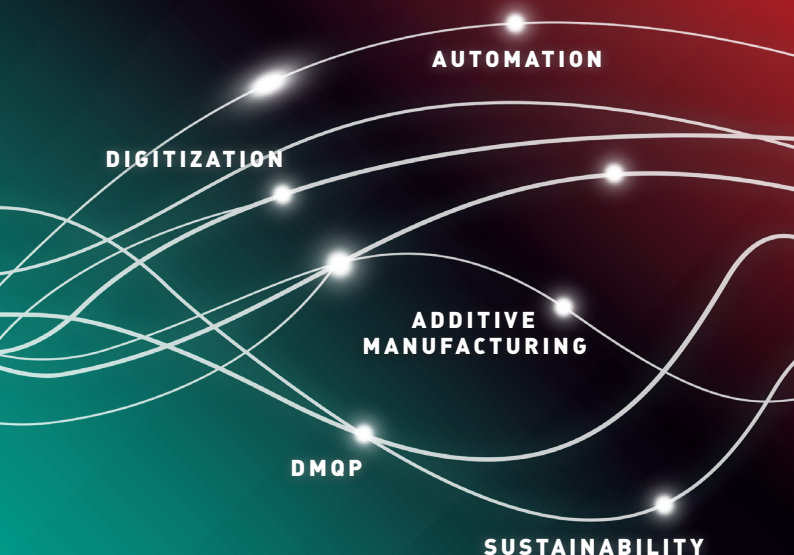


DMG MORI

AKTIENGESELLSCHAFT

119th Annual General Meeting



We hereby invite the shareholders of our Company to attend the 119th Annual General Meeting which is scheduled to be held at 10:00 hours (CEST) on Friday, 7 May 2021.

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, 33689 Bielefeld, Germany

DMG MORI IN BRIEF

DMG MORI AKTIENGESELLSCHAFT is a worldwide leading manufacturer of machine tools with sales revenues of more than € 1.8 billion and around 6,700 employees. Together with DMG MORI COMPANY LIMITED, our sales revenues are around € 2.7 billion. Around 12,000 employees work for the "Global One Company". With 138 sales and service locations – including 15 production plants – we are present worldwide and deliver to more than 100,000 customers from 54 industries in 86 countries. Its high level of diversification makes DMG MORI a strong and reliable partner, even in challenging times.

Our integrated automation and end-to-end digitization solutions extend the company's core business with turning and milling machines, Advanced Technologies (ULTRASONIC, LASERTEC) and Additive Manufacturing.

The corona pandemic is accelerating the digital transformation to smart factories and thus also the expansion of our strategic future fields – in particular, Automation, Digitization and Sustainability. 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 mission: Empower our customers in manufacturing and digitization.

Our technology excellence is bundled within the main sectors of Aerospace, Automotive, Die & Mold as well as Medical und Semiconductor. The 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. The online customer portal "myDMG MORI" digitizes all service processes.

Already since May 2020 DMG MORI AKTIENGESELLSCHAFT has an equalized CO₂ balance (Company Carbon Footprint). All machines delivered worldwide since January 2021 are – along the entire value chain – completely CO₂-neutral (Product Carbon Footprint).

MEETING NOTICE

**Overview with information pursuant to Section 125
of the German Stock Corporation Act in conjunction
with Table 3 of the Implementing Regulation (EU) 2018/1212**

A Specification of the message

1. Virtual Annual General Meeting of
DMG MORI AKTIENGESELLSCHAFT 2021
2. Convening of the Annual General Meeting

B Specification of the issuer

1. ISIN: DE0005878003
2. Name of issuer: DMG MORI AKTIENGESELLSCHAFT

C Specification of the Annual General Meeting

1. Date of the General Meeting: 07.05.2021
2. Start of the General Meeting: 10:00 hours (CEST)
(corresponds to 8:00 hours UTC)
3. Type of General Meeting: virtual Annual General Meeting
without physical presence of shareholders or their proxy holders
4. Location of the General Meeting:
URL to the company's password-protected
Annual General Meeting portal to follow the audiovisual
broadcast and to exercise shareholders' rights:
<https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>

Location of the Annual General Meeting for the purpose of
the German Stock Corporation Act: Company's business
premises, Gildemeisterstraße 60, 33689 Bielefeld, Germany.
5. Record Date¹: 15.04.2021
6. Website for the Annual General Meeting/URL:
<https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>

¹ Please note that, according to the formal requirements of the Implementing Regulation (EU) 2018/1212, the so-called record date is a technical banking date that does not correspond to the record date within the meaning of Section 123 (4) sentence 2 German Stock Corporation Act. The technical record date is therefore the end of 15.04.2021.

