

DMG MORI SEIKI

AKTIENGESELLSCHAFT

DMG MORI SEIKI AKTIENGESELLSCHAFT BIELEFELD

ISIN-CODE: DE0005878003

SECURITY CODE NUMBER (WKN): 587800

112th Annual General Meeting

We would hereby like to invite the Company's shareholders to our 112th Annual General Meeting to be held at 10.00 a.m. on Friday, the 16th of May 2014, in Hall 1 (Saal 1) of the City Hall of Bielefeld (Stadthalle Bielefeld) in Bielefeld, Willy-Brandt-Platz 1, Germany.

ONE
BRAND
FOR
THE
WORLD

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 2013, 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 2013 and the report of the Supervisory Board for fiscal year 2013**

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 10 March 2014, 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, the proposal of the Executive Board on the appropriation of the net retained profit 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 € 39,450,107.55 as shown on the annual financial statements of DMG MORI SEIKI AKTIENGESELLSCHAFT for fiscal year 2013 a dividend in the amount of € 0.50 per share entitled to dividends, i.e. a total dividend amount of € 39,408,997.00 and to carry forward the remaining net retained profit of € 41,110.55.

The dividend will be paid on 19 May 2014.

- 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 2013 by the Executive Board members who were in office in fiscal year 2013.

- 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 2013 by the Supervisory Board members who were in office in fiscal year 2013.

- 5. Resolution on the approval of two supplements to existing affiliation agreements with DMG Vertriebs und Service GMBH DECKEL MAHO GILDEMEISTER and GILDEMEISTER Beteiligungen GMBH**

The affiliation agreements existing between DMG MORI SEIKI AKTIENGESELLSCHAFT and two direct wholly-owned subsidiaries, namely DMG Vertriebs und Service GMBH DECKEL MAHO GILDEMEISTER and GILDEMEISTER Beteiligungen GMBH, form the basis of a corporate income tax unit under which profits and losses of the parent company as controlling company and the respective subsidiary as controlled company are consolidated for corporate income tax purposes. Both agreements serve tax optimization within the group. In order to ensure that tax advantages will also be available in the future, both agreements need to be clarified to reflect changed legal conditions. The reason for clarification is the German Act on the Modification and Simplification of Business Taxation and the Taxation of Travel Expenses (Gesetz zur Änderung und Vereinfachung der Unternehmensbesteuerung und des steuerlichen Reisekostenrechts) of 20 February 2013 amending § 17 sentence 2 No. 2 of the German Corporate Income Tax Act (Körperschaftsteuergesetz). In accordance with the amended provision, a corporate income tax unit with a German limited liability company (“GMBH”) as controlled company is only recognized if an absorption of losses is agreed pursuant to § 302 AktG “*as amended from time to time*“. It is therefore to be clarified that the references already contained in the affiliation agreements refer to § 302 AktG “*as amended from time to time*“.

In view of the above, DMG MORI SEIKI AKTIENGESELLSCHAFT concluded

- with DMG Vertriebs und Service GMBH DECKEL MAHO GILDEMEISTER on 10 March 2014 a supplement to the existing control and profit and loss transfer agreement of 13 March 2003; and
- with GILDEMEISTER Beteiligungen GMBH on 10 March 2014 a supplement to the existing profit and loss transfer agreement of 16 March 2004.

These supplements will become effective only after having been approved by the Annual General Meeting of DMG MORI SEIKI AKTIENGESELLSCHAFT and after having been registered in the commercial register. The supplements have already been approved by the shareholders’ meetings of the controlled companies.

The supplements essentially contain the following:

- DMG MORI SEIKI AKTIENGESELLSCHAFT is required to absorb the losses of each subsidiary in accordance with the provision of § 302 AktG “*as amended from time to time*“.
- All other terms and conditions of the affiliation agreements remain unchanged.
- The modification will become effective following registration in the commercial register of the controlled company and will apply with retroactive effect as of the beginning of the fiscal year of the controlled company running at the time of registration of the modification in the commercial register.

The Executive Board and the Supervisory Board propose the following resolution:

- a) The supplement dated 10 March 2014 to the existing control and profit and loss transfer agreement of 13 March 2003 between DMG MORI SEIKI AKTIENGESELLSCHAFT and DMG Vertriebs und Service GMBH DECKEL MAHO GILDEMEISTER is approved.
- b) The supplement dated 10 March 2014 to the existing profit and loss transfer agreement of 16 March 2004 between DMG MORI SEIKI AKTIENGESELLSCHAFT and GILDEMEISTER Beteiligungen GMBH is approved.

The legal and economic aspects underlying the conclusion of the above supplements are

explained in more detail in the report to be submitted jointly by the Executive Board of DMG MORI SEIKI AKTIENGESELLSCHAFT and the management of the respective subsidiary pursuant to § 295 para. 1 in conjunction with § 293a AktG. It was not necessary to conduct an audit regarding the supplements pursuant to § 295 para. 1 in conjunction with § 293b AktG, because all shares in the controlled companies are held by DMG MORI SEIKI AKTIENGESELLSCHAFT.

The following documents can be found on the website of DMG MORI SEIKI AKTIENGESELLSCHAFT at www.dmgmoriseiki.com and will be available for inspection at the Annual General Meeting:

- the supplements to the affiliation agreements between DMG MORI SEIKI AKTIENGESELLSCHAFT as controlling company and the two controlled companies;
- the two existing affiliation agreements between DMG MORI SEIKI AKTIENGESELLSCHAFT as controlling company and the two controlled companies;
- the annual financial statements and the management report of DMG MORI SEIKI AKTIENGESELLSCHAFT and the annual financial statements of the two controlled companies GILDEMEISTER Beteiligungen GMBH and DMG Vertriebs und Service GMBH DECKEL MAHO GILDEMEISTER for the last three fiscal years;
- the joint reports of the Executive Board of DMG MORI SEIKI AKTIENGESELLSCHAFT and the management of each of the two controlled companies regarding the two supplements;
- the joint reports from 2003 and 2004 of the Executive Board of DMG MORI SEIKI AKTIENGESELLSCHAFT (at such time still known as GILDEMEISTER Aktiengesellschaft) and the management of each of the two controlled companies regarding the conclusion of the two affiliation agreements.

6. Creation of authorized capital and amendment of the Company's Articles of Association

The existing authorized capital (§ 5 para. 3 of the Company's Articles of Association) with a term until 17 May 2017 has already been used up to a large extent. For this reason new authorized capital with a term until 15 May 2019 is intended to replace the existing authorized capital.

The Executive Board and the Supervisory Board propose amending § 5 para. 3 of the Company's Articles of Association as follows:

“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 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.“

Report of the Executive Board on agenda item 6 pursuant to §§ 203 para. 2 sentence 2, 186 para. 4 sentence 2 AktG

The Executive Board and the Supervisory Board propose to the Annual General Meeting that the current authorized capital in an amount of € 29,729,362.00 be cancelled and that new authorized capital be created in an amount of € 102,463,392.20. The current authorized capital was used in 2013 in the amount of € 48,489,352.60 through issuance of 18,649,751 no-par value bearer shares.

By creating a new authorization providing for an amount based on the current share capital amount, the Company is to retain its flexibility so that it can react to strategic options in the future and raise the capital on capital markets needed for the Company's growth and quickly take advantage of favorable market conditions to cover a future need for funding.

Overall, a new authorized capital of up to € 102,463,392.20 is to be created. The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company's

share capital during the period until 15 May 2019 on one occasion or in partial amounts on several occasions by up to a total of € 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 new shares may be subscribed by one or more credit institutions designated by the Executive Board with the obligation to offer such shares to the shareholders (indirect pre-emptive right).

In accordance with the principle in § 186 para. 1 AktG, which also applies to authorized capital pursuant to § 203 para. 1 AktG, each shareholder is entitled, upon demand, to subscribe to new shares in proportion to his holding in the existing share capital (pre-emptive right).

However, pursuant to § 203 para. 2 sentence 1 AktG in conjunction with § 186 para. 3 sentence 1 AktG, the Executive Board is to be authorized, with the consent of the Supervisory Board, to exclude the shareholders' pre-emptive rights in certain cases when exercising the authorized capital.

- a) With respect to a partial amount of € 5,000,000.00, the Executive Board is to be authorized to exclude the pre-emptive right with the Supervisory Board's consent in order to issue shares to employees of the Company and enterprises affiliated with the Company. This will allow the authorized capital to be used to issue shares to employees of the Company and enterprises affiliated with the Company. These shares can be issued, for example, in the context of a new stock option plan so as to promote, in the interest of the Company and its shareholders, the employees' commitment to their enterprise, thereby enhancing the enterprise value.
- b) The Executive Board is to be authorized to exclude pre-emptive rights, with the Supervisory Board's consent, when the capital is increased by way of contributions in kind in order to acquire companies, divisions of companies or shareholdings in companies or other assets in exchange for shares when an appropriate occasion arises. This will allow the Executive Board to acquire companies, divisions of companies or shareholdings in companies or other assets from third parties in exchange for shares without taking recourse to the capital markets.

The Company competes with businesses around the world. It must be in a position at all times to act quickly and flexibly on the international markets, in the interests of its shareholders. This includes the ability to acquire companies, divisions of companies or shareholdings in companies or other appropriate assets to improve the Company's competitive position. The best way to exercise this option in the interests of the shareholders and the Company may in certain cases be to acquire a company, a division of a company or a shareholding in a company or other appropriate assets by granting shares in the acquiring company. The ability to issue shares significantly increases the Executive Board's room to manoeuvre in international competition. Practice shows that particularly the owners of attractive target companies frequently demand voting shares in the acquiring company as consideration for the sale. As the company divisions involved in this sort of transaction become increasingly larger, it is often not possible to pay for the acquisition in cash without exhausting the Company's liquidity or increasing its indebtedness to an undesirable degree.

In order to use authorized capital for these purposes, pre-emptive rights need to be excluded. Therefore, the Executive Board is to be authorized to exclude pre-emptive rights in such cases. Authorized capital with the ability to exclude pre-emptive rights allows the Company to react quickly and without the delay that would be caused if a shareholders' resolution were required, and this ability to act quickly is often important or even decisive in being able to carry out an acquisition and to hold one's own in competition with other competitors interested in the acquisition.

When pre-emptive rights are excluded, the existing shareholders' percentage ownership and their relative voting rights are reduced, but if pre-emptive rights were granted, it would not be possible to acquire companies, divisions of companies or shareholdings in companies in exchange for shares, which would make it impossible to achieve the related advantages for the Company and its shareholders. As a rule, the Executive Board will use the stock exchange price as the basis for its valuation of the shares to be provided as consideration. However, there are no plans to systematically tie the valuation to the stock exchange price, so that fluctuations in the stock exchange price will not jeopardize the results of negotiations.

The Executive Board will only use the authorization to exclude pre-emptive rights when the planned acquisition in exchange for Company shares is in the best interest of the Company. Only when this prerequisite is met the Supervisory Board will give its consent.

- c) In addition, the Executive Board is to be authorized to exclude pre-emptive rights, with the Supervisory Board's consent, in the event of a capital increase against cash contributions 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.

This arrangement is in accordance with the provision set forth in § 186 para. 3 sentence 4 AktG. It allows the Executive Board to cover a future need for funding at short notice by taking advantage of potentially favorable capital market conditions in the interest of the Company and its shareholders. In particular, the management will be able to take advantage of favorable situations on the stock market at short notice and, by fixing a price which is close to the stock exchange price, to achieve an issue amount as high as possible. As a result of the time-consuming processing of pre-emptive rights, this can be achieved only to a very limited extent when pre-emptive rights are granted. Generally, a capital increase with exclusion of pre-emptive rights as provided for in § 186 para. 3 sentence 4 AktG results in a higher influx of funds than a comparable capital increase with pre-emptive rights, because the former enables the Executive Board to act more quickly.

The pre-emptive rights of shareholders may only be excluded if the issue price for the new shares is not significantly below the stock exchange price of the shares of the same class which are already listed. Any discount on the stock exchange price will at most be 3 to 5 % of the current stock exchange price. As a result of this limit in terms of amount and the obligation to determine the issue price for the new shares close to the stock exchange price, a dilution of the existing shares and the shareholders' loss of influence will be limited. The percentage ownership and the relative voting rights of the existing shareholders will be reduced, but shareholders wishing to retain their relative percentage ownership and their relative voting rights are able to purchase the number of shares required for this purpose on the stock exchange.

The authorization to exclude preemptive rights is limited to an amount of 10 % of the share capital existing at the time the new shares are issued or at the time when the authorization takes effect, as provided for in § 186 para. 3 sentence 4 AktG. Any shares that are otherwise issued or sold with exclusion of pre-emptive rights pursuant to or analogous to § 186 para. 3 sentence 4 AktG count towards this 10 % limit.

- d) The Executive Board is also to be authorized to exclude pre-emptive rights, with the Supervisory Board's consent, for capital increases where shareholders would normally have pre-emptive rights, in order to eliminate fractional amounts from the pre-emptive rights. The authorization to exclude pre-emptive rights for fractional amounts makes it possible to establish simple, practical subscription ratios in a capital increase where there is entitlement to pre-emptive rights. Fractional amounts arise when the subscription ratio or the amount of the capital increase means that all new shares cannot be equally distributed among the shareholders. The pre-emptive rights for these fractional amounts must be excluded in order to create a subscription ratio that can be technically implemented. The shares that are excluded from pre-emptive rights of shareholders as fractional amounts will be realized either through a sale on the stock market or in another manner to the best of the Company's ability. Any possible dilution effect resulting from the limitation on fractional amounts is minimal because the fractional amounts represent such a small portion of the overall capital increase.

All the shares issued under the above authorization in the case of a capital increase against non-cash contributions with exclusion of pre-emptive rights or in case of a cash capital increase with exclusion of pre-emptive rights, as provided for in § 186 para. 3 sentence 4 AktG, may not exceed 20 % of the share capital at the time when the authorization takes effect nor 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 do not count towards the 20 % limit. This 20 % ceiling limits the overall scope of an issue of shares from authorized capital without pre-emptive rights, thereby further protecting the shareholders from dilution of their holdings.

Considering all the circumstances, the Executive Board and the Supervisory Board believe that the authorization to exclude pre-emptive rights in the cases indicated above

for the reasons stated are justified and appropriate, even given the potential dilution effect on shareholders. The Executive Board will carefully examine in each case the use of the authorization to increase the capital with exclusion of pre-emptive rights and consider the interests of the existing shareholders to determine whether it is in the best interest of the Company; the Supervisory Board will grant its consent following a review on its own. The Executive Board will inform the next Annual General Meeting of any use of the authorized capital.

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 2014.

Information

From the date of the notice convening the Annual General Meeting, the documents which are listed under agenda items 1 and 5 and the report of the Executive Board on agenda item 6 will be available for download by following the link "Annual General Meeting" on the Company's website: www.dmgmoriseiki.com. All documents will also be available at the Annual General Meeting on 16 May 2014.

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 21st day prior to the Annual General Meeting, i.e. as of **25 April 2014, 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 **9 May 2014**. 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
CBS 51 GM
D-80311 München
Germany
Telefax: +49 (0) 89 5400-2519
E-mail: 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-HV2014@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 15 May 2014 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-HV2014@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 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 15 April 2014. 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 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

Countermotions and proposals for election (nominations) requiring disclosure, received by the Company at the aforementioned address before the end of 1 May 2014 (together with proof of the shareholder's eligibility), will be made available immediately on the Company's website www.dmgmoriseiki.com following the link "Annual General Meeting", where any statement by management will also be made available after 1 May 2014.

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 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, April 2014

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 16 May 2014 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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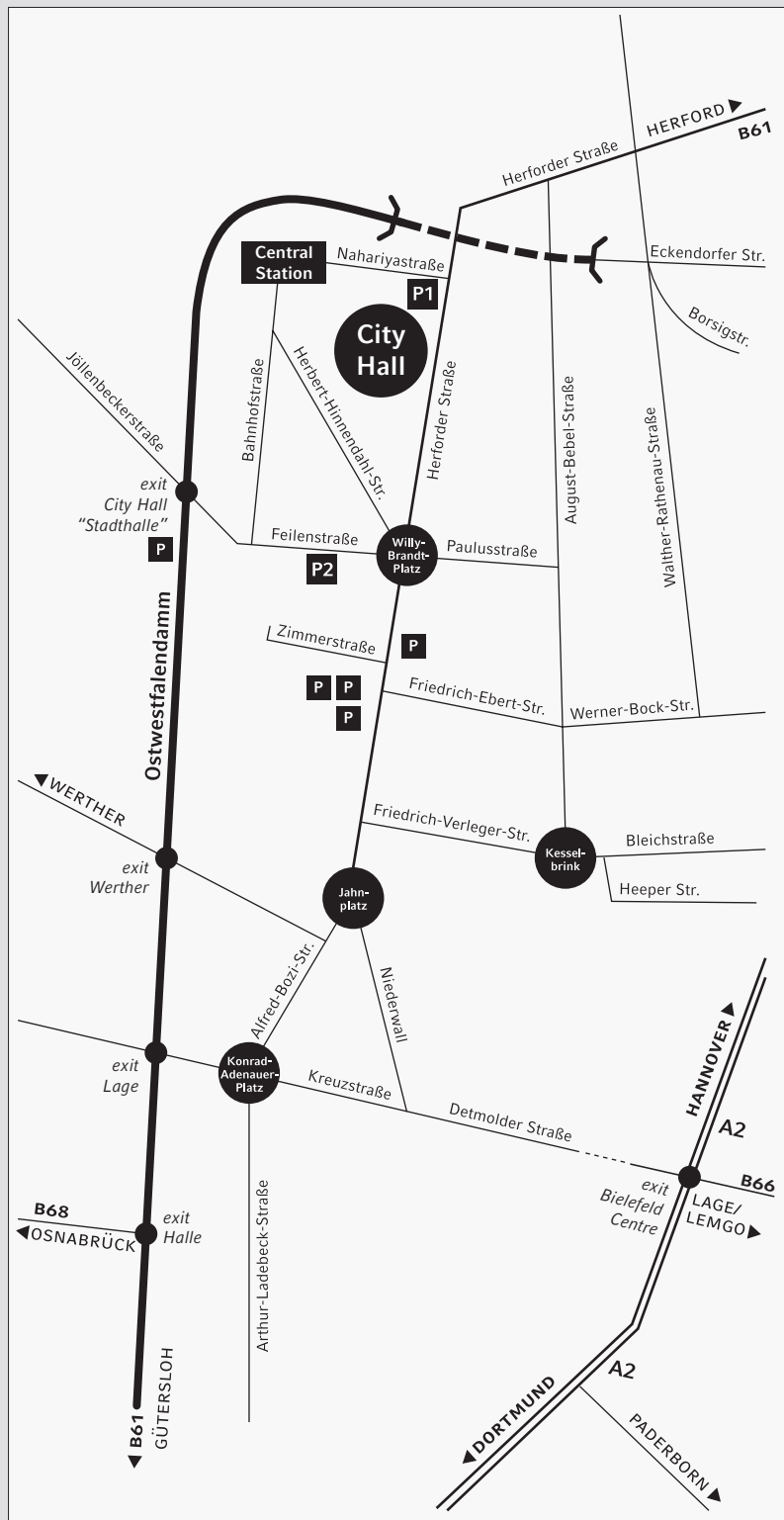
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