

DMG MORI

AKTIENGESELLSCHAFT

Bielefeld

ISIN Code: DE0005878003

Security Code Number (WKN): 587800

117th Annual General Meeting

We hereby wish to invite the Company's shareholders to our 117th Annual General Meeting to be held at 10.00 a.m. on Friday, the 10th of May, 2019, in Hall 1 of Bielefeld City Hall (Stadthalle Bielefeld) in Bielefeld, Willy-Brandt-Platz 1, Germany.

DMG MORI IN BRIEF

DMG MORI AKTIENGESELLSCHAFT is a worldwide leading manufacturer of machine tools with sales revenues of more than € 2.6 billion and more than 7,500 employees. As “Global One Company” – together with DMG MORI COMPANY LIMITED – we reach sales revenues of more than € 3.8 billion.

Our integrated technology and automation solutions cover turning and milling machines, as well as Advanced Technologies, ULTRASONIC, LASERTEC and ADDITIVE MANUFACTURING. With our CELOS apps, exclusive Technology Cycles and Powertools, we offer an easy, fast and scalable entry into digital production. The modular ISTOS and WERKBLiQ products further facilitate consistent digitization of the entire process chain: from the planning and preparatory work to production and monitoring to service. The open, manufacturer-independent ADAMOS IoT platform rounds off the product range for a digital factory.

Our technology excellence is bundled within the main sectors of “Aerospace”, “Automotive”, “Die & Mold”, and “Medical”. Our partner program “DMG MORI Qualified Products” (DMQP) allows us to offer perfectly matched peripheral products from a single source. Our customer-focused services covering the entire life cycle of a machine tool include training, repair, maintenance and spare parts service.

More than 12,000 employees work for the “Global One Company”. With 157 sales and service locations – thereof 14 production plants – we are present worldwide and deliver to more than 100,000 customers from 42 industries in 79 countries.

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 2018, the management reports for DMG MORI AKTIENGESELLSCHAFT and its group including the explanatory report by the Executive Board on the information required pursuant to §§ 289a (1), 315a (1) of the German Commercial Code (Handelsgesetzbuch or "HGB") and the report of the Supervisory Board for fiscal year 2018**

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. These documents will also be made available during the Annual General Meeting itself.

In accordance with § 172 of the German Stock Corporation Act (Aktengesetz or "AktG"), the Supervisory Board approved the annual financial statements and the consolidated financial statements, as prepared by the Executive Board, on 11 March 2019, thereby formally adopting the annual financial statements. Adoption of the annual financial statements and approval of the consolidated financial statements by the Annual General Meeting pursuant to § 173 AktG is therefore not required, so that no resolution will be adopted on Agenda Item 1.

- 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 2018 by the Executive Board members who were in office in fiscal year 2018.

- 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 2018 by Supervisory Board members who were in office in fiscal year 2018.

4. Amendment of the Company's Articles of Association to cancel the existing authorized capital and for the creation of new authorized capital

By resolution on its agenda item 6 the Company's Annual General Meeting held on 16 May 2014 approved authorized capital in the amount of € 102,463,392.20 (§ 5 (3) of the Company's Articles of Association). This has a term until 15 May 2019 and will therefore expire shortly.

In order to maintain the company's flexibility the Executive Board and the Supervisory Board consider it necessary to adopt a corresponding amendment of the Company's Articles of Association so as to cancel the existing authorized capital which only has a short term left and to replace it by creating new authorized capital of the same amount with a term until 9 May 2024.

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

"The Executive Board is authorized to increase the share capital during the period until 9 May 2024, 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.

Where contributions are made in cash the new shares may also be subscribed by one or more credit institutions or companies designated by the Executive Board as provided for in § 186 (5) sentence 1 AktG with the obligation to offer the shareholders the opportunity to acquire such shares (indirect pre-emptive right). The shareholders must be granted a right of preemption. The Executive Board is however authorized, with the consent of the Supervisory Board, to exclude the shareholders' pre-emptive right in the following cases:

- a) *with respect to a proportionate amount of the share capital of up to € 5,000,000.00, in order to issue shares to employees of the Company or of enterprises affiliated with the Company within the meaning of §§ 15 AktG;*
- b) *in the event of capital increases against non-cash contributions for purposes of acquiring other companies, divisions of companies or shareholdings in companies or other assets in exchange for granting shares in appropriate situations;*
- c) *in the event of a cash capital increase, if the issue price for the new shares as finally determined by the Executive Board, which shall take place as close in time as possible to the placement of the shares, is not significantly below the stock exchange price within the meaning of §§ 203 (1) and 2, 186 (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 neither at the time when the authorization takes effect nor 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 (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 neither 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 authorization as described above 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 9 May 2024 or not used up in full, to cancel the authorized capital upon expiration of this deadline."

Report of the Executive Board on agenda item 4 pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG

By resolution on its agenda item 6 the Company's Annual General Meeting held on 16 May 2014 approved authorized capital in the amount of € 102,463,392.20 (§ 5 (3) of the Company's Articles of Association) with a term until 15 May 2019. The Company's authorized capital will therefore expire shortly.

By creating a new authorization providing for an amount equivalent to the shortly expiring authorized 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 as well as the ability to be quick on taking advantage of favorable market conditions to cover a future need for funding.

Overall, the current authorized capital that will soon expire is to be cancelled and a new authorized capital of the same amount (€ 102,463,392.20) is to be created by amending the Articles of Association accordingly. The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital during the period until 9 May 2024 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). Where contributions are made in cash the new shares may be subscribed by one or more credit institutions designated by the Executive Board with the obligation to offer the shareholders the opportunity to acquire such shares (indirect pre-emptive right).

In accordance with the principle in § 186 (1) AktG, which also applies to authorized capital pursuant to § 203 (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 (2) sentence 1 AktG in conjunction with § 186 (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 proportionate amount of the share capital of up to € 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 in order 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 granting 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 was 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, which shall take place as close in time as possible to the placement of the shares, is not significantly below the stock exchange price within the meaning of §§ 203 (1) and 2186 (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 neither at the time when the authorization takes effect nor 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 (3) sentence 4 AktG count towards this 10 % limit.

This arrangement is in accordance with the provision set forth in § 186 (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 (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 pre-emptive 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 (3) sentence 4 AktG. Any shares that are otherwise issued or sold with exclusion of preemptive rights pursuant to or analogous to § 186 (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 preemptive 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 authorization as described above 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 (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 authorization as described above 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% cap 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.

5. 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 2019.

Information

From the date of notice convening the Annual General Meeting, the documents listed under agenda item 1 as well as the Report of the Executive Board on agenda item 4 pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG will be available for download via the 'Investor Relations' and 'Annual General Meeting' links on the Company's website at www.dmgmori-ag.com. All the documents will also be available to view on 10 May 2019 at the Annual General Meeting.

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 19 April 2019 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 3 May 2019, 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

CBS51CA/GM

D-80311 Munich

Germany

Telefax: +49 (0)89 54 00 - 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.

Notes on data protection

When you register for the Annual General Meeting or grant a proxy, we collect the personal data about you and/or your proxy provided to us at the time of registration. This is done to enable shareholders to exercise their rights at the Annual General Meeting.

DMG MORI AKTIENGESELLSCHAFT processes your data as the data controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of your personal data and your rights under the GDPR can be found on the Internet at <https://en.dmgmori-ag.com/data-privacy-information>.

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, another third-party 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.

To grant a proxy by making a declaration vis-à-vis the Company, to revoke it or to submit proof of a proxy granted to a shareholder representative, shareholders may use the following address:

DMG MORI AKTIENGESELLSCHAFT
c/o Computershare Operations Center
D-80249 Munich
Telefax: +49 (0)89 309 03 - 74675

Shareholders or principals may also electronically grant a proxy by making a declaration vis-à-vis the Company, revoke it 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-HV2019@computershare.de

In the case of proxies granted to credit institutions, to institutions or companies with an equivalent position pursuant to § 135 (10) in conjunction with § 125 (5) AktG, or any association of shareholders or persons covered by § 135 (8) 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. Please note that proxies can only exercise voting rights on those items on the agenda for which they have been

given instructions, and that they cannot accept instructions on procedural motions prior to or during the Annual General Meeting. Similarly, proxies shall not accept requests to speak, to file objections to resolutions of the Annual General Meeting or to ask questions or submit motions.

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 8 May 2019 (noon) at the address shown below:

DMG MORI AKTIENGESELLSCHAFT
c/o Computershare Operations Center
D-80249 Munich
Telefax: +49 (0)89 3 09 03 - 74675

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-HV2019@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.dmgmori-ag.com by following the links 'Investor Relations' and the subsequent link to '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 9 April 2019, 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
- Office of the Chairman of the Executive Board -
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 and communicated to shareholders on the Company's website at www.dmgmori-ag.com via the 'Investor Relations' link and the subsequent link to 'Annual General Meeting'.

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

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 annual auditor (agenda item 5). Countermotions and nominations should only be sent to the address indicated below. Countermotions 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)52 05 74 - 453170
E-mail: legal@dmgmori.com

Together with proof of the shareholder's eligibility, any countermotions and nominations requiring disclosure received by the Company at the aforementioned address no later than 25 April 2019, 24.00 pm will be immediately published on the Company's website www.dmgmori-ag.com via the 'Investor Relations' and 'Annual General Meeting' links. Any statements issued by management will also be published at the same web address after 25 April 2019.

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. Please note that counter-motions and nominations, even if received in advance by the Company within this deadline, will only be considered at the Annual General Meeting if they are submitted during the Annual General Meeting.

**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.dmgmori-ag.com via the 'Investor Relations' link and the subsequent 'Annual General Meeting' link.

Bielefeld, March 2019

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 in the car park P1 (Parkhaus Stadthalle).

DMG MORI AKTIENGESELLSCHAFT

Gildemeisterstrasse 60,

D-33689 Bielefeld

Amtsgericht Bielefeld HRB 7144

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