AT A GLANCE

AGENDA

Item 1	4
Presentation of the formally adopted annual financial statements and the approved consolidated financial statements as of 31 December 2020, 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 2020 fiscal year.	
Item 2	5
Resolution on the ratification of acts of the Executive Board	
Item 3	5
Resolution on the ratification of acts of the Supervisory Board	
Item 4	5
Resolution on the approval of the remuneration system for the members of the Supervisory Board	
Item 5	10
Resolution on the appointment of the auditor	

INFORMATION

Total number of shares and voting rights	11
Virtual Annual General Meeting and exercisable shareholder rights	11
Proof of entitlement, registration for the Annual General Meeting, explanation of the significance of the record date, and generation of personal access credentials	14
Notices concerning data protection	16
Audiovisual broadcast of the Annual General Meeting	17
Procedure for casting votes by means of postal vote	17
Procedure for exercising voting rights and other exercisable shareholder rights through proxy holders	19
Procedure for exercising voting rights through the voting rights proxy holders designated by the Company	21
Right to ask questions	24
Objection to resolutions adopted by the Annual General Meeting	24
Information concerning rights of shareholders under Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act (AktG), in part in conjunction with the Pandemic Disease Act (PandemieG)	25
Publications on the website	28

Agenda

- 1. Presentation of the formally adopted annual financial statements and the approved consolidated financial statements as of 31 December 2020, 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 2020 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. The aforementioned documents also contain the explanatory report on the disclosures pursuant to Section 289a, Section 315a of the German Commercial Code and the declaration on corporate governance with the corporate governance reporting for the 2020 fiscal year. These documents will also be available during the Annual General Meeting itself on the Company's website <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> and explained during 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 8 March 2021, 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 the fiscal year 2020 by the Executive Board members who were in office in the fiscal year 2020.

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 the fiscal year 2020 by the Supervisory Board members who were in office in the fiscal year 2020.

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

Pursuant to Section 113 (3) AktG, in the case of listed companies a resolution on the remuneration of the members of the Supervisory Board must be passed at least every four years. A resolution confirming the existing remuneration is permissible. The provision has been revised by the Act Implementing the Second Shareholders' Rights Directive (ARUG II) and, pursuant to Section 26j (1) sentence 1 of the Introductory Act to the German Stock Corporation Act (EGAktG), must be observed at the latest for ordinary annual general meetings held after 31 December 2020. The Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT last approved the remuneration system for the members of the Supervisory Board by resolution of 8 May 2015 amending the regulations on the remuneration of the Supervisory Board in Section 12 of the Articles of Association.

Section 12 of the Articles of Association reads as follows:

(1) Each member of the Supervisory Board shall receive – subject to the provisions of para. 2 hereinafter – in addition to the reimbursement of his expenses and including the value added tax applicable to the Supervisory Board remuneration, a fixed remuneration of € 60,000.00, which shall be payable at the end of the financial year.

(2) The chairman of the Supervisory Board shall receive 2½ times and each deputy shall receive 1½ times the compensation set forth in para. 1.

(3) Members of committees – with the exception of the committee governed by § 27 para. 3 of the Co-Determination Act and the nomination committee – shall receive an additional fixed remuneration of € 18,000.00 for every committee membership, and furthermore, committee chairmen shall receive an additional fixed remuneration of € 18,000.00 for each chairmanship and deputy chairmen of committees shall receive an additional € 6,000.00. The compensation pursuant to the foregoing sentence 1 is payable annually at the end of the financial year.

(4) Members of the Supervisory Board and committee members who were Supervisory Board or committee members merely for a portion of the financial year shall receive compensation on a pro rata temporis basis.

(5) The members of the Supervisory Board and its committees will receive a remuneration for attending meetings of the Supervisory Board and meetings of committees of the Supervisory Board in an amount of € 1,500.00 for each meeting attended by them as members.

(6) The Company may take out liability insurance to the benefit of the members of the Supervisory Board to cover the statutory liability of the members of the Supervisory Board. Furthermore, it may take out legal protection insurance to cover the risks of prosecution and defense arising in connection with the Supervisory Board work performed by the members of the Supervisory Board.

(7) This arrangement will for the first time apply for the financial year 2015.

The remuneration system for the members of the Supervisory Board is presented below.

