

## As of May 2019

### § 15 of the Articles of Association of DMG MORI AKTIENGESELLSCHAFT, Bielefeld

- (1) Each individual share certificate entitles the holder to one vote.
- (2) Shareholders, who wish to attend the Annual General Meeting or to exercise their vote, must register for the Annual General Meeting and prove their eligibility. The Company must receive the registration and proof of eligibility at least 6 days prior to the Annual General Meeting (registration period) at the address disclosed in the notice of the Annual General Meeting. The Executive Board is authorized – or, in the event notice is provided by the Supervisory Board, the Supervisory Board is authorized – to stipulate in the notice of the Annual General Meeting a shorter period of registration and proof, which may be up to 3 days prior to the Annual General Meeting.
- (3) A special notice of share ownership, which is prepared in text form, as defined by law (Textform), and issued by the custodian institution, is required for proof of eligibility pursuant to subsection (2) above. The proof of share ownership must relate to the point in time prescribed under the German Stock Corporation Act. In the event there is doubt regarding the accuracy or authenticity of the eligibility proof, the Company may demand additional suitable evidence. If there is doubt regarding that evidence as well, then the Company may reject the shareholder's eligibility to attend the Annual General Meeting or to exercise a vote. The registration and proof of eligibility must be completed in the German or English language.
- (4) The resolutions are passed by the Annual General Meeting of Shareholders subject to a simple majority of votes and, insofar as a majority of the share capital is required, subject to a simple majority of the share capital, unless otherwise required by law. In the case of a tie in the voting, the motion proposed shall be deemed denied.
- (5) The Chairman shall determine the voting procedure. He can decide to change the order of the subject matter of the meeting. The Chairman can impose a reasonable time limit on the right of the shareholders to put questions or speak. In particular, he is authorized to set a reasonable time limit at the beginning or in the course of the Annual General Meeting of Shareholders for the entire course of the Annual General Meeting of Shareholders, for an individual subject on the agenda or for an individual speaker.
- (6) If, in the case of an election, no majority is obtained on the first ballot, the two candidates who obtained most votes shall be short-listed for a second ballot. In the case of a tie, it shall be decided by drawing lots.
- (7) The grant of proxy, its revocation and proof of the authority granted vis-à-vis the Company must be in text form (Textform), as defined under German law. Notice of the Annual General Meeting shall contain the details about the grant of proxy, its revocation and its proof vis-a-vis the Company and may also include a simplified procedure. Section 135 of the German Stock Corporation Act remains applicable.
- (8) The Executive Board is also authorized to provide that shareholders may participate at the Annual General Meeting even without physically attending the meeting, either himself or through a proxy, and that they may exercise any or all of their rights either in whole or in part via electronic communication (online participation). The Executive Board may set specific rules regarding the scope and procedure for online participation.
- (9) The Executive Board is authorized to provide that shareholders may also cast their votes in writing or via electronic communication (so-called "postal voting"). It may issue specific rules regarding the procedure for postal voting.

## Revised Version 2020

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- (3) ~~A special notice~~ Proof of share ownership pursuant to subsection 2 shall require proof of the shareholding, which is prepared in text form (Textform), as defined by under German law (Textform), and issued by the last intermediary pursuant to § 67c (3) AktG custodian institution, is required for proof of eligibility pursuant to subsection (2) above. The proof of share ownership must relate to the point in time prescribed under the German Stock Corporation Act. In the event there is doubt regarding the accuracy or authenticity of the eligibility proof, the Company may demand additional suitable evidence. If there is doubt regarding that evidence as well, then the Company may reject the shareholder's eligibility to attend the Annual General Meeting or to exercise a vote. The registration and proof of eligibility must be completed in the German or English language.
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