

DMG MORI

AKTIENGESELLSCHAFT

Bielefeld

ISIN Code: DE0005878003

Security Code Number (WKN): 587800

118th Annual General Meeting

We hereby invite the shareholders of our Company to the 118th Annual General Meeting, which is scheduled to be held at 10:00 (CEST) on Friday, 15 May 2020.

This year's Annual General Meeting will be held as a virtual meeting without the physical presence of the shareholders or their proxy holders.

The location of the meeting for the purposes of the law: the Company's business premises at Gildemeisterstraße 60, in 33689 Bielefeld, Germany.

DMG MORI IN BRIEF

DMG MORI AKTIENGESELLSCHAFT is a worldwide leading manufacturer of machine tools with sales revenues of more than € 2.7 billion and around 7,200 employees. As “Global One Company” – together with DMG MORI COMPANY LIMITED – we reach sales revenues of around € 4 billion.

With dynamic and excellence we advance future technologies. Our portfolio comprises turning and milling machines, the Advanced Technologies Ultrasonic, Lasertec and Additive Manufacturing as well as consistent automation and digitization solutions. Our modular products allow quick, easy and scalable access to digital manufacturing and integrated digitization along the entire process chain – from planning and preparatory work to production and monitoring to service.

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-focussed services covering the entire life cycle of a machine tool include training, repair, maintenance and spare parts service. The modern customer portal “my DMG MORI” digitizes service processes.

More than 12,000 employees work for the “Global One Company”. With 154 sales and service locations – including 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 and the approved consolidated financial statements as at 31 December 2019, together with the management reports, for DMG MORI AKTIENGESELLSCHAFT and the Group, the explanatory report by the Executive Board concerning the disclosures required under sections 289a (1) and 315a (1) of the German Commercial Code (*Handelsgesetzbuch*, HGB) and the report by the Supervisory Board for the 2019 fiscal year**

The annual financial statements and the management report, the consolidated financial statements and the group management report, the report by the Supervisory Board and the report by the Executive Board with explanatory notes concerning the disclosures required under takeover law were made available to the Annual General Meeting in a timely manner. These documents will also be available during the Annual General Meeting itself on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> and explained at the Annual General Meeting.

In accordance with Section 172 of the German Stock Corporation Act (*Aktiengesetz*, AktG), the Supervisory Board approved the annual financial statements and the consolidated financial statements, as prepared by the Executive Board, on 9 March 2020, thereby formally adopting the annual financial statements. Formal adoption of the annual financial statements and approval of the consolidated financial statements by the Annual General Meeting pursuant to Section 173 AktG is therefore not required, meaning 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 2019 by the Executive Board members who were in office in fiscal year 2019.

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 2019 by Supervisory Board members who were in office in fiscal year 2019.

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

Pursuant to the new provision in Section 120a (1) AktG introduced in the Act Implementing the Second Shareholders' Rights Directive (ARUG II), the annual general meeting of listed companies shall resolve on the approval of the remuneration system for the members of the Executive Board submitted by the Supervisory Board at least every four years as well as in the event of any significant changes to the existing remuneration system. This provision replaces the previous provision of Section 120 (4) sentence 1 AktG, which provided for a voluntary resolution of the annual general meeting. The Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT last approved the remuneration system for the Executive Board by resolution of 5 May 2017. Even if a resolution at the 2020 Annual General Meeting is not yet required by law, DMG MORI AKTIENGESELLSCHAFT should pass such a resolution already now, in particular because the Supervisory Board has resolved changes to the remuneration system for the members of the Executive Board which will become effective on 1 January 2020.

The Supervisory Board proposes – after discussion by the Personnel, Nomination and Remuneration Committee – to approve the following remuneration system for the members of the Executive Board, resolved by the Supervisory Board with effect from 1 January 2020.

1. Basic principles of the remuneration system for the members of the Executive Board of DMG MORI AKTIENGESELLSCHAFT

The way in which the remuneration system at DMG MORI AKTIENGESELLSCHAFT is designed contributes to the promotion of its corporate strategy by encouraging and

motivating the members of the Executive Board to actively pursue and achieve the strategic targets, namely sustainable growth and further improvement of the service provided by DMG MORI AKTIENGESELLSCHAFT. The intention is to create incentives for a long-term development with a focus on creating value and promoting innovations while avoiding excessive risks.

The fundamental structuring of the system and the specific design the Executive Board remuneration has been given by the Supervisory Board is based on the following guiding principles:

- a) Extraordinary performance should be appropriately rewarded whereas failure to achieve set targets should lead to a substantial reduction in remuneration (“pay for performance orientation”).
- b) The performance of the Executive Board members as the Company’s governing body is to be promoted without unduly restricting the entrepreneurial freedom of the Executive Board members in their individual areas of responsibility. Since key strategic targets can only be achieved across areas of responsibility based on contributions made by all members of the Executive Board, short and long term remuneration components are to be linked to various key performance indicators, while at the same time giving due regard to the performance contributions of the Executive Board members’ individual areas of responsibility.
- c) The remuneration system for the members of the Executive Board is fully compatible with the remuneration systems for the Group’s other management levels and the employees.
- d) The remuneration of the Executive Board members should be in line with market standards and take into account the size, complexity and orientation of the Company as well as its economic situation.

On this basis, the Executive Board members are to be offered a competitive remuneration package that conforms to the market and is in line with regulatory requirements and provides an incentive for a sustainable management by the Executive Board. This will ensure that DMG MORI AKTIENGESELLSCHAFT attracts the best available candidates for the Executive Board in the present and in the future.

The new remuneration system is designed in a way that is simple, clear and comprehensible. The remuneration system resolved by the Supervisory Board with effect from 1 January 2020 complies with the requirements of the German Stock Corporation Act as amended by the Act Implementing the Second Shareholders' Rights Directive (ARUG II) and essentially with the recommendations of the German Corporate Governance Code as published in the German Federal Gazette on 20 March 2020. The newly created system gives the Supervisory Board the necessary freedom to react to organizational changes and to respond to changes in the economic environment and the market situation when concretely designing the Executive Board remuneration. In view of the control and profit & loss transfer agreement existing between DMG MORI AKTIENGESELLSCHAFT and DMG MORI GmbH, a 100% subsidiary of DMG MORI CO., LTD., on the one hand, and the low free float of the Company's share, on the other, the Supervisory Board decided not to provide for a remuneration component in shares or a share-based remuneration component.

2. The procedure for determining the remuneration of the Executive Board

The Supervisory Board establishes the Executive Board remuneration system. The discussions to be held and the resolutions to be passed by the Supervisory Board for this purpose are prepared by the Personnel, Nomination and Remuneration Committee. It develops recommendations regarding the Executive Board remuneration system, which are also discussed in detail and resolved on by the Supervisory Board. The Supervisory Board may involve external consultants. When external remuneration experts

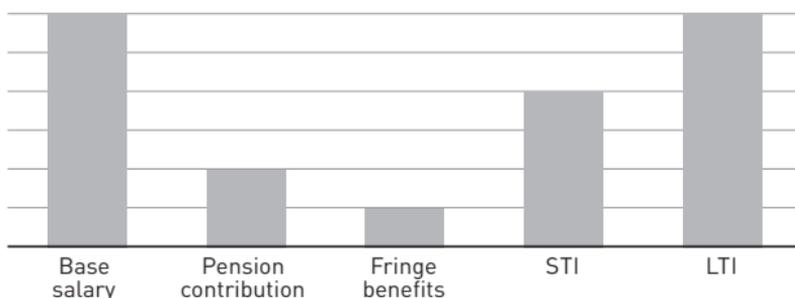
are to be engaged, their independence will have to be ensured and they will specifically be requested to provide a confirmation of their independence. The remuneration experts involved by the Supervisory Board will be revolved on a regular basis. Applicable rules for handling conflicts of interest will also be applied to the procedure for determining, implementing and reviewing the remuneration system.

The remuneration system resolved by the Supervisory Board will be submitted to the Annual General Meeting for approval. If the system is not approved by the Annual General Meeting, a revised remuneration system will be submitted for voting at the latest at the following Annual General Meeting.

The Personnel, Nomination and Remuneration Committee regularly reviews the system for remuneration of the Executive Board and presents appropriate proposals to the Supervisory Board. In the event of significant changes, but at least every four years, the remuneration system will again be submitted to the Annual General Meeting for approval.

3. Components of the Executive Board remuneration

The remuneration of the Executive Board members of DMG MORI AKTIENGESELLSCHAFT consists of fixed and variable remuneration components. In addition to the base salary ("fixed salary"), the fixed, non-performance based remuneration consists of fringe benefits and pension commitments (in particular to the defined contribution pension scheme). Short-term incentives (STI) and long-term incentives (LTI) are granted as performance-based incentives linked to the achievement of specific, measurable targets and are therefore variable remuneration components.



4. The individual remuneration components

- a) Fixed remuneration components: The fixed, non-performance based remuneration consists of the base salary, fringe benefits and pension commitments (defined contribution pension scheme).
- Base salary: Each member of the Executive Board receives a fixed base salary, which is payable in 12 monthly instalments.
 - Fringe benefits: Fringe benefits are determined for each member of the Executive Board, including the maximum amount. This covers benefits in favor of the members of the Executive Board, including, but not limited to, benefits in kind and fringe benefits granted by the Company, such as a company car or, for example, taking out insurances.
 - Pension commitments: Specific amounts are granted for each Executive Board member which must be transferred to their individual pension schemes. Each granted amount will be provided to each Executive Board member for investment in an external pension scheme. The Supervisory Board reviews the appropriateness of the amount on an annual basis.
- b) Variable remuneration components: The variable performance-based remuneration consists of a short-term and a long-term component – the so-called STI (short-term incentive) and the LTI (long-term incentive). The actual amount of the variable remuneration depends on the achievement of financial and other performance parameters which are derived from both operational and strategic targets. DMG MORI AKTIENGESELLSCHAFT focuses on safeguarding and increasing the Company's success as well as the Company's value in all relevant forms. The aim is to strengthen the earning power and market position of DMG MORI AKTIENGESELLSCHAFT in the long term and to incentivize profitable and efficient management. In addition to traditional key performance indicators, key targets for a sustainable development of

the Company, such as the improvement of service or the optimization of the Company's market position, are also considered. The performance criteria are determined on the basis of appropriate key performance indicators established for the Company. The Supervisory Board ensures that the targets defined by it are demanding and ambitious.

If targets are not met, the variable remuneration can drop to zero. If the targets are exceeded, the degree of achievement is limited to 200 %.

The remuneration resulting from the achievement of targets is modified by two sustainability factors ("modifiers") which are defined when the reward for achieving the targets is granted and which are intended to strengthen in particular the efforts of the Executive Board to achieve future growth on the basis of sustainable management.

- c) Short-term incentive (STI): The STI rewards the contribution made during a fiscal year to the operational implementation of the corporate strategy and thus – indirectly – to the long-term development of the Company. In particular, the STI takes into account the overall responsibility of the Executive Board and the collaboration of its members in achieving the targets.

For this reason, the STI system is based on two target dimensions, which can be weighted differently and are modified by sustainability factors ("modifiers"). Both the market position (measured by the performance criterion "order intake") and the earnings situation (measured by the performance criterion "EBIT") are taken into account. These targets that are related to the Company are then modified by a sustainability factor ("modifier") which has a range from 80 % to 120 %. In particular, the modifier is intended to reward the actions taken and the successes achieved by the Executive Board which contribute towards safeguarding the Company's success on a sustainable basis. These targets underlying the modifier

include for example investments or the development of market shares and positions. In future, other activities, such as in research and development, marketing, productivity, quality or service, or compliance with environmental targets (e.g. emission limits) can also be considered.

Based on the recommendation of the Remuneration Committee, the Supervisory Board specifies the concrete performance criteria and the key performance indicators and focus topics including the methods for measuring performance and the modifiers as well as their weighting before the beginning of the respective fiscal year. In doing so, the Supervisory Board puts particular emphasis on ensuring that clear and measurable qualitative targets are defined, with due regard to the current strategy and market position. In particular, the target values are defined in this context.

The STI is established in the degree of target achievement in a range from 0% to 200%.

The targets and modifiers defined by the Supervisory Board before the beginning of each fiscal year are disclosed and explained in the remuneration report in consideration of the areas on which the operational focus is placed in the relevant fiscal year.

Determination of target achievement: After the end of the fiscal year, the target achievement for the relevant key performance indicators is determined and modified by applying the modifiers. The remuneration report provides transparent information about the target values and the degree of target value achievement.

The parameters for the STI do not change during a fiscal year. Only in cases of extraordinary developments, where the effects are not sufficiently reflected in target achievement, can the Supervisory Board make appropriate adjustments as regards the target setting.

This can lead to either an increase or decrease in remuneration. Market developments which are generally unfavorable are not deemed extraordinary developments during the fiscal year. If any extraordinary developments resulting in an adjustment should occur, this will be reported in detail and transparently in the annual remuneration report.

The current STI is therefore designed as follows:



- d) Long-term incentive (LTI): The long-term, sustainable commitment to DMG MORI AKTIENGESELLSCHAFT must be the focus of all activities of the Executive Board. Only in this way can sustainable growth be promoted and sustainable value be created. A substantial part of the total remuneration is therefore based on the long-term success of DMG MORI AKTIENGESELLSCHAFT, in particular taking into account its earnings performance. The LTI is aimed at achieving earnings and other operational targets over an extended period in order to ensure the Company's success in implementing its strategy, including in the area of non-financial key indicators.

There will be no long-term remuneration consisting of shares or based on shares. The LTI is granted in cash because the remuneration is to be based solely on factors that can be influenced by the Executive Board. However, the development of the DMG MORI AKTIENGESELLSCHAFT share and, consequently, the development of any share-based remuneration system program based on the development of the DMG MORI AKTIENGESELLSCHAFT share would be driven by factors not within the control of the Executive Board. DMG MORI AKTIENGESELLSCHAFT does not pay any dividend as a result of the control

and profit & loss transfer agreement existing with DMG MORI GmbH. Nor is the earnings performance to the extent that it can be influenced by the Executive Board as a rule a factor which would have any impact on the price of the DMG MORI AKTIENGESELLSCHAFT share. Apart from any potential speculative elements, in particular the compensation and settlement provided for in the control and profit & loss transfer agreement has an impact on the share price, but not the performance of the Executive Board.

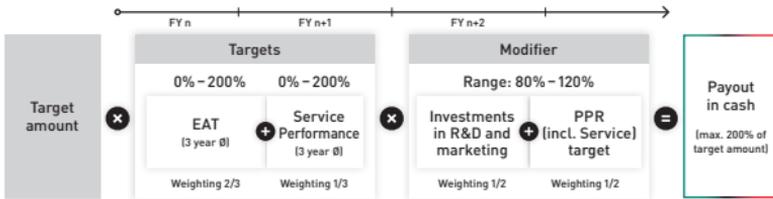
In order to be able to adequately reflect the performance of a member of the Executive Board and the Executive Board as a whole, the LTI is granted on the basis of an indicator-based remuneration which is measured over a period of three years ("performance period"). The LTI is based on two financial targets and measurable sustainability targets in the form of a modifier. The financial performance criteria represent important key performance indicators of DMG MORI AKTIENGESELLSCHAFT (earnings after taxes – EAT – and the service performance). These targets are weighted according to their importance.

The modifier with a range of +20% / -20% also reflects sustainability targets which currently include adherence to research, development and marketing budgets and the development of Product Problem Reports (PPR). The targets are selected with a view to safeguarding long-term and sustainable development in line with the strategy. Going forward, targets in productivity, quality or service, the development of market shares and market positions or compliance with environmentally relevant targets (e.g. emission limits) and other targets can be reflected.

The LTI has a range from 0% to 200% depending on the degree of target achievement. When setting targets before the beginning of a fiscal year, the Supervisory Board ensures that the sustainability targets in STI and LTI are complementary.

Performance with respect to sustainability targets is also measured by comparing the planned values with the achieved figures. The maximum LTI cash payment is also limited to a maximum of 200% of the target amount.

The LTI can be summarized as follows:



5. Determination of the structure and amount of the concrete target total remuneration

Based on the preparations by the Personnel, Nomination and Remuneration Committee, the Supervisory Board determines the target total remuneration for each member of the Executive Board for the coming fiscal year in accordance with the remuneration system. The target total remuneration for each member of the Executive Board is the sum of the base salary, STI for a 100% target achievement and LTI for a 100% target achievement.

In addition to an appropriate proportion to the tasks and performance of the members of the Executive Board, in particular the economic situation, the market environment, the success and future prospects of the Company are taken into account. The Supervisory Board places particular emphasis on ensuring that the target total remuneration is in line with market standards. This will be assessed on the basis of the following points:

- External comparison (horizontal appropriateness): Remuneration data from the 90 largest listed companies in Germany with listings on the DAX and MDAX are used to assess the market standard of the total remuneration. This horizontal market comparison takes into account the market position, including the size and complexity of DMG MORI AKTIENGESELLSCHAFT, with particular regard to an inclusion of the Company in the above comparison group. The size (e.g. in terms of employees and turnover) and the focus of the business would make the use of the SDAX, on which DMG MORI AKTIENGESELLSCHAFT is currently listed, seem inappropriate. Ultimately, DMG MORI AKTIENGESELLSCHAFT is only included in the SDAX on the basis of its market capitalization.
- Internal comparison (vertical appropriateness): In addition, the development of the Executive Board remuneration in relation to the remuneration of the employees of DMG MORI AKTIENGESELLSCHAFT is taken into account in an internal (vertical) comparison. In this comparison, the relationship between the Executive Board remuneration and the remuneration of the senior management group and the other employees is compared to the market. To this end, the Supervisory Board has defined the senior management as follows: It consists of Executive Board members with areas of responsibility and managing directors, including all members of the management team. The other employees are all employees in Germany, either paid under or outside collective agreements.

The remuneration system allows the Supervisory Board to structure the target total remuneration in a differentiated manner: The target total remuneration is to be determined by taking into account the function of each of the members of the Executive Board. The different requirements will be considered in determining the absolute level of remuneration and with respect to the remuneration structure. In particular, a function-specific differentiation will be made.

In particular, the Chairman of the Executive Board receives a higher total remuneration than the other Executive Board members. When a member of the Executive Board is appointed for the first time, a lower level of remuneration or reduced remuneration components can be determined for the first-time appointment period.

In addition, within the scope of the annual review of the Executive Board remuneration, the Supervisory Board has the option – if needed – to adjust only individual remuneration components instead of all remuneration components, taking into consideration market conditions and appropriateness considerations. In this way, for example, the short-term or long-term remuneration can be adjusted to reflect changes in market standards.

As a result, certain percentage ranges exist for the proportions of the target total remuneration represented by each of the individual remuneration components in the remuneration system. The proportion of the LTI is always greater than the proportion of the STI. The proportion of the fixed remuneration (base salary, fringe benefits and pension commitments) is between 40 % and 50 % of the target total remuneration. Going forward, this percentage may vary as a result of a changed functional differentiation or as a result of the annual review and an alignment to the market standard. In terms of the target total remuneration, the proportion of the STI is within a range of 17 % to 27 % and the proportion of the LTI within a range of 28 % to 38 %.

6. Maximum remuneration limits

The Supervisory Board derives the maximum total remuneration of a member of the Executive Board annually on the basis of the target total remuneration. The maximum total remuneration of an Executive Board member is the maximum limit in terms of amount and thus the actual maximum payment, taking into account the fixed remuneration (including base salary, fringe benefits and pension commitments), STI and LTI, with the variable remuneration components STI and LTI being limited as follows (payout caps):

- Short-term incentive (STI):
200 % of the target amount
- Long-term incentive (LTI):
200 % of the target amount

The maximum total remuneration is Euro 5,550,000 for the Chairman of the Executive Board Christian Thönes and Euro 2,950,000 for the members of the Executive Board Björn Biermann and Michael Horn.

Should the Annual General Meeting pass a resolution to reduce the proposed maximum total remuneration, this vote for a reduction will be reflected in Executive Board employment contracts when these are concluded or extended.

7. Malus and clawback provisions for the variable remuneration

The Supervisory Board has the option of withholding or reclaiming the short-term and long-term variable remuneration in cases of serious breaches of duty or compliance. The same applies in cases of severely unethical behavior.

In cases of grossly negligent or willful breaches of duties of care of a diligent and conscientious manager pursuant to Section 93 (1) AktG by Executive Board members, the Company is furthermore entitled to reclaim from the Executive Board member, with respect to the performance period in which the breach occurred, any paid-out variable remuneration components (STI and/or LTI), in whole or in part, or to withhold any unpaid variable remuneration components (STI and/or LTI), in whole or in part.

If variable remuneration components (STI and/or LTI) linked to the achievement of specific targets were unduly paid out on the basis of incorrect data, the Company is entitled to reclaim the difference in remuneration resulting from the recalculation of the variable remuneration compared to the original payment made to the Executive Board member. The Company has to demonstrate that the underlying data used in the calculation of the remuneration was incorrect and

that therefore the variable remuneration of the Executive Board member was too high.

The possibilities to claim repayment also apply if the appointment or employment of the Executive Board member has already ended at the time the claim for repayment is made. Any claims for damages which the Company may have against the Executive Board member remain unaffected.

8. Deduction of compensation for secondary activities

The members of the Executive Board may take up secondary activities (e.g. public offices, seats on supervisory boards or advisory boards and similar positions (including any committee memberships) as well as appointments to scientific bodies) only with the prior approval of the Supervisory Board. If members of the Executive Board serve on a supervisory board or hold similar positions within the Group, the compensation received for such a position will be deducted from the remuneration of the respective Executive Board member. If seats on supervisory boards outside the Group are accepted, the Supervisory Board will decide at its duty-bound discretion on a case-by-case basis whether and to what extent the remuneration for such positions is to be deducted. In this context, a key factor will be the extent to which the activity is in the interest of the Company.

9. Commitments granted in connection with the commencement of employment of Executive Board members and similar commitments

When a person is appointed as a member of the Executive Board for the first time, no additional individual remuneration benefits are to be granted under the Executive Board member's individual employment contract. In particular, no compensation for the loss of benefits from the previous employer and no reimbursement of moving expenses are to be paid.

10. Legal acts related to remuneration

The remuneration of the members of the Executive Board is governed by their employment contracts, with the variable remuneration components being determined by the Supervisory Board on the basis of this remuneration system.

11. Provisions in connection with termination of employment of Executive Board members

For new Executive Board employment contracts to be concluded (first-time appointment) or an extension of such contracts, no special provisions for a change of control will be negotiated, in particular neither special rights to terminate the contract nor severance payments.

- **Termination by mutual agreement („Good Leaver“):**
If a member of the Executive Board resigns from office at the request of the Supervisory Board for reasons unrelated to the conduct or the person of the member of the Executive Board, all outstanding LTI tranches will be paid out normally at the end of the relevant performance period. The same applies if a member of the Executive Board withdraws from office for any other reasons for which he or she is not responsible (e.g. regular expiration or mutual termination of the employment contract or any other reasons for withdrawing provided for in the contract). This also includes early retirement and the rejection of an offer of reappointment by the Executive Board member.
- **Non-mutual termination („Bad Leaver“):**
If the Company terminates the employment with a member of the Executive Board for good cause or if a member of the Executive Board unjustifiably terminates the employment contract (“Bad Leaver”), all outstanding allocated LTI amounts that did not complete the three-year performance period will be forfeited.

In the event of the death or permanent disability of an Executive Board member, all outstanding LTI tranches are paid out immediately on the basis of 100% target achievement.

12. Current application of the above described system

The present remuneration system for the members of the Executive Board is applicable to the employment contracts currently in force or to be extended as well as any new employment contracts to be concluded.

The following employment contracts are currently in force for members of the Executive Board:

Christian Thönes:

1 January 2018 until 31 December 2022;

Björn Biermann:

27 November 2018 until 26 November 2023;

Michael Horn:

15 May 2018 until 14 May 2021.

The employment contracts each have a fixed term and end automatically on the expiration date stated above. A one-year notice period is provided for in the event that the appointment is revoked for good cause. Other than that, no compensations for dismissal or severance payments are provided for in the employment contracts.

5. Amendment of Section 15 (3) of the Articles of Association (right to participate)

The Act Implementing the Second Shareholders' Rights Directive (ARUG II) has changed the requirements for participating in the general meeting and exercising voting rights. In the case of bearer shares of listed companies, the revised Section 123 (4) sentence 1 AktG stipulates that, in the future, proof issued by the last intermediary pursuant to the newly introduced Section 67c (3) AktG shall be sufficient for participation in the general meeting or the exercise of voting rights. As provided for in Section 15 (3) of the Company's Articles of Association in accordance with the requirements of the currently applicable version of Section 123 (4) sentence 1 AktG, proof of shareholding issued in text form and in German or English by the depository institution is required for participation in the General Meeting and the exercise of voting rights.

ARUG II entered into force on 1 January 2020. The amendments in Section 123 (4) sentence 1 AktG and the newly introduced Section 67c AktG will only apply as of 3 September 2020 and, therefore, for the first time when the Annual General Meeting is convened on a date after 3 September 2020. This means that the amendments will be applicable before the Company's Annual General Meeting in 2021.

In order to avoid that the provisions for the proof required for participation in the Annual General Meeting of the Company and the exercise of voting rights set forth in the Articles of Association differ from the statutory rules, it is proposed that the amendment of the Articles of Association be resolved already now. The Executive Board shall ensure, by filing appropriate registrations with the commercial register, that the amendment of the Articles of Association will not take effect before 3 September 2020. The Executive Board and the Supervisory Board therefore propose that the following resolution be adopted:

Section 15 (3) sentence 1 of the Company's Articles of Association is revised as follows:

„The proof of share ownership pursuant to subsection 2 shall require proof of the shareholding in text form issued by the last intermediary pursuant to § 67c (3) AktG.“

A comparison between the currently applicable Section 15 (3) of the Company's Articles of Association and the proposed change to these provisions based on the proposed resolution on agenda item 5 is available for download on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> from the date of notice convening the Annual General Meeting.

The Executive Board is instructed to apply for registration of the amendments of the Articles of Association in the commercial register not before 3 September 2020.

6. Resolution on the appointment of the auditor

Upon recommendation of the Finance and Audit Committee, the Supervisory Board proposes the appointment of PwC PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, to serve as the Company's auditor of the annual and consolidated financial statements for fiscal year 2020.

In addition to PwC PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, the Finance and Audit Committee further recommended to the Supervisory Board the appointment of HLB Dr. Stückmann und Partner mbB, Bielefeld, as possible external auditor of the annual and consolidated financial statements, expressing a justified preference for PwC PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft.

In accordance with Art. 16 (2) subsection 3 of the EU Statutory Auditors Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014), the Finance and Audit Committee stated that its recommendation is free from influence by a third party and that no restrictions with respect to the choice of a particular statutory auditor have been imposed on it (Art. 16 (6) of the EU Statutory Auditors Regulation).

Information

Starting on the date of the notice convening the Annual General Meeting, the documents listed under Agenda Items 1 to 5 will be available for download on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. All documents will also be available for download there during the Annual General Meeting on 15 May 2020, which will be held as a virtual meeting without the physical presence of the shareholders or their proxy holders.

Additional information concerning the convening of the Annual General Meeting

1. Total number of shares and voting rights

As at the date of the notice convening 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. As at the date of the notice convening the Annual General Meeting, the Company did not hold any treasury shares. Therefore, the total number of shares and voting rights as at the date of the notice convening the Annual General Meeting amounts to 78,817,994.

2. Virtual Annual General Meeting and exercisable shareholder rights

The spread of the novel SARS-CoV-2 virus (COVID-19 pandemic) has resulted in substantial restrictions in all areas of private and economic life, including in the Federal Republic of Germany. In order to stop the massive increase in the number of people infected with the SARS-CoV-2 virus, the authorities began in March 2020 to order the closing of a variety of establishments and to impose substantial restrictions on public gatherings. Therefore it is not possible to hold the Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT – with reasonable assurance – this year with the physical presence of attendees.

The legislators responded to these restrictions by enacting the "Act Concerning Measures in Company, Cooperative, Association, Foundation and Home-Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*, PandemieG) (Federal Gazette [BGBl.] I 2020, p. 570). Section 1 of the PandemieG provides, inter alia, temporary relief for the annual general meeting of a stock corporation like DMG MORI AKTIENGESELLSCHAFT, such as the option to hold an annual general meeting without the physical presence of the shareholders or their proxy holders, as well as to abbreviate the notice period for convening the meeting.

The Executive Board, with the approval of the Supervisory Board, has made use of this option and will hold the Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT as a virtual meeting without the physical presence of the shareholders or their proxy holders.

For this year's Annual General Meeting, this means, in particular, the following:

- The location of the meeting for the purposes of the German Stock Corporation Act is the Company's business premises at Gildemeisterstraße 60, in 33689 Bielefeld, Germany. The chairman of the meeting, the Company's Executive Board and the notary, who will be taking the minutes of the Annual General Meeting, as well as the voting rights proxy holders designated by the Company, will all be present at the Company's business premises during the Annual General Meeting.
- It is not possible for shareholders or their proxy holders to participate there. An audiovisual broadcast of the Annual General Meeting will be made available to all properly registered shareholders and their proxy holders via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> (for further details, see 5., below).

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- The deadline for registering and for submitting proof of shareholding has been abbreviated to four days prior to the Annual General Meeting (for further details, see 3., below).
 - Properly registered shareholders or their proxy holders can exercise their **voting rights by means of postal vote either electronically** via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> or **in writing**, i.e. by regular mail, fax or email sent to the address for the Annual General Meeting of DMG MORI AKTIEN-GESELLSCHAFT (for further details, see 6. and 7., below). They also have the option of entrusting the exercise of their voting rights to the voting rights proxy holders designated by the Company, who are required to cast votes in accordance with instructions (for further details, see 8., below). There are no other options for exercising voting rights. On the day of the Annual General Meeting, up until the question-and-answer session is formally ended by the chairman of the meeting, duly registered shareholders or their proxy holders have the ability to exercise their voting rights by means of electronic postal vote and to issue instructions electronically to the voting rights proxy holders designated by the Company via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. If they wish to exercise their voting rights in writing or issue instructions in writing to the voting rights proxy holders designated by the Company, shorter deadlines apply for organisational reasons (for further details, see 6., 7. and 8., below).
 - Properly registered shareholders or their proxy holders may submit questions up to two days prior to the Annual General Meeting via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> (for further details, see 9., below).

- During the Annual General Meeting, shareholders or their proxy holders who have exercised their voting rights may lodge objections to resolutions adopted at the Annual General Meeting as recorded in the minutes kept by the notary via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> (for further details, see 10., below).

Unless specified otherwise below, there are no other exercisable, meeting-related shareholder rights beyond those described above (including the requirements for how they are exercised). In particular, there will be no ability during the Annual General Meeting to comment on or make motions concerning the agenda or the bylaws.

3. Proof of entitlement, registration for the Annual General Meeting, explanation of the significance of the record date, and generation of personal access credentials

In order to be entitled to exercise their voting rights and other exercisable shareholder rights, shareholders must furnish proof on or before the start of the 12th day prior to the Annual General Meeting, i.e. **by 0:00 (CEST) on 3 May 2020 (the "Record Date")** that they are a shareholder of the Company and must register for the Annual General Meeting. Proof is to be furnished in the form of proof of shareholding issued by the custodian bank or financial services provider with reference to the Record Date.

In relation to the Company, only the person or entity who has furnished proof is considered to be the shareholder entitled to exercise voting rights and other exercisable shareholder rights. In this regard, the entitlement to exercise voting rights and other exercisable shareholder rights is determined exclusively by the shareholder's shareholding on the Record Date.

The Record Date is not associated with any block on the ability to sell the shareholding. Even where some or all of the shareholding is sold after the Record Date, the shareholder's shareholding on the Record Date is exclusively controlling for the exercise of voting rights and other exercisable shareholder rights. In other words, sales of shares after the Record Date have no effect on the entitlement to exercise voting rights and other exercisable shareholder rights. The same applies to purchases of shares after the Record Date. Persons who do not yet own any shares on the Record Date and first become shareholders thereafter are as a rule not entitled to exercise voting rights or other exercisable shareholder rights for shares held by them. The foregoing does not apply if and to the extent that the prior owner who still held the shares on the Record Date grants such person a proxy or authorises him to exercise rights. The Record Date has no bearing on the entitlement to receive the compensation payment under the control and profit-and-loss transfer agreement.

Registration and proof of shareholding must be received by the below-listed registration office not later than **24:00 (CEST) on 11 May 2020**. Registration and proof of shareholding must be submitted in writing in German or English.

Registration office:

DMG MORI AKTIENGESELLSCHAFT
c/o Commerzbank AG
GS-BM General Meetings
60261 Frankfurt am Main
Germany
Telefax: +49 (0)69 136 26351
Email: generalmeetings@commerzbank.com

After the registration office receives the registration and the proof of shareholding, it will send registration confirmations to shareholders. The registration confirmation is needed in order to be able to use the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. In order to ensure

that the registration confirmation is received in time, we ask that shareholders be sure to send the registration and proof of shareholding well in advance. This does not constitute any limitation on the exercise of voting rights or other exercisable shareholder rights.

In order to be able to use the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> – i.e. in order to electronically exercise voting rights and other exercisable shareholder rights and obtain access to the audiovisual broadcast of the Annual General Meeting – registered shareholders must **generate a personal password** as personal access credentials. Using the data contained in the registration confirmation, properly registered shareholders can create the personal password on the home page of the Company's Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> by following the procedure described there. Properly registered shareholders may generate the personal password up until conclusion of the Annual General Meeting.

4. Notices concerning data protection

If you register for the Annual General Meeting or grant a voting rights proxy, we collect the personal data about your and/or your proxy holder that was transmitted to us in connection with the registration. This is done in order to enable shareholders to exercise their voting rights and other exercisable shareholder rights.

DMG MORI AKTIENGESELLSCHAFT, as the controller, processes your data in compliance with the provisions of the EU General Data Protection Regulation (GDPR), as well as with all other relevant laws. For details concerning the treatment of your personal data and your rights under the GDPR, please visit <https://en.dmgmori-ag.com/data-privacy-information>.

5. Audiovisual broadcast of the Annual General Meeting

Properly registered shareholders or their proxy holders will be able to view a live audiovisual broadcast of the entire Annual General Meeting, including the answering of submitted questions during the Annual General Meeting and vote tallies, via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Only those properly registered shareholders who have generated their personal access credentials will have access to the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. Shareholders or proxy holders may then use the personal access credentials to log in to the audiovisual broadcast. The audiovisual broadcast of the Annual General Assembly is not being made freely available.

The broadcast of the Annual General Meeting does not enable participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 AktG.

6. Procedure for casting votes by means of postal vote

Only those shareholders who have properly registered and furnished proof of entitlement are entitled to exercise their voting rights by means of postal vote.

The casting of votes by means of postal vote takes place either **electronically**, i.e. by using the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, or **in writing**, i.e. by regular mail, fax or email sent to the address for the Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT.

Address for the Annual General Meeting:

DMG MORI AKTIENGESELLSCHAFT
c/o Computershare Operations Center
80249 Munich, Germany
Telefax: +49 (0)89 3090 3746 75
Email: DMGMORI-HV2020@computershare.de

If the postal vote is cast **electronically**, i.e. via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, it may be cast up until **the question-and-answer session is formally ended** by the chairman of the meeting on the day of the Annual General Meeting (Friday, 15 May 2020) via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

However, a postal vote cast **in writing**, i.e. by regular mail, fax or email, must be received not later than **12:00 (CEST) on 14 May 2020** (receipt by the Company) at the Company's above-listed address for the Annual General Meeting. Following proper registration, shareholders will be sent, together with the registration confirmation, a form for casting votes in writing by means of postal vote, which can also be downloaded from the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. In addition, the form may be requested by sending a letter, fax or email to the above-listed address for the Annual General Meeting.

Votes that have already been cast electronically or in writing may be changed or withdrawn up **until the question-and-answer session is formally ended** by the chairman of the meeting on the day of the Annual General Meeting (Friday, 15 May 2020), i.e. via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. Written notice of a change or withdrawal must be received not later than **12:00 (CEST) on 14 May 2020** (receipt by the Company) at the above-listed address for the Annual General Meeting.

Casting a vote by means of postal vote does not constitute participation at the Annual General Meeting in the legal sense.

7. Procedure for exercising voting rights and other exercisable shareholder rights through proxy holders

Shareholders who are unable to or prefer not to personally exercise their voting rights or other exercisable shareholder rights may exercise these rights through a proxy holder, e.g. through an intermediary covered by Section 135 AktG, a shareholders' association or some other third party. Here as well, timely registration and the furnishing of proof of shareholding is required for the shareholding concerned.

If a shareholder grants a proxy to more than one person, the Company may reject one or more of them.

Shareholders entitled to vote may grant a proxy to a representative by making a declaration **directly to the Company** either electronically, i.e. via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, or in writing, i.e. by regular mail, fax or email sent to the above-listed address for the Annual General Meeting. Also, the revocation of a previously granted proxy may be declared directly to the Company through the aforementioned transmission channels. Separate proof concerning the granting of the proxy is no longer necessary in such case.

Shareholders who would like to grant a proxy to a representative by making a declaration directly to the Company in writing, i.e. by regular mail, fax or email sent to the above-listed address for the Annual General Meeting, are requested to use the forms provided by the Company for this purpose. Following proper registration, shareholders will be sent, together with the registration confirmation, a proxy form, which can also be downloaded from the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. In addition, the form may be requested by sending a letter, fax or email to the above-listed address for the Annual General Meeting.

If the proxy is not granted directly to the Company but instead **is granted to the representative**, written form is required for the grant of proxy, for the proof furnished to the Company concerning the grant of proxy and, as a rule, also for the revocation of the proxy. Proof that a proxy has been granted to a representative may be furnished by sending the proof by regular mail, fax or email to the above-listed address for the Annual General Meeting.

Also in the case where shareholders grant a proxy by making a declaration to the representative, they are requested to use the forms provided by the Company for this purpose.

Where a proxy is granted to an intermediary covered by Section 135 AktG, a voting rights consultant, a shareholders' association or a person who professionally offers shareholders his services in exercising voting rights at the Annual General Meeting, special conditions need to be observed as a rule, which should be clarified with the proxy holder directly.

In any case, a proxy holder may exercise the exercisable shareholder rights **electronically** only if the shareholder has given him the personal access credentials to the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> and if the proxy holder is on file as a proxy holder in the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

In order to be able to ensure that the proxy holder is on file as a proxy holder, the following applies:

If a proxy is granted directly to the Company electronically, i.e. via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, it may be granted up until the **question-and-answer session is formally ended** by the chairman of the meeting on the day of the Annual General Meeting

(Friday, 15 May 2020) via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

However, a proxy granted directly to the Company in writing or, as the case may be, proof of the granting of a proxy to a representative that is furnished in writing, i.e. in either case by regular mail, fax or email, must for organizational reasons be received not later than **12:00 (CEST) on 14 May 2020** (receipt by the Company) at the above-listed address for the Annual General Meeting.

Further information about registering, about generating personal access credentials for the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> and about granting proxies, as well as the corresponding forms for granting a voting rights proxy, can be found in the documentation that is being sent to shareholders, and it is also available for download at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

8. Procedure for exercising voting rights through the voting rights proxy holders designated by the Company

The Company is offering as a special service to properly registered shareholders the option of granting a proxy to the voting rights proxy holders designated by the Company. In addition to being granted a proxy, the voting rights proxy holders designated by the Company must also be issued instructions for exercising the voting rights. The voting rights proxy holders are obligated to cast votes in accordance with instructions and may not exercise the voting rights in their own discretion. We ask that shareholders bear in mind that the voting rights proxy holders can exercise the voting rights only for those agenda items for which they have received instructions and that they cannot be instructed to make motions or declare objections to resolutions adopted by the Annual General Meeting.

Shareholders may grant a proxy to the voting rights proxy holders designated by the Company and issue instructions to them either **electronically**, i.e. via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, or **in writing**, i.e. by regular mail, fax or email sent to the address for the Annual General Meeting.

Only those properly registered shareholders who have generated their personal access credentials will have access to the Company's Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Shareholders will receive a form, together with the registration confirmation, for granting a written proxy to the voting rights proxy holders designated by the Company and for issuing written instructions to them. The form for granting a written proxy to the voting rights proxy holders designated by the Company and for issuing written instructions to them can also be downloaded from the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

In addition, the form may be requested by sending a letter, fax or email to the above-listed address for the Annual General Meeting.

Shareholders who would like to grant a proxy to the voting rights proxy holders designated by the Company **electronically**, i.e. via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, may transmit the proxy along with the instructions up until the **question-and-answer session is formally ended** by the chairman of the meeting on the day of the Annual General Meeting (Friday, 15 May 2020) via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. The voting rights proxy holders designated by the Company will then exercise

the voting rights in accordance with the instructions issued to them when voting begins after the question-and-answer session formally ends.

Shareholders who would like to grant a proxy to the voting rights proxy holders designated by the Company **in writing**, i.e. by regular mail, fax or email, may send the proxy along with the instructions up until **12:00 (CEST) on 14 May 2020** (receipt by the Company) to the above-listed address for the Annual General Meeting by regular mail, fax or email. The same applies to a change or revocation of proxies that have been granted and instructions that have been issued in this way.

Proxies that have already been granted and instructions that have already been issued – whether electronically or in writing – may be changed or revoked electronically, i.e. via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, up until the **question-and-answer session is formally ended** by the chairman of the meeting on the day of the Annual General Meeting (Friday, 15 May 2020).

Further information about registering, about generating personal access credentials for the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> and about granting proxies, as well as the corresponding forms for granting a voting rights proxy, can be found in the documentation that is being sent to shareholders, and it is also available for download at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

9. Opportunity to ask questions

Under the PandemieG, it is sufficient in the case of a virtual general meeting to give shareholders and their proxy holders the opportunity to ask questions by means of electronic communication. The Executive Board may decide in its reasonably exercised discretion which questions it chooses to answer and how it chooses to do so. It may also specify that questions must be submitted not later than two days prior to the general meeting by means of electronic communication.

In accordance with these statutory requirements, properly registered shareholders or their proxy holders may submit questions not later than two days prior to the Annual General Meeting, i.e. not later than **24:00 (CEST) on 12 May 2020** (receipt by the Company), via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Questions will be answered either in connection with the answering of submitted questions during the Annual General Meeting or in advance on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Further details about the opportunity to ask questions can be found in 11.c, below.

10. Objection to resolutions adopted by the Annual General Meeting

Properly registered shareholders or their proxy holders who have exercised their voting rights have the right during the Annual General Meeting to lodge an objection in German to a resolution adopted by the Annual General Meeting, and to have same entered in the minutes, by means of electronic communication via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

11. Information concerning the rights of shareholders under sections 122 (2), 126 (1), 127, and 131 (1) AktG, in part in conjunction with the PandemieG

a. Motions to add items to the agenda at the demand of a minority pursuant to Section 122 (2) AktG and Section 1 (3) sentence 4 PandemieG

Shareholders whose shares represent in the aggregate the proportionate amount of € 500,000 of the share capital, corresponding to 192,308 no-par-value shares, may demand that items be put on the agenda and published. The demand must be sent in writing to the Company's Executive Board and be received by the Company not later than **24:00 (CEST) on 30 April 2020** (receipt by the Company). Each new agenda item must be accompanied by a statement of reasons or a proposed resolution. Demands by shareholders for an addition to the agenda pursuant to Section 122 (2) AktG must be sent to the attention of the Executive Board at the following address of the Company:

DMG MORI AKTIENGESELLSCHAFT
Executive Board
- Office of the Chairman of the Executive Board -
Gildemeisterstraße 60
D-33689 Bielefeld, Germany

Shareholders demanding an addition to the agenda must furnish proof that they have been shareholders since at least 90 days prior to the date on which the demand was received and that they will hold the shares until the Executive Board decides on the demand.

Additions to the agenda that the Company is obliged to publish will be published in the Federal Gazette promptly following receipt of the demand and will be forwarded to those media outlets that the Company believes will disseminate the information throughout the entire European Union. They will also be published and notified to the shareholders at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

The proposed resolution published in connection with a permissible addition to the agenda will be voted on during the Annual General Meeting.

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

Unless specified otherwise in the foregoing notices, the exercise of voting rights by means of postal vote is not associated with any participation-related rights. Accordingly, shareholders and their proxy holders are not able to make any counter-motions to the proposals of the Executive Board and/or Supervisory Board concerning specific agenda items or make any nominations for the appointment of the statutory auditor (Agenda Item 6).

If shareholders or their proxy holders nevertheless give notice of counter-motions and/or nominations, such counter-motions and/or nominations will be published by the Company in accordance with Section 126 (1) AktG, even where they cannot be voted on during the Annual General Meeting for lack of eligibility to make the motion at the Annual General Meeting, if they are sent not later than **24:00 (CEST) on 30 April 2020** (receipt by the Company) to the address set forth below, accompanied by proof of shareholder status. Counter-motions and nominations sent to a different address will not be considered.

DMG MORI AKTIENGESELLSCHAFT
Legal Department
Dr. Sebastian Henrich
Gildemeisterstraße 60
D-33689 Bielefeld, Germany
Telefax: +49 (0) 5205 74-45 3111
Email: sebastian.henrich@dmgmori.com

Counter-motions and nominations that the Company is obliged to make available will be published without delay at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> if they are sent to the foregoing address not later than **24:00 (CEST) on 30 April 2020**

(receipt by the Company), accompanied by proof of shareholder status. Any comments by management will also be published at the aforementioned link after 30 April 2020.

c. Opportunities for shareholders to ask questions pursuant to Section 131 (1) AktG in conjunction with Section 1 (2) sentence 1, No. 3 and sentence 2 PandemieG

In the case of an Annual General Meeting that pursuant to Section 1 (2) PandemieG takes place without the physical presence of the shareholders or their proxy holders, properly registered shareholders or their proxy holders may pose questions to the Executive Board about the Company's affairs, including the legal and business relationships with affiliated enterprises, as well as about the position of the Group and the companies included in the consolidated financial statements, via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, to the extent that answering them is necessary for a proper evaluation of the agenda items.

In light of the difficult conditions caused by the COVID-19 pandemic, and in order to ensure that they can be answered, questions must be submitted in German and in conformity with Section 1 (2) sentence 2 PandemieG not later than two days prior to the Annual General Meeting, i.e. not later than **24:00 (CEST) on 12 May 2020**, in written form by means of electronic communication via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Pursuant to Section 1 (2) sentence 2 PandemieG, the Executive Board will decide in its reasonably exercised discretion which questions it chooses to answer and how it chooses to do so. Potential answers will either be provided in the answering of submitted questions during the Annual General Meeting or published in advance on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

In addition, the general rights in Section 131 (3) AktG to refuse to provide information are applicable. The Executive Board may refuse to answer questions where, for instance, providing information is, in accordance with sound business judgment, capable of causing more than insignificant harm to the Company or an affiliated enterprise (e.g. no disclosure of business secrets) or where providing information would expose it to criminal liability.

12. Publication on the website

The content of this notice convening the Annual General Meeting, including the explanations about what happens if no resolution is to be adopted on an agenda item, the documents to be made available to the meeting, the total number of shares and voting rights as at the date of the notice convening the Annual General Meeting and the demands of shareholders for additions to the agenda within the meaning of Section 122 (2) AktG that the Company is obliged to make available to the meeting without delay, as well as a variety of other information about the Annual General Meeting, are available on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Bielefeld, Germany, April 2020

DMG MORI AKTIENGESELLSCHAFT
The Executive Board

Location of the meeting

This year's Annual General Meeting will be held as a virtual meeting without the physical presence of the shareholders or their proxy holders.

The location of the meeting for the purposes of the law: the Company's business premises at
Gildemeisterstraße 60, in 33689 Bielefeld, Germany.

DMG MORI AKTIENGESELLSCHAFT

Gildemeisterstraße 60

33689 Bielefeld, Germany

Local Court Bielefeld HRB 7144

Phone: +49 (0) 52 05 74 - 0

Telefax: +49 (0) 52 05 74 - 3273

Email: info@dmgmori.com

www.dmgmori.com