1. Main features of the remuneration system for the members of the Supervisory Board of DMG MORI AKTIENGESELLSCHAFT

The system for the remuneration of the members of the Supervisory Board is based on legal requirements and takes into account German and international corporate governance guidelines, in particular those of the German Corporate Governance Code. The Supervisory Board's remuneration system at DMG MORI AKTIENGESELLSCHAFT

takes into account the responsibility and scope of the Supervisory Board's activities. The Supervisory Board contributes to the promotion of the business strategy and the long-term development of the Company through the supervision of the Executive Board which is incumbent upon it. The remuneration of the members of the Supervisory Board shall be balanced and commensurate with the responsibilities and tasks of the Supervisory Board members and the situation of the Company.

In accordance with the recommendation of the German Corporate Governance Code, the members of the Supervisory Board receive merely fixed remuneration to ensure the independence of the Supervisory Board. This is to enable an objective and neutral performance of the advisory and supervisory function as well as independent personnel and remuneration decisions. The workload and liability risk of the Supervisory Board members increases in difficult times, as there is a more intensive need for advice and supervision. The remuneration of the Supervisory Board is thus at the same time independent of the remuneration of the Executive Board, which is characterised by variable components.

The fixed remuneration increases for the Chairman of the Supervisory Board and his deputies as well as for committee memberships and the assumption of positions as committee chairman or deputy committee chairman. Such mandates require greater effort and are a prerequisite for the best possible advice to and supervision of the Executive Board. In accordance with the recommendation of the German Corporate Governance Code, the higher time expenditure of the chairperson and deputy chairpersons of the Supervisory Board as well as the chairpersons and members of committees (but not in the Mediation and Nomination Committee) shall be appropriately taken into account by a corresponding additional remuneration.

The members of the Supervisory Board shall receive an attendance fee in an appropriate amount. Participation by telephone, video conference or similar common means of communication shall also be entitled to a meeting allowance.

The members of the Supervisory Board shall be included in a pecuniary loss liability insurance policy maintained by the Company in the interest of and at the expense of the Company in an appropriate amount. In addition, legal expenses insurance may be taken out for the members of the Supervisory Board.

The Company shall reimburse each member of the Supervisory Board for his expenses and, if the relevant requirements are met, for the value added tax payable on his remuneration.

The Supervisory Board shall review at regular intervals, at the latest every four years, whether the remuneration of its members is appropriate, taking into account their tasks and the situation of the Company. The remuneration system for the Supervisory Board is presented to the Annual General Meeting at least every four years. If there is cause to adjust the remuneration system, corresponding proposals for amendments to Section 12 of the Articles of Association shall be submitted by the Executive Board and the Supervisory Board.

The rules for dealing with conflicts of interest set out in the rules of procedure for the Executive Board and the Supervisory Board are observed in the procedures for establishing, implementing and reviewing the remuneration system.

2. Components of the Supervisory Board's remuneration system

According to the principles described above, the remuneration of the Supervisory Board consists of a fixed remuneration, a likewise fixed remuneration for activities in committees and an attendance fee. The decisive factors of the remuneration system of the Supervisory Board are the time taken up by the members of the Supervisory Board as well as the Supervisory Board remuneration granted by other, comparable companies. A comparison with employee remuneration is out of the question due to the special nature of the Supervisory Board's activities as a supervisory body of the Executive Board.

The fixed annual remuneration of the members of the Supervisory Board differs in the amount for the Chairman (€ 150,000.00), his deputies (€ 90,000.00) and the other members (€ 60,000.00).

Committee members (except those of the Mediation and Nomination Committees) receive an additional fixed fee (€ 18,000.00) for each committee position. Chairpersons of committees shall also receive an additional fixed fee (€ 18,000.00) for each chairmanship. Vice-chairmen of committees (except those of the Mediation and Nominating Committees) shall receive an additional fixed fee (€ 6,000.00) for each vice-chairmanship.

All remuneration of the members of the Supervisory Board shall be paid annually after the end of the financial year.

Supervisory Board members who belong to the Supervisory Board for only part of the respective financial year receive pro rata remuneration.

In addition, the members of the Supervisory Board receive an attendance fee (€ 1,500.00) for each meeting of the Supervisory Board and its committees they have attended.

In the opinion of the Executive Board and the Supervisory Board, the remuneration for the members of the Supervisory Board set forth in Section 12 of the Articles of Association continues to be appropriate and does not require any adjustments. In particular, the remuneration system complies with recommendation G.17 (taking into account the increased time required for chairmanship and deputy chairmanship of the Supervisory Board and its committees) and suggestion G.18 (fixed remuneration) of the German Corporate Governance Code.

The Executive Board and the Supervisory Board propose to confirm the remuneration of the members of the Supervisory Board, including the system on which this remuneration is based.

5. 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 am Main, to serve as the Company's auditor of the annual and consolidated financial statements for fiscal year 2021.

In accordance with Art. 16 (2) subpara.3 of the EU Statutory Audit 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 Audit 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 there during the Annual General Meeting on 7 May 2021, 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

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. At as 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 amount to 78,817,994.

2. Virtual Annual General Meeting and exercisable shareholder rights

The ongoing spread of the SARS-CoV-2 virus and its mutations (COVID-19 pandemic) continues to lead to considerable restrictions in all areas of private and economic life in the Federal Republic of Germany. In order to contain infections with the SARS-CoV-2 virus, among other things, considerable restrictions on the possibilities of public gatherings have been ordered since March 2020 and continue to apply this year. Therefore, it is not possible with reasonable assurance to hold the 119th Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT with the physical presence of attendees.

On the basis of Section 1 of the “Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property 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*, Federal Gazette (BGBl.) I 2020, p. 570) as amended by the “Act on the Further Shortening of the Residual Debt Exemption Procedure and on the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law and in Tenancy and Lease Law” (*Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht*, Federal Gazette (BGBl.) I 2020, p. 3328) (hereinafter “PandemieG”), the Executive Board, with the approval of the Supervisory Board, has decided to hold the Annual General Meeting this year again as a virtual meeting without the physical presence of the shareholders or their proxy holders. Physical attendance of shareholders or their proxy holders (with the exception of the voting rights proxy holders designated by the Company) is therefore excluded, which leads to modifications in the procedures of the Annual General Meeting and the rights of shareholders.

This means the following in particular for this year's Annual General Meeting:

- The location of the meeting for the purpose of the German Stock Corporation Act shall be the Company's premises at Gildemeisterstraße 60, 33689 Bielefeld, Germany. The chairman of the meeting, the Company's Executive Board and the notary public, 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 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).

- 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 to the address for the Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT (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 until one day 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 during 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

Only those shareholders are entitled to exercise voting rights and other exercisable shareholder rights who provide proof of having been a shareholder of the Company at the beginning of the 21st day prior to the Annual General Meeting, i.e. on **16 April 2021, 00:00 hours (CEST)** (Record Date), and who register for the Annual General Meeting. Proof of shareholding is to be furnished in text form by the last intermediary in accordance with Section 67c (3) of the German Stock Corporation Act (AktG).

In relation to the Company, only the person or entity who has furnished proof thereof is considered to be shareholder for the purpose of exercising 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 with reference to the Record Date.

The Record Date is not associated with any block on the ability to sell the shareholding. Even when some or all of the shareholding is sold after the Record Date, the shareholder's shareholding on the Record Date shall be decisive for the exercise of voting rights and other exercisable shareholder

rights; i. e. 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; something else shall apply if and to the extent that they are authorised by the previous owner, who still held the shares on the Record Date, to act as proxy or to exercise the 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 registration office specified below no later than **24:00 hours (CEST) on 30 April 2021**. Registration and proof of shareholding must be submitted in German or English language. Text form is sufficient for registration and proof of shareholding (Section 126b of the German Civil Code (BGB)).

Registration Office:
DMG MORI AKTIENGESELLSCHAFT
c/o Commerzbank AG
GS-BM General Meetings
60261 Frankfurt am Main
Germany
Fax: +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 the 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 to 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 generate the personal password on the homepage 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 you 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 MORIAKTIENGESSELLSCHAFT 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, at 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. There will be no freely accessible video and audio transmission of the Annual General Meeting.

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 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
Fax: +49 (0)89 3090 3746 75
E-Mail: anmeldestelle@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 until the question-and-answer session is formally ended by the chairman of the meeting on the day of the Annual General Meeting (Friday, 7 May 2021) via the Company's password-protected Annual General Meeting portal of the Company 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 no later than **12:00 hours (CEST) on 6 May 2021** (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, 7 May 2021), 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 hours (CEST) on 6 May 2021 (receipt by the Company) at the above-listed address of the Annual General Meeting.

Casting a vote by means of postal vote does not constitute participation at the 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 of the German Stock Corporation Act, a shareholders' association or some other third party. Here as well, timely registration and 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 to the following address:

DMG MORI AKTIENGESELLSCHAFT
c/o Computershare Operations Center
80249 Munich
Germany
Fax: +49 (0)89 3090 3746 75
E-mail: anmeldestelle@computershare.de

The revocation of a previously granted proxy may also 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, i.e. by regular mail, fax or email to the address listed under this item 7, 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 address given above under this item 7.

If the proxy is not granted directly to the Company but instead **is granted to the representative** (so-called internal proxy), written form is required for the grant of the proxy, for the proof furnished to the Company concerning the grant 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 address mentioned above under this item 7.

Also, in the case where shareholders grant a proxy by making a by 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 proxy holder is on file as a proxy holder, the following shall apply:

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, 7 May 2021) 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 granting of a proxy to a representative that is furnished in writing, i.e. by regular mail, fax or email, must for organisational purposes be received no later than **12:00 hours (CEST) on 6 May 2021** (receipt by the Company) at the address stated above under this item 7.

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 proxy holders as well as the corresponding forms for granting a voting rights proxy can be found in the documentation that is being sent to the shareholders and 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 the instructions; they may not exercise the voting rights at their own discretion. We ask the shareholders to 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 to declare objections to resolutions adopted by the Annual General Meeting.

The proxy and the instructions to the voting rights proxy holders designated by the Company are to be issued 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 to the following address:

DMG MORI AKTIENGESELLSCHAFT
c/o Computershare Operations Center
80249 Munich
Germany
Fax: +49 (0)89 3090 3746 75
E-mail: anmeldestelle@computershare.de

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>.

Properly registered 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 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>. It can also be requested by regular mail, fax or email from the Company at the address mentioned above under this item 8.

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 instructions **until the questions-and-answer session is formally ended** by the chairman of the meeting on the day of the Annual General Meeting (Friday, 7 May 2021) 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 hours (CEST) on 6 May 2021** (receipt by the Company) to the address stated above under this section 8. by regular mail, fax or email. The same applies to a change or and revocation of proxy holders 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, 7 May 2021).

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 the shareholders, and it is also available for download at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

9. Right 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 right to ask questions by means of electronic communication. The Executive Board may decide in its free, reasonably exercised discretion how to answer questions. It may also specify that questions must be submitted not later than one day prior to the Annual General Meeting by means of electronic communication.

In accordance with these statutory requirements, properly registered shareholders or their proxy holders may submit questions no later than one day before the Annual General Meeting, i. e. no later than **24:00 hours (CEST) on 5 May 2021** (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>.

The submitted questions will be answered during the Annual General Meeting.

Further details on the right to ask questions can be found below under 11.c).

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 rights of shareholders under Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act (AktG), in part in conjunction with the Pandemic Disease Act (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 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 must be received by the Company not later than **24:00 hours (CEST) on 6 April 2021** (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 para. 2 AktG must be sent to the Executive Board at the following address of the Company:

DMG MORI AKTIENGESELLSCHAFT
Executive Board
– Office of the Chairman of the Board –
Gildemeisterstraße 60
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 para. 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 5) during the Annual General Meeting. However, motions or nominations by shareholders that are to be made accessible pursuant to Section 126 or Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been made at the Annual General Meeting pursuant to Section 1 para. 2 sentence 3 of the German Pandemic Act (PandemieG) if the shareholder making the motion or nomination is properly authorised and registered for the Annual General Meeting.

Pursuant to Sections 126, 127 of the German Stock Corporation Act (AktG), counter-motions and nominations to be made available will be published by the Company at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> if they are sent to the following address with proof of shareholder status no later than **22 April 2021, 24:00 hours (CEST)** (receipt by the Company). Countermotions or election proposals addressed otherwise will not be considered.

DMG MORI AKTIENGESELLSCHAFT

Legal Department

Mrs Martha Méresse

Gildemeisterstraße 60

33689 Bielefeld

Germany

Fax: +49 (0) 5205 74-45 3188

E-Mail: martha.meresse@dmgmori.com

Any comments by the management will also be published at the aforementioned internet address after 22 April 2021.

**c. Shareholders' right to ask questions pursuant to
Section 131 para. 1 AktG in conjunction with
Section 1 para. 2 sentence 1 no. 3, sentence 2 PandemieG**

In the case of an Annual General Meeting that pursuant to Section 1 para. 2 PandemieG takes place without the physical presence of the shareholders or their proxy holders, properly registered shareholders or their proxy holders are granted the right to ask questions on 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.

Questions must be submitted in text form in German and in conformity with Section 1 para. 2 sentence 2 of the German Pandemic Disease Act (PandemieG) no later than one day prior to the Annual General Meeting, i. e. no later than **5 May 2021, 24:00 hours (CEST)** (receipt by the Company) 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 para. 2 sentence 2 Pandemic Act, the Executive Board will decide how to answer the questions according to its free, reasonably exercised discretion. Any answers will be given during the Annual General Meeting.

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

12. Publications 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 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 para.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, March 2021

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.

FIRST QUALITY

**SERVICE
EXCELLENCE**

**TECHNOLOGY
EXCELLENCE**

GLOBE

EMPLOYEES

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