

DMG MORI

AKTIENGESELLSCHAFT

118th Annual General Meeting

Notes on the rights of shareholders within the
meaning of Section 121 (3) sentence 3 no. 3
German Stock Corporation Act (Aktiengesetz – AktG)

Notes on the rights of shareholders within the meaning of Section 121 (3) sentence 3 no. 3 German Stock Corporation Act (Aktiengesetz – AktG)*

In the section entitled “Additional information concerning the convening of the Annual General Meeting”, the notice convening the Annual General Meeting contains information about the rights of shareholders under sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (*Aktiengesetz, AktG*), in part in conjunction with 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). The following information and notices are intended to serve as a further explanation of those arrangements.

1. Motions to add items to the agenda at the demand of a minority (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 same right is available to shareholders whose shares represent in the aggregate one-twentieth (5%) of the share capital, corresponding to 10,246,339.22 € of share capital. Since at DMG MORI AKTIENGESELLSCHAFT, the proportionate amount of the share capital of 500,000 € is lower than 5% of the share capital, it is ultimately sufficient for a demand for an addition to the agenda if the proportionate amount of the share capital of 500,000 € is represented.

Each new agenda item must be accompanied by a statement of reasons or a proposed resolution. In addition, 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 (section 122 (2) in conjunction with (1) sentence 3 AktG). Under section 70 AktG, this period of share ownership is calculated in a specific way.

Section 70 AktG reads:

„Section 70 AktG

Calculation of the Period of Share Ownership

If the exercise of rights conferred by shares requires the shareholder to have been the holder of such shares for a certain period of time, the right to demand transfer of title from a bank, a financial services institution or an enterprise operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act shall be deemed equivalent to ownership. The period during which the shares were owned by a predecessor shall be attributed to the shareholder if he acquired the shares without consideration from his fiduciary, by way of universal succession, in connection with the liquidation of a community of interest or as a result of a transfer of assets pursuant to section 13 of the German Insurance Supervision Act or section 14 of the German Act on Home Loan Savings Banks.”

The demand for an addition to the agenda must be sent in writing to the Company’s Executive Board and be received by the Company in writing not later than 24:00 (CEST) on 30 April 2020 at the following address:

* Non-binding convenience translation

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

Additions to the agenda that the Company is obliged to publish will be published in the electronic Federal Gazette promptly following receipt of the demand throughout the entire European Union, unless they were already published together with the notice convening the Annual General Meeting. 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.

2. Motions and nominations by shareholders (sections 126 (1) and 127 AktG)

Since pursuant to section 1 (2) PandemieG, the Annual General Meeting is being held as a virtual meeting without the physical presence of the shareholders or their proxy holders, the rights to make motions “at” the meeting do not apply. The exercise of voting rights by means of postal vote does not constitute participation at the Annual General Meeting in the legal sense.

Accordingly, shareholders and their proxy holders are not able to make any counter-motions to the Company with regard to the proposals of the Executive Board and/or Supervisory Board concerning specific agenda items or make nominations for the appointment of the statutory auditor or the election of Supervisory Board members.

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.

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Pursuant to section 127 (1) sentence 2 AktG, nominations by shareholders for the appointment of the statutory auditor or the election of Supervisory Board members do not need to be supported by a statement of reasons. However, for other motions by shareholders (counter-motions), a statement of reasons is expressly required by the wording of section 126 (1) AktG.

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 received at the foregoing address not later than 24:00 (CEST) on 30 April 2020, accompanied by proof of shareholder status. Any comments by management will also be published at the aforementioned link after 30 April 2020.

Counter-motions by shareholders do not need to be made available

- (1) to the extent that the Executive Board would expose itself to criminal liability by doing so,
- (2) if the counter-motion would result in a resolution of the Annual General Meeting that is unlawful or in breach of the articles of association,
- (3) if the statement of reasons contains information that in material respects is manifestly false or misleading or if it is defamatory,
- (4) if a counter-motion by the shareholder based on the same facts has already been made available to an Annual General Meeting of the Company in accordance with section 125 AktG,
- (5) if the same counter-motion of the shareholder with an essentially identical statement of reasons has already been made available to at least two Annual General Meetings of the Company in accordance with section 125 AktG in the past five years and less than one-twentieth of the share capital represented at the Annual General Meeting had voted in favour of such counter-motion,
- (6) if the shareholder indicates that he will neither attend nor be represented at the Annual General Meeting or
- (7) if the shareholder failed to make a counter-motion that he communicated, or failed to have same made for him, in the past two years at two Annual General Meetings.

The same applies mutatis mutandis with respect to making available nominations for the election of Supervisory Board members or the appointment of the statutory auditor.

In addition, the Executive Board is not obliged to make available nominations for the election of Supervisory Board members or the appointment of the statutory auditor if they do not include the name, profession and place of residence of the nominees, as well as, in the case of legal entities (appointment of the statutory auditor), the name of the entity and the place of its registered office.

The Executive Board is also not obliged to make available nominations for the election of Supervisory Board members if information is not attached concerning membership on other legally mandated supervisory boards.

The statement of reasons accompanying counter-motions and nominations does not need to be made available if it exceeds 5,000 characters. If several shareholders make counter-motions in respect of the same subject matter of the resolution, or if they make the same nominations, the Executive Board may combine such counter-motions and nominations, as well as their statements of reasons.

3. Opportunities for shareholders to ask questions (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 and 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, 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. Any answers will either be provided in connection with the answering of submitted questions during the Annual General Meeting or be published in advance on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

The Executive Board may in any case refuse to answer certain questions for the reasons specified in section 131 (3) AktG.

For instance, the Executive Board may refuse to provide information

- (1) to the extent that providing information is, in accordance with sound business judgment, capable of causing more than insignificant harm to the Company or an affiliated enterprise,
- (2) to the extent that the information relates to tax valuations or the amount of certain taxes,
- (3) about the difference between the value at which items are recognised in the annual balance sheet and the higher value of such items, unless the annual financial statements are to be approved by the Annual General Meeting,
- (4) about accounting policies, to the extent that the disclosure of such policies in the notes is sufficient for presenting a true and accurate view of the Company's net assets, financial position and financial performance within the meaning of section 264 (2) of the German Commercial Code (Handelsgesetzbuch, HGB), whereby the foregoing does not apply if the annual financial statements are to be approved by the Annual General Meeting,
- (5) to the extent that the Executive Board would expose itself to criminal liability by providing information,
- (6) to the extent that in the case of a bank or financial services institution, there is no requirement to make disclosures about the accounting policies applied and the calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the Group management report or
- (7) to the extent that the information is continuously available on the Company's website for at least seven days prior to the Annual General Meeting as well as during the meeting.



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