.
- (5) The members of the Supervisory Board and its committees will receive a remuneration for attending meetings of the Supervisory Board and meetings of committees of the Supervisory Board in an amount of € 1,500.00 for each meeting attended by them as members.
- (6) The Company may take out liability insurance to the benefit of the members of the Supervisory Board to cover the statutory liability of the members of the Supervisory Board. Furthermore, it may take out legal protection insurance to cover the risks of prosecution and defense arising in connection with the Supervisory Board work performed by the members of the Supervisory Board.
- (7) This arrangement will for the first time apply for financial year 2015.

## § 13

- (1) The Executive Board shall submit, immediately after preparation, the annual financial statements and annual management report as well as the consolidated financial statements and consolidated management report to the Supervisory Board and auditor. At the same time, the Executive Board shall submit to the Supervisory Board its proposal to be put forward to the Annual General Meeting of Shareholders on the appropriation of the net profit. The Supervisory Board shall audit the documentation submitted by the Executive Board. On receipt of the Supervisory Board report on the result of the audit, the Executive Board shall immediately call an ordinary Annual General Meeting of Shareholders.
- (2) On approving the annual financial statements, the Executive Board and Supervisory Board are authorized to allocate, after deduction of the amounts to be allocated to the statutory reserve, up to 75 % of the annual net income remaining to other revenue reserves (§ 266 subsection 3 A. III. no. 4 HGB [Commercial Code]). The allocation of more than half of the net income is not permissible if the other reserves were to exceed half of the share capital after allocation.
- (3) The ordinary Annual General Meeting of Shareholders shall take place in the first eight months of each financial year.

## § 14

The Annual General Meeting of Shareholders is convened in accordance with statutory provisions either by the Executive Board or by the Supervisory Board. The Annual General Meeting shall be held at the Company's registered place of business (Bielefeld) or in another German city with at least 100,000 residents. Official notice of the Annual General Meeting shall be made at least 30 days prior to the day of the meeting. The notice period is extended by the number of days making up the registration deadline (§ 15).

## § 15

- (1) Each individual share certificate entitles the holder to one vote.
- (2) Shareholders, who wish to attend the Annual General Meeting or to exercise their vote, must register for the Annual General Meeting and prove their eligibility. The Company must receive the registration and proof of eligibility at least 6 days prior to the Annual General Meeting (registration period) at the address disclosed in the notice of the Annual General Meeting. The Executive Board is authorized – or, in the event notice is provided by the Supervisory Board, the Supervisory Board is authorized – to stipulate in the notice of the Annual General Meeting a shorter period of registration and proof, which may be up to 3 days prior to the Annual General Meeting.
- (3) A special notice of share ownership, which is prepared in text form, as defined by law (Textform), and issued by the custodian institution, is required for proof of eligibility pursuant to subsection (2) above. The proof of share ownership must relate to the point in time prescribed under the German Stock Corporation Act.

In the event there is doubt regarding the accuracy or authenticity of the eligibility proof, the Company may demand additional suitable evidence. If there is doubt regarding that evidence as well, then the Company may reject the shareholder's eligibility to attend the Annual General Meeting or to exercise a vote.

The registration and proof of eligibility must be completed in the German or English language.

- (4) The resolutions are passed by the Annual General Meeting of Shareholders subject to a simple majority of votes and, insofar as a majority of the share capital is required, subject to a simple majority of the share capital, unless otherwise required by law. In the case of a tie in the voting, the motion proposed shall be deemed denied.
- (5) The Chairman shall determine the voting procedure. He can decide to change the order of the subject matter of the meeting. The Chairman can impose a reasonable time limit on the right of the shareholders to put questions or speak.  
  
In particular, he is authorized to set a reasonable time limit at the beginning or in the course of the Annual General Meeting of Shareholders for the entire course of the Annual General Meeting of Shareholders, for an individual subject on the agenda or for an individual speaker.
- (6) If, in the case of an election, no majority is obtained on the first ballot, the two candidates who obtained most votes shall be short-listed for a second ballot. In the case of a tie, it shall be decided by drawing lots.
- (7) The grant of proxy, its revocation and proof of the authority granted vis-à-vis the Company must be in text form (Textform), as defined under German law. Notice of the Annual General Meeting shall contain the details about the grant of proxy, its revocation and its proof vis-a-vis the Company and may also include a simplified procedure. Section 135 of the German Stock Corporation Act remains applicable.

- (8) The Executive Board is also authorized to provide that shareholders may participate at the Annual General Meeting even without physically attending the meeting, either himself or through a proxy, and that they may exercise any or all of their rights either in whole or in part via electronic communication (online participation). The Executive Board may set specific rules regarding the scope and procedure for online participation.
- (9) The Executive Board is authorized to provide that shareholders may also cast their votes in writing or via electronic communication (so-called “postal voting”). It may issue specific rules regarding the procedure for postal voting.

## **§ 16**

The Annual General Meeting of Shareholders is chaired by the Supervisory Board Chairman or another Supervisory Board member appointed by him. In the event that neither the Supervisory Board Chairman nor a Supervisory Board member appointed by him takes the chair, the Chairman of the Annual General Meeting of Shareholders shall be elected subject to a simple majority of the votes cast from amongst the attending Supervisory Board members of the equity holders.

The shareholders meeting may be broadcast in whole or in part in sound and image, and may be recorded. The broadcast may occur in a form which gives unlimited access to the public. The details are regulated by the Executive Board (with approval of the Supervisory Board) as well as – during the shareholders meeting – by the chairperson. If a public broadcast is to take place, this and the relevant details need to be announced on the notice to the shareholders meeting.

## **§ 17**

- (1) Insofar as the General Meeting of Shareholders does not decide on different appropriation, the net profit shall be divided between the shareholders.
- (2) If new shares are issued, commencement of the entitlement to profit can diverge from the relevant statutory provision.

### **PLEASE NOTE**

The legally binding language for the Memorandum and Articles of Association of DMG MORI AKTIENGESELLSCHAFT (last submitted notary version of the document register) is German while the English version is a convenience translation only.

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