

# DMG MORI SEIKI

AKTIENGESELLSCHAFT

DMG MORI SEIKI AKTIENGESELLSCHAFT BIELEFELD

INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN):

SHARES OF DMG MORI SEIKI AKTIENGESELLSCHAFT: DE0005878003

SHARES OF DMG MORI SEIKI AKTIENGESELLSCHAFT

TENDERED FOR SALE: DE000A14KT17

SHARES OF DMG MORI SEIKI AKTIENGESELLSCHAFT

SUBSEQUENTLY TENDERED FOR SALE: DE000A14KT25

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## 113<sup>th</sup> Annual General Meeting

We would hereby like to invite the Company's shareholders to our 113<sup>th</sup> Annual General Meeting to be held at 10.00 a.m. on Friday, the 8<sup>th</sup> of May, 2015, in Hall 1 (Saal 1) of the City Hall of Bielefeld (Stadthalle Bielefeld) in Bielefeld, Willy-Brandt-Platz 1, Germany.

IDENTIFY THE

CHANCES

SHAPE THE

FUTURE

## AT A GLANCE

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- 1. Presentation of the formally adopted annual financial statements of DMG MORI SEIKI AKTIENGESELLSCHAFT and the approved consolidated financial statements as of 31 December 2014, the management reports for DMG MORI SEIKI AKTIENGESELLSCHAFT and its group including the explanatory report by the Executive Board on the information required pursuant to §§ 289 (4) and (5), 315 (4) of the German Commercial Code (Handelsgesetzbuch or "HGB"), the proposal of the Executive Board on the appropriation of the net retained profit for fiscal year 2014 and the report of the Supervisory Board for fiscal year 2014.**

In accordance with §§ 172 and 173 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 9 March 2015, thereby formally adopting the annual financial statements. Their adoption by the Annual General Meeting is therefore not necessary. The annual financial statements and management report, the consolidated financial statements and group management report, and the report of the Executive Board regarding the explanations required under the takeover laws have been made available to the Annual General Meeting in due time. In accordance with the AktG a resolution does not need to be adopted.

- 2. Resolution on the appropriation of net retained profit**

The Executive Board and the Supervisory Board propose distributing to the shareholders from the net retained profit in the amount of € 45,059,161.53 as shown on the annual financial statements of DMG MORI SEIKI AKTIENGESELLSCHAFT for fiscal year 2014 a partial amount of € 43,349,896.70, which is equal to a dividend of € 0.55 per share entitled to dividends, and to carry forward the remaining net retained profit of € 1,709,264.83.

The dividend will be paid on 11 May 2015.

- 3. 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 2014 by the Executive Board members who were in office in fiscal year 2014.

- 4. Resolution on the ratification of acts of the Supervisory Board**

The Executive Board and the Supervisory Board propose the ratification of the actions taken for fiscal year 2014 by the Supervisory Board members who were in office in fiscal year 2014.

- 5. Change of the name of the Company and amendment of the Articles of Association**

DMG MORI SEIKI AKTIENGESELLSCHAFT and DMG MORI SEIKI CO., LTD. are planning to further strengthen their successful collaboration and close cooperation.

Both companies are meanwhile trading on the market and doing business with their business partners, in particular customers and suppliers, under the trade name "DMG MORI".

This is the operating brand used by both partners.

This should in the future be reflected in the names of DMG MORI SEIKI AKTIENGESELLSCHAFT and DMG MORI SEIKI CO., LTD. Therefore, the name of DMG MORI SEIKI AKTIENGESELLSCHAFT is to be changed to DMG MORI AKTIENGESELLSCHAFT and DMG MORI SEIKI CO., LTD. is to take the name DMG MORI COMPANY LTD. DMG MORI SEIKI CO., LTD. intends to pass a resolution for the change of its name at its general meeting on 19 June 2015.

The Executive Board and the Supervisory Board propose amending § 1 para. 1 of the Company's Articles of Association as follows:

“The Company exists under the name DMG MORI AKTIENGESELLSCHAFT.”

## **6. Compensation for the Supervisory Board and related amendment of the Articles of Association**

In order to align the compensation of the Supervisory Board to current remuneration structures and in light of the significant increase of the amount of work that needs to be performed by the members of the Supervisory Board, the compensation granted to the Supervisory Board members for their services is to be restructured.

The Supervisory Board and the Executive Board propose amending § 12 of the Company's Articles of Association as follows:

### **“§ 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 2 ½ times and each deputy shall receive 1 ½ 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 (Mitbestimmungsgesetz) 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.“

#### **7. Resolution on the appointment of the auditors**

Upon the recommendation of the Finance and Audit Committee, the Supervisory Board proposes the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, to serve as the Company’s auditors of the annual and consolidated financial statements for fiscal year 2015.

#### **Information**

From the date of the notice convening the Annual General Meeting, the documents listed under agenda item 1, all of which can also be viewed on 8 May 2015 at the Annual General Meeting, will be available for download by following the link “Annual General Meeting” on the Company’s website: [www.dmgmoriseiki.com](http://www.dmgmoriseiki.com).

#### **Additional information regarding the notice of the Annual General Meeting**

##### **1. Total number of shares and voting rights**

At the time of the official notice of 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.

##### **2. Prerequisites for attending the Annual General Meeting and for exercising the voting rights**

Any persons who can prove their status as shareholders of the Company at the beginning of the 21<sup>st</sup> day prior to the Annual General Meeting, i. e. as of **17 April 2015, 12.00 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 shareholder’s shareholdings on the Record Date. The Record Date will not lead to a block of the sale of the shareholding. Even in the event of a full or partial sale of the shareholding after the Record Date, only the shareholding of the shareholder as on the Record Date shall be decisive for the attendance and the extent of

the voting rights; i. e. sales of shares after the Record Date do not affect the entitlement to vote or the extent of the voting rights. The same shall apply to purchases or additional purchases of shares after the Record Date. Persons who do not hold any shares on the Record Date and do not become shareholders until after that date are entitled to attend or vote in accordance with their shareholding only if they obtain power of attorney or are granted authorization to exercise these rights by the person who was holding the shares on the Record Date.

The registration and proof of shareholding must be received at the registration office mentioned below no later than by the end of **1 May 2015**. The registration and proof of shareholding must be drafted either in German or English. Proof will suffice if it is in text form, as defined by German law.

Registration office:

DMG MORI SEIKI AKTIENGESELLSCHAFT  
c/o UniCredit Bank AG  
CBS51GM  
D-80311 München  
Germany  
Telefax: +49 (0) 89 5400-2519  
E-mail: [hauptversammlungen@unicreditgroup.de](mailto:hauptversammlungen@unicreditgroup.de)

After receipt of the registration and proof of shareholding, the registration office will send admission tickets to the shareholders to attend the Annual General Meeting. In order to ensure the timely receipt of the admission tickets, we kindly ask the shareholders to request an admission ticket from the custodian institution as soon as possible. In these cases, the custodian institution shall carry out the necessary registration and transmission of the proof of the record shareholding.

### **3. Proxy voting procedure**

Any shareholders who 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 timely proof of eligibility with respect to the relevant shareholdings are also required. Shareholders will receive the relevant proxy forms together with their admission ticket. The granting of proxy and proof towards the Company shall be made in text form; such power of attorney may be revoked by way of a declaration to the Company in text form or without a form requirement through the personal appearance of the shareholder or person who has issued the power of attorney at the Annual General Meeting. Proof that a power of attorney has been granted can be provided in the form of the person who holds the power of attorney presenting the power of attorney at admission check on the day of the Annual General Meeting. If the power of attorney is granted in the form of a declaration to the Company, it is no longer necessary to provide separate proof of granting the power of attorney.

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

DMG MORI SEIKI AKTIENGESELLSCHAFT  
Investor Relations  
Frank Ossenschmidt  
Gildemeisterstrasse 60  
D-33689 Bielefeld  
Telefax: +49 (0) 5205 74-3273

Shareholders 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, via the following e-mail address:

[DMGMORISEIKI-HV2015@computershare.de](mailto:DMGMORISEIKI-HV2015@computershare.de)

Special requirements may apply if power of attorney is issued to a credit institution or any association of shareholders or persons covered by § 135 para. 8 of the German Stock Corporation Act (AktG) or another equivalent institute or company. Shareholders are requested in such a case to contact the authorized agent in good time to agree on the form of the power of attorney that agent may require.

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

The power of attorney and instructions must be issued in text form. Forms for granting power of attorney and issuing instructions to the proxies designated by the Company will be attached to 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 7 May 2015 at the address set forth below:

DMG MORI SEIKI AKTIENGESELLSCHAFT  
Investor Relations  
Frank Ossenschmidt  
Gildemeisterstrasse 60  
D-33689 Bielefeld  
Telefax: +49 (0) 5205 74-3273

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:

[DMGMORISEIKI-HV2015@computershare.de](mailto:DMGMORISEIKI-HV2015@computershare.de)

Further details regarding the registration and the granting of power of attorney and the forms for granting power of attorney are sent out to the shareholders and can also

be downloaded from the Company's website [www.dmgmoriseiki.com](http://www.dmgmoriseiki.com) by following the link "Annual General Meeting".

**4. Motions for additions to the agenda at the request of a minority of shareholders pursuant to § 122 para. 2 AktG**

Shareholders whose combined shares amount to a proportioned ownership of at least € 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 midnight (24.00 hrs) on 7 April 2015. Each new item shall be accompanied by an explanation or a draft proposal. Motions by shareholders to supplement the agenda pursuant to § 122 para. 2 AktG must be forwarded to the Company at the following address, to the attention of the Executive Board:

DMG MORI SEIKI AKTIENGESELLSCHAFT  
Vorstand  
– Büro des Vorstandsvorsitzenden –  
Gildemeisterstrasse 60  
D-33689 Bielefeld

Shareholders submitting such motions must furnish proof that they have held the shares for a period of at least three months prior to the date of the Annual General Meeting. We hereby expressly alert shareholders that pursuant to § 70 AktG, there are certain options for crediting time towards that period.

Additions to the agenda that have to be announced will be published throughout the European Union in the Federal Gazette (Bundesanzeiger) without undue delay following their receipt by the Company. They will also be made available on the Company's website at [www.dmgmoriseiki.com](http://www.dmgmoriseiki.com) following the link "Annual General Meeting" and communicated to the shareholders.

**5. Motions and nominations by shareholders pursuant to §§ 126 para. 1 and 127 AktG**

The shareholders may submit countermotions 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 auditors (agenda item 7). Countermotions or proposals for election must be directed exclusively to the address set forth below. Countermotions or proposals for election sent to any other address will be ignored.

DMG MORI SEIKI AKTIENGESELLSCHAFT  
Investor Relations  
Frank Ossenschmidt  
Gildemeisterstrasse 60  
D-33689 Bielefeld  
Telefax: +49 (0) 5205 74-3273  
E-mail: [ir@dmgmoriseiki.com](mailto:ir@dmgmoriseiki.com)



Countermotions and proposals for election (nominations) requiring disclosure, received by the Company at the aforementioned address before the end of 23 April 2015 (together with proof of the shareholder's eligibility), will be made available immediately on the Company's website [www.dmgmoriseiki.com](http://www.dmgmoriseiki.com) following the link "Annual General Meeting", where any statement by management will also be made available after 23 April 2015.

**6. Shareholders' rights to information pursuant to § 131 para. 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 of the affiliated companies included in the group's consolidated financial statements, to the extent that such information serves to help make an informed judgment about the relevant agenda item. Requests for information must be submitted orally at the Annual General Meeting during the course of the general debate.

The Executive Board may refuse to provide information on the grounds set forth in § 131 para. 3 AktG, e.g., to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the Company or an affiliated company (e.g., disclosure of business secrets). Pursuant to the Company's Articles of Association, the Chairman of the Annual General Meeting may set an appropriate time on questions and speeches.

**7. Publications on the Company's website**

The content of this notice of the Annual General Meeting, including any explanatory comments (if no resolution is 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 para. 2 AktG, and any further information on the Annual General Meeting, are available on the Company's website at [www.dmgmoriseiki.com](http://www.dmgmoriseiki.com) following the link "Annual General Meeting".

After the 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 2015

DMG MORI SEIKI AKTIENGESELLSCHAFT  
The Executive Board

Please note

The legally binding language for the agenda of and the general information on the Annual General Meeting of DMG MORI SEIKI AKTIENGESELLSCHAFT on 8 May 2015 is German. Accordingly, only the German version of this invitation constitutes the legally binding document while the English version is a convenience translation only.

**Venue:**

Bielefeld City Hall, close to main station.

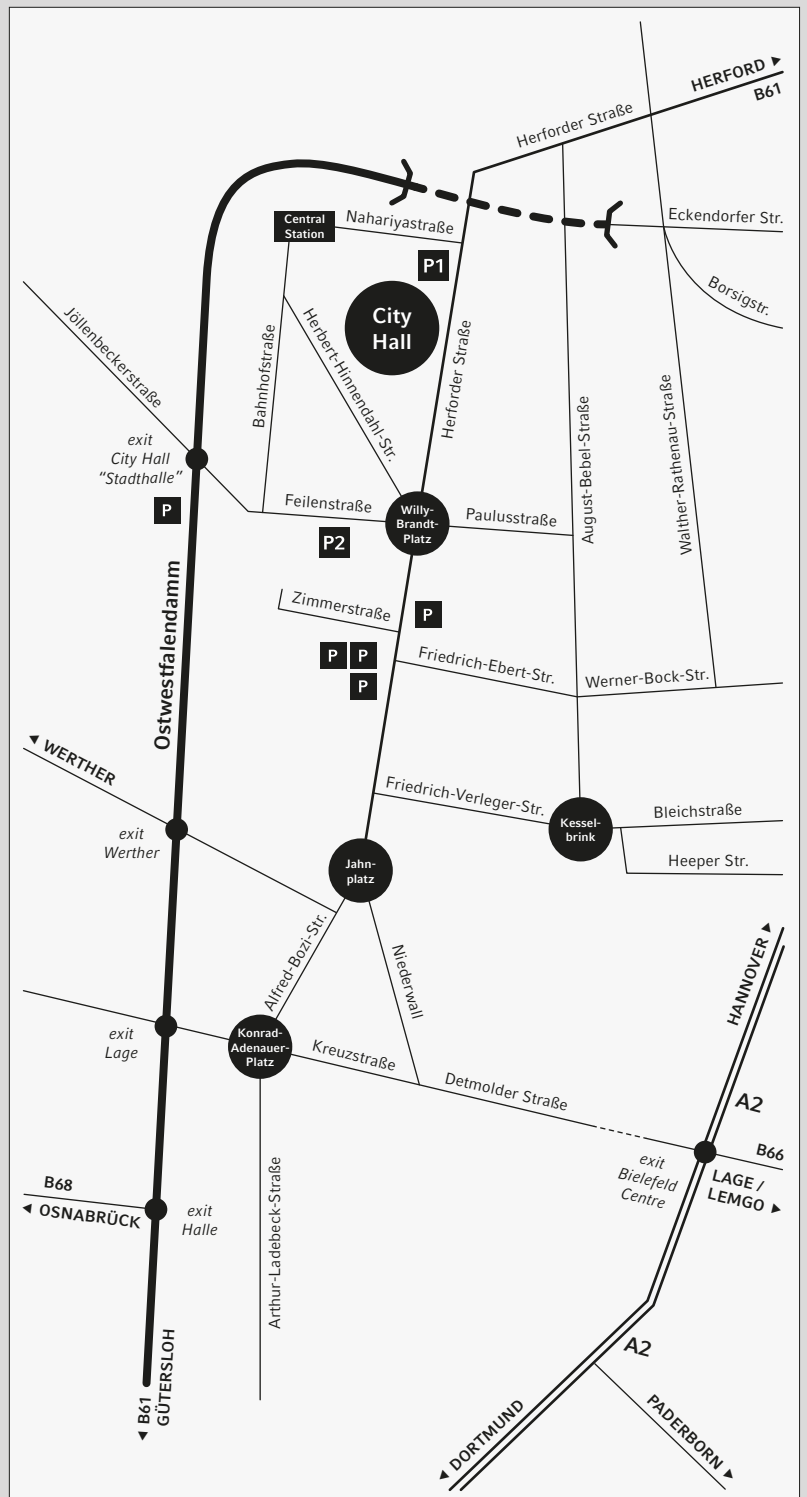
**Parking:**

Parking for visitors to the Annual General Meeting in Car Park P1 (Car Park Stadthalle) and Car Park P2 (Parkdepot CineStar – underground parking).

**Further information / organization:**

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