

DMG MORI

AKTIENGESELLSCHAFT

DMG MORI AKTIENGESELLSCHAFT BIELEFELD

ISIN-CODE: DE0005878003

SECURITY CODE NUMBER (WKN): 587800

115TH ANNUAL GENERAL MEETING

We hereby wish to invite the Company's shareholders to our 115th Annual General Meeting to be held at 10.00 a.m. on Friday, the 5th of May, 2017, in Hall 1 of Bielefeld City Hall (Stadthalle Bielefeld) in Bielefeld, Willy-Brandt-Platz 1, Germany.

ADDITIVE MANUFACTURING

TURNING

ULTRASONIC

MILLING

LASERTEC

GENERAL MEETING 2017

DIGITIZATION

DMG MORI IN BRIEF

With more than two billion euros in sales revenues and over 7,000 employees, DMG MORI is a worldwide leading manufacturer of cutting machine tools. As a global integrated machine tool company, we provide our customers with innovative machines, automation and complete technology solutions for the 'Automotive', 'Aerospace', 'Die & Mold' as well as 'Medical' industries.

Our range of products includes high-tech turning and milling machines, as well as Advanced Technologies, such as ULTRASONIC, LASERTEC and ADDITIVE MANUFACTURING. Our app-based control and operating software, CELOS and innovative products of Software Solutions enable us to shape the future for Industrie 4.0.

We also support our customers with a wide range of training, repair, maintenance and spare part services covering the entire machine life cycle.

As a 'Global One Company', together with our Japanese parent company, DMG MORI COMPANY LIMITED, we are present in 79 countries around the world. A total of 157 national and international locations are in direct contact to our customers.

AT A GLANCE

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Agenda

1. **Presentation of the formally adopted annual financial statements of DMG MORI AKTIENGESELLSCHAFT and the approved consolidated financial statements as of 31 December 2016, the management reports for DMG MORI AKTIENGESELLSCHAFT and its group including the explanatory report by the Executive Board on the information required pursuant to §§ 289 (4), 315 (4) of the German Commercial Code (Handelsgesetzbuch or “HGB”) and the report of the Supervisory Board for fiscal year 2016.**

In accordance with § 172 of the German Stock Corporation Act (Aktiengesetz or “AktG”), the Supervisory Board approved the annual financial statements and the consolidated financial statements, as prepared by the Executive Board, on 7 March 2017, thereby formally adopting the annual financial statements. Their adoption by the Annual General Meeting is therefore not required. The annual financial statements and management report, the consolidated financial statements and group management report, the Supervisory Board’s report and the Executive Board’s report on the disclosures required under takeover law have been made available to the Annual General Meeting in due time. In accordance with AktG, a resolution to adopt these financial statements is not required.

2. **Resolution on the ratification of acts of the Executive Board**

The Executive Board and the Supervisory Board propose the ratification of actions taken for fiscal year 2016 by the Executive Board members who were in office in fiscal year 2016.

3. **Resolution on the ratification of acts of the Supervisory Board**

The Executive Board and the Supervisory Board propose the ratification of actions taken for fiscal year 2016 by Supervisory Board members who were in office in fiscal year 2016.

4. **Resolution on the appointment of the auditor**

Upon recommendation of the Finance and Audit Committee, the Supervisory Board proposes the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, to serve as the Company’s auditor of the annual and consolidated financial statements for fiscal year 2017.

5. **By-election to the Supervisory Board**

Prof. Edgar Ernst has announced his resignation from his position as a shareholders’ representative on the Company’s Supervisory Board with effect from the close of the 115th Annual General Meeting. Thus, a successor will have to be elected in accordance with § 9 (2) of the Company’s articles of association. The term of his successor will end at the close of the Annual General Meeting deciding on the ratification of actions taken by the Supervisory Board in fiscal year 2017.

Pursuant to § 96 (2) AktG, § 25 (2) of the Introductory Act of the Stock Corporation Act (“EGAktG”), since 1 January 2016, a minimum quota of 30% women and 30% men must be observed when Supervisory Board members are elected (statutory minimum quota). The statutory minimum quota must be complied with by the Supervisory Board as a whole. However, the shareholders’ representatives and employee representatives on the Supervisory Board have objected to compliance by the Supervisory Board as a whole as permitted in

§ 96 (2) sentence 3 AktG. The minimum quota must therefore be achieved separately by both the shareholders' and employee representatives. Thus, the Supervisory Board will have to comprise at least two women and two men for both the shareholders' representatives and employee representatives. Until a female successor is appointed for Prof. Dr. Ernst, the shareholders' representatives only have one female member. Thus, the Annual General Meeting must elect another woman to the Supervisory Board as a successor to Prof. Ernst.

At the proposal of the Nomination Committee, the Supervisory Board proposes that Prof. Dr. Annette G. Köhler, Professor and Chair of Accountancy, Auditing & Controlling at the University of Duisburg-Essen, resident in Düsseldorf, be elected as a successor to Prof. Edgar Ernst as a shareholder representative to the Supervisory Board for the period until the close of the Annual General Meeting deciding on the ratification of actions taken by the Supervisory Board in fiscal year 2017.

Prof. Annette G. Köhler is currently a member of other statutory supervisory boards or other similar controlling bodies of commercial enterprises:

- Supervisory Board member of HVB UniCredit Bank AG, Munich
- Supervisory Board member of Value-Holdings Capital Partners AG, Gersthofen.

The nomination corresponds to the Supervisory Board's objectives for the composition of the Supervisory Board.

With reference to section 5.4.1 (4) to (7) of the German Corporate Governance Code (version as of 5 May 2015), the following declaration is made: The Supervisory Board has ascertained that the proposed candidate will be able to devote the expected amount of time required for her work on the Supervisory Board. In the Supervisory Board's view, Prof. Köhler has no personal or business relations with DMG MORI AKTIENGESELLSCHAFT or any of the corporate bodies of DMG MORI AKTIENGESELLSCHAFT or with a major shareholder of DMG MORI AKTIENGESELLSCHAFT that would have to be disclosed based on this recommendation.



Prof. Köhler's C. V. is shown below:

Prof. Dr. Annette G. Köhler, M.A. (50)

Prof. Annette Köhler is Professor and Chair of Accountancy, Auditing & Controlling at the University of Duisburg-Essen.

Following her Business Sciences degree at the University of Augsburg and Economics degree at Wayne State University (USA), Prof. Köhler pursued her PhD studies at the Faculty of Business and Social Sciences, University of Cologne while continuing to work full time.

Following positions as a research officer at the ifo Institute for Business Research, Munich and a business consultant at Mummert+Partner Business Consultants, Hamburg, she worked as an academic assistant at the University of Wuppertal at the Department of Accountancy and Auditing. She subsequently worked as an academic assistant and in 2003, completed her qualification as a university lecturer at the University of Ulm – Faculty of Mathematics and Business Sciences, Department of Accountancy and Auditing.

In 2004, Prof. Köhler accepted a professorship for Business Studies at the Leipzig Graduate School of Management, Department of Accountancy, Auditing and Controlling. Since 2005, she has been a university professor and chair of Accountancy, Auditing and Controlling at the University of Duisburg-Essen, Faculty of Business Studies – Mercator School of Management. Between 2008 and 2010, she was dean of the faculty and now leads the faculty's doctoral committee. She lectures on domestic (HGB) and international (IFRS) accounting for separate and consolidated financial statements, controlling and auditing. The key focus areas of her research deal with international corporate governance issues and auditing.

Prof. Köhler is a member of two Supervisory Boards and since 2012, she has been a member of the International Auditing and Assurance Standards Board (IAASB), New York. Furthermore, she is a member of various expert committees and general secretary of the European Auditing Research Network (EARNet) – Europe's leading research network for audit research.

6. Resolution on the approval of the remuneration system for Executive Board members

The German Act on the Appropriateness of Management Board Remuneration from 31 July 2009 (VorstAG) allows the Annual General Meeting to pass a resolution on the approval of the remuneration system for Executive Board members (§ 120 (4) AktG). The 108th Annual General Meeting in 2010 approved the remuneration system for Executive Board members. This remuneration system for Executive Board members has now been adjusted to reflect current developments. The remuneration system for the Company's Executive Board members is presented and published in Annual Report 2016 within the group management report, in the Remuneration Report section.

The Executive and Supervisory Boards propose approval of the remuneration system for Executive Board members of DMG MORI AKTIENGESELLSCHAFT.

7. Resolution on the amendment to the Company's purpose

The business operations of DMG MORI AKTIENGESELLSCHAFT and its shareholdings will, in the future, focus in particular on the core business with machine tools and services. This should also be reflected in the Company's purpose in the articles of association.

Thus, the Executive and Supervisory Boards propose revising § 2 (1) of the Company's articles of association as follows:

“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.”

Information

From the date of notice convening the Annual General Meeting, the documents listed under agenda items 1, 6 and 7, all of which can also be viewed on 5 May 2017 at the Annual General Meeting, will be available for download via the 'Financial Communications' and 'Annual General Meeting' links on the Company's website at www.ag.dmgmori.com/en.

Further details relevant to the convening of the Annual General Meeting

1. Total number of shares and voting rights

At the time of the official notice given for the Annual General Meeting, the Company's registered share capital is divided into 78,817,994 no-par value shares. Each share entitles the holder to one vote. The total number of shares and votes as of the date of notice convening the Annual General Meeting, therefore, amounts to 78,817,994.

2. Requirements for attending the Annual General Meeting and exercising voting rights as well as explanation of the significance of the record date

Only shareholders who can prove their status as shareholders of the Company at the beginning of the 21st day prior to the Annual General Meeting, i. e. on **14 April 2017 0.00 a.m. (record date)**, and register for the Annual General Meeting, will be eligible to attend the Annual General Meeting and to cast their vote. Evidence of eligibility is provided in the form of a proof of shareholding issued by the custodian credit institution or financial service provider as of the record date. In relation to the Company, only persons who have provided proof of share ownership can participate as shareholders and vote at the meeting. The shareholder's right to participate and the extent of the voting rights are determined solely by the shares owned by the shareholder on the record date. The record date does not restrict the disposability of the shareholding. Even in the event of a full or partial sale of the shareholding after the record date, only the shares owned by the shareholder on the record date are relevant to attendance at the meeting and the extent of voting rights; i. e. sales of shares after the record date do not affect the entitlement to vote or the extent of voting rights. This also applies to purchases or additional purchases of shares after the record date. Any persons not holding shares on the record date and who do not become shareholders until after that date are only entitled to attend or vote in accordance with their shareholding, if they obtain power of attorney or are granted authorization to exercise these rights by the person holding the shares on the record date. The record date does not affect the entitlement to receive a settlement payment pursuant to the domination and profit transfer agreement.

The registration and proof of shareholding must be received at the registration office shown below no later than **28 April 2017, 24.00 hrs.** The registration and proof of shareholding must either be drafted in German or English. Proof of shareholder status must be submitted in the form of a written certificate.

Registration office:

DMG MORI AKTIENGESELLSCHAFT
c/o UniCredit Bank AG
CBS51GM
D-80311 Muenchen
Deutschland
Telefax: +49 (0) 89 5400 - 2519
E-Mail: hauptversammlungen@unicredit.de

Following receipt of the registration and proof of shareholding, the registration office will send shareholders admission tickets to attend the Annual General Meeting. In order to ensure the timely receipt of the admission tickets, we kindly ask the shareholders – without limiting the rights of shareholders to attend and vote at the Annual General Meeting – to ensure that registration and proof of shareholding are submitted to the Company in due time. The admission tickets are organisational aids and do not constitute a requirement to attend and vote at the Annual General Meeting.

3. Proxy voting procedure

Any shareholders who cannot or do not wish to attend the Annual General Meeting in person may exercise their vote by proxy; such as a credit institution, a shareholders' association or the proxies designated by the Company. In all such cases, timely registration and proof of shareholder status are still required. Shareholders will receive the relevant proxy forms together with their admission ticket. The granting and proof of proxy vis-à-vis the Company must be made in writing (text form). The power of proxy may be revoked by way of a declaration to the Company in writing or informally through the personal appearance of the shareholder or person who has issued the power of proxy at the Annual General Meeting. Proof that power of proxy has been granted can be provided, if the shareholder representative presents proof of proxy at the admission point on the day of the Annual General Meeting. If proxy is granted in the form of a declaration to the Company, it is no longer necessary to provide separate proof that proxy has been granted.

For granting or revoking a proxy vis-à-vis the Company or for submitting proof of a proxy granted to a shareholder representative, shareholders may use the following address:

DMG MORI AKTIENGESELLSCHAFT
 Legal Department
 Dr. Simon Stark
 Gildemeisterstrasse 60
 D-33689 Bielefeld
 Fax: +49 (0) 5205 74 - 45 3170

Shareholders or principals may also electronically grant or revoke a proxy vis-à-vis the Company, or transmit proof of a proxy granted to a shareholder representative or a notification of revocation of such proxy using the following e-mail address:

DMGMORI-HV2017@computershare.de

In the case of proxies granted to credit institutions or any association of shareholders or persons covered by § 135 (8) of the German Stock Corporation Act (AktG), special requirements should be observed, which must be met by the party being granted the proxy.

As a special service, the Company offers shareholders who have duly registered the option to grant power of attorney to proxies designated by the Company prior to the Annual General Meeting. Besides power of attorney, shareholders must also provide the proxies designated by the Company with instructions on how to exercise the voting rights. The proxies designated by the Company are obliged to vote in accordance with their instructions. They may not use their own discretion when exercising the shareholders' voting rights.

Power of attorney and instructions must be issued in writing (text form). Forms for granting power of attorney and issuing instructions to the proxies designated by the Company will be included with every admission ticket. Unless the shareholder is transmitting them electronically (see below), the shareholder's power of attorney and instructions to the proxies designated by the Company must be received by the Company on or before noon on 4 May 2017 (noon) at the address shown below:

DMG MORI AKTIENGESELLSCHAFT
Legal Department
Dr. Simon Stark
Gildemeisterstrasse 60
D-33689 Bielefeld
Fax: +49 (0) 5205 74 - 45 3170

The shareholders may also issue power of attorney and instructions, and any revocation thereof, to the proxies designated by the Company in electronic form and may do so even during the Annual General Meeting, until the end of the general debate, by sending an e-mail to the following address:

DMGMORI-HV2017@computershare.de

Further information regarding the registration and the granting of proxy, as well as the forms for granting proxy are sent out to the shareholders and can also be downloaded from the Company's website www.ag.dmgmori.com/en by following the links 'Financial Communications' and 'Annual General Meeting'.

4. Information on the rights of shareholders pursuant to § 122 (2), § 126 (1), § 127 and § 131 (1) AktG

a) Motions for additions to the agenda at the request of a shareholder minority pursuant to § 122 (2) AktG

Shareholders whose combined shares total a pro-rata amount of € 500,000.00 of the Company's registered share capital, equivalent to 192,308 no-par value shares, may request that items be placed on the agenda and be published. The request must be submitted in writing to the Company's Executive Board and must be received by the Company no later than **4 April 2017, 24.00 hrs.** Each new item shall be accompanied by an explanation or a draft proposal. Motions by shareholders to supplement the agenda pursuant to § 122 (2) AktG must be forwarded to the Company and for the attention of the Executive Board at the following address:

DMG MORI AKTIENGESELLSCHAFT
Executive Board
CEO's office
Gildemeisterstrasse 60
D-33689 Bielefeld

Shareholders submitting such motions must furnish proof that they have held the shares for a period of at least 90 days prior to the date of receipt of the request by the Company and that they will hold the shares until the Executive Board has decided on the request. We hereby wish to expressly inform shareholders that, pursuant to § 70 AktG, certain options exist for crediting time towards this holding period.

Additions to the agenda requiring announcement will be published in the Federal Gazette (Bundesanzeiger) without undue delay following receipt of the request and forwarded for publication to such media as can be expected to distribute the relevant information throughout the entire European Union. They will also be announced on the Company's website at www.ag.dmgmori.com/en via the 'Financial Communications' and 'Annual General Meeting' links and communicated to shareholders.

b) Motions and nominations by shareholders pursuant to §§ 126 (1) and 127 AktG

Shareholders may submit counter motions to resolutions proposed by the Executive Board and/or the Supervisory Board on certain items on the agenda and may submit proposals for the appointment of the annual auditor (agenda item 4) or for the Supervisory Board election (agenda item 5). Counter motions must include a statement of reasons. Counter motions and nominations should only be sent to the address indicated below. Counter motions or nominations sent to any other address will be ignored.

DMG MORI AKTIENGESELLSCHAFT
 Legal Department
 Dr. Simon Stark
 Gildemeisterstrasse 60
 D-33689 Bielefeld
 Telefax: +49 (0) 5205 74 - 45 3170

Together with proof of the shareholder's eligibility, any counter motions and nominations requiring disclosure received by the Company at the aforementioned address no later than **20 April 2017, 24.00 hrs** will be immediately published on the Company's website www.ag.dmgmori.com/en via the 'Financial Communications' and 'Annual General Meeting' links. Any statements issued by management will also be published at the same web address after 20 April 2017.

Please note that counter motions and nominations received by the Company within this deadline will only be considered at the Annual General Meeting, if they are submitted verbally during the Annual General Meeting. The right of each shareholder to make counter motions for agenda items or nominations for the Supervisory Board and annual auditor appointments during the Annual General Meeting, without previously submitting them to the Company, remains unaffected.

c) Shareholders' rights to information pursuant to § 131 (1) AktG

The Executive Board is required to furnish each shareholder with information on the Company's affairs upon request, including information on its legal and business relationships with affiliated companies and on the situation of the group and the affiliated companies included in the group's consolidated financial statements, provided such information is necessary for proper assessment of the relevant agenda items. Requests for information must be submitted verbally at the Annual General Meeting during the general debate.

The Executive Board may refuse to provide information on individual issues on the grounds set forth in § 131 (3) AktG, for example, if, based on sound business judgment, providing such information is likely to cause material damage to the Company or an affiliated company (e.g., disclosure of trade secrets). Pursuant to the Company's articles of association, the Chairman of the Annual General Meeting may appropriately restrict the time for questions and speeches by shareholders.

5. Publications on the Company's website

The content of this notice of the Annual General Meeting, including any explanatory comments (if no resolution is to be adopted with respect to a given item on the agenda), the documents to be made available at the meeting, the total number of shares and voting rights on the date of the official notice of the Annual General Meeting, any requests by shareholders to supplement the agenda subject to prompt disclosure pursuant to § 122 (2) AktG, and further information on the Annual General Meeting, are available on the Company's website at www.ag.dmgmori.com/en via the 'Financial Communications' and 'Annual General Meeting' links.

Following conclusion of the Annual General Meeting, a recording of the speech given by the Chairman of the Executive Board will be available on the above mentioned website.

Bielefeld, March 2017

DMG MORI AKTIENGESELLSCHAFT
Executive Board

Location

Stadthalle Bielefeld,
near the main railway station.

Parking

Parking spaces for visitors
of the Annual General Meeting
are available especially in the
car parks
P1 (Parkhaus Stadthalle) and
P2 (parking depot CineStar
underground car park).

Further information/organization

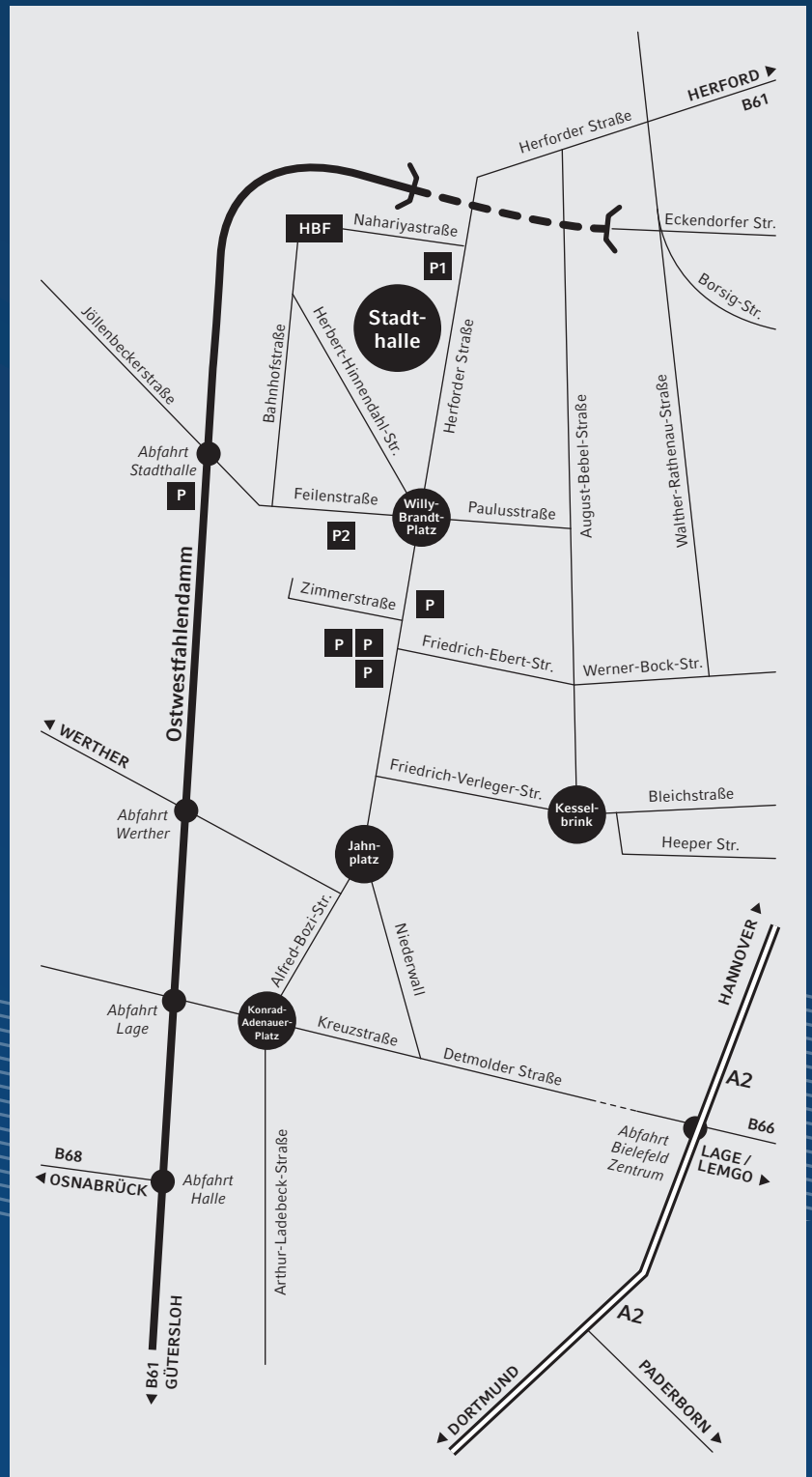
Herr Dr. Simon Stark

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