

# DMG MORI

AKTIENGESELLSCHAFT

Bielefeld

ISIN Code: DE0005878003


Security Code Number (WKN): 587800

## 120<sup>th</sup> Annual General Meeting



**DMG MORI**

CO<sub>2</sub> neutral



We hereby invite the shareholders of our Company to attend the 120<sup>th</sup> Annual General Meeting which is scheduled to be held at 10.00 a.m. on Friday, 6 May 2022.

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 over € 2.0 billion and more than 6,800 employees. In the “Global One Company”, around 12,000 employees are in direct contact with over 100,000 customers from 55 industries. DMG MORI is present in 87 countries worldwide – with 16 production plants, 111 sales and service locations – and is actively advancing the future fields of automation, digitization and sustainability.

High-precision machine tools and sustainable technologies from DMG MORI are at the beginning of global value chains. Integrated automation and end-to-end digitization solutions extend our core business with turning and milling machines, Advanced Technologies and Additive Manufacturing. With modular products, we enable an easy, fast, scalable entry into digital manufacturing as well as end-to-end digitization. With PAYZR – PAY with Zero Risk – for Equipment-as-a-Service and Software-as-a-Service, DMG MORI is also implementing a completely digital subscription business model. Customers benefit from fast innovation cycles without risk – with maximum planning security, cost and price transparency and full flexibility. **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 and Semiconductor. With the DMG MORI Qualified Products (DMQP) partner program, we offer perfectly matched peripheral products from a single source. Our customer-oriented services cover the entire life cycle of a machine tool – including training, repair, maintenance and spare parts service. With our online customer portal my DMG MORI, we enable digital, direct access to our service experts and digitize all service processes.

Sustainability at DMG MORI is globally and holistically oriented. Both our “**Company Carbon Footprint**” and “**Product Carbon Footprint**” are climate-neutral already today – and that along the entire supply up to the customer. **Our vision: Be the most attractive global machine tool manufacturer with digitized and sustainable products!**

# MEETING NOTICE

## Virtual Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT 2022

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. Unique identifier of the event: 73c787848498ec11812c005056888925
2. Convening of the 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: 06.05.2022
2. Start of the General Meeting: 10:00 (CEST)  
(corresponds to 8:00 a.m. UTC)
3. Type of General Meeting: virtual Annual General Meeting  
without physical presence of shareholders or their proxies
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 General Meeting for the purpose  
of the German Stock Corporation Act: Company's business  
premises, Gildemeisterstraße 60, 33689 Bielefeld, Germany.
5. Record Date: 14.04.2022
6. Website for the Annual General Meeting/URL:  
<https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>

<sup>1</sup> 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 14.04.2022.

# AT A GLANCE

## AGENDA

<b>Item 1</b>	<b>4</b>
Presentation of the formally adopted annual financial statements and the approved consolidated financial statements as of 31 December 2021, 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 para. 1 and 315a para. 1 of the German Commercial Code (Handelsgesetzbuch, HGB) and the report by the Supervisory Board for the 2021 fiscal year.	
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<b>Item 3</b>	<b>5</b>
Resolution on the ratification of acts of the Supervisory Board	
<b>Item 4</b>	<b>5</b>
Resolution on the approval of the remuneration report	
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## Agenda

- 1. Presentation of the formally adopted annual financial statements and the approved consolidated financial statements as of 31 December 2021, 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 para. 1 and 315a para. 1 of the German Commercial Code (Handelsgesetzbuch, HGB) and the report by the Supervisory Board for the 2021 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 (HGB) and the declaration on corporate governance with the corporate governance reporting as well as the remuneration report for the 2021 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 14 March 2022, 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 2021 by the Executive Board members who were in office in the fiscal year 2021.

## **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 2021 by the Supervisory Board members who were in office in the fiscal year 2021.

## **4. Resolution on the approval of the remuneration report**

Pursuant to the new provision in Section 120a para. 4 of the German Stock Corporation Act (AktG) introduced by the Act Implementing the Second Shareholders' Rights Directive (ARUG II), a remuneration report pursuant to Section 162 of the German Stock Corporation Act (AktG) shall in future be prepared by the Executive Board and the Supervisory Board and submitted to the Annual General Meeting for approval. The remuneration system for the members of the Executive Board was approved by the 118<sup>th</sup> Annual General Meeting on 15 May 2020 and the remuneration system for the members of the Supervisory Board was approved by the 119<sup>th</sup> Annual General Meeting on 7 May 2021. The remuneration report was audited by the auditor of DMG MORI AKTIENGESELLSCHAFT and issued with an audit opinion.

The remuneration report is presented below as well as in the Annual Report for the business year 2021 and is available at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> – also during the Annual General Meeting.

The remuneration system and remuneration of the Supervisory Board and the Executive Board for financial year 2021 are presented in the following. The Executive Board and the Supervisory Board are responsible for preparing the remuneration report in accordance with Section 162 of the German Stock Corporation Act (AktG).

### **Remuneration of the Supervisory Board**

The Supervisory Board's remuneration is determined by the Annual General Meeting and governed by Section 12 of the Articles of Association of DMG MORI AKTIENGESELLSCHAFT. The remuneration system for the Supervisory Board was approved by the Annual General Meeting 2021 in accordance with Section 113 of the German Stock Corporation Act (AktG). The components of the Supervisory Board remuneration include the fixed remuneration that each member of the Supervisory Board receives, compensation for committee work as well as attendance fees for meetings.

In financial year 2021, the fixed remuneration entitlement of each individual Supervisory Board member amounted to € 60,000. The chairperson is entitled the 2.5-fold amount (€ 150,000). The Chairman of the Supervisory Board Dr. Eng. Masahiko Mori as well as James V. Nudo and Irene Bader have been waiving their complete Supervisory Board remuneration. The vice chairperson is entitled to the 1.5-fold amount (€ 90,000). The entitlement from the base remuneration amounted to € 630,000 in total (previous year: € 630,000).

The remuneration entitlements for committee work totaled € 252,000 (previous year: € 235,033) and took into consideration the work performed in the Finance and Audit Committee, in the Personnel, Nomination and Remuneration Committee and in the Committee for Transactions with Related Parties. The individual committee members were entitled to € 18,000. The committee chairpersons received an additional fixed remuneration of € 18,000.



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The members of the Supervisory Board and its committees receive an attendance fee of € 1,500 for each Supervisory Board and committee meeting they attend as a member.

**In the reporting year, all Supervisory Board members again waived 10 % of their fixed remuneration (base remuneration).**

In financial year 2021, the total remuneration paid to the Supervisory Board amounted to € 930,000 (previous year: € 892,530). The total base remuneration – less waived amounts – and committee remuneration amounted to € 819,000 (previous year: € 778,530). The meeting attendance fees amounted to € 111,000 (previous year: € 114,000).

As the remuneration of the members of the Supervisory Board is not composed of variable but exclusively of fixed components, it is not necessary to determine a maximum total remuneration for the members of the Supervisory Board.

## A.05 | REMUNERATION GRANTED AND PAYABLE TO THE SUPERVISORY BOARD

in €	Base remuneration	Committee remuneration: Finance and Audit Committee (F&A)	Committee remuneration: Personnel, Nomination and Remuneration Committee (PNR)
<b>Dr. Eng. Masahiko Mori <sup>1)</sup></b> Chairman of the Supervisory Board Chairman PNR	-	-	-
<b>Ulrich Hocker <sup>2)</sup></b> Deputy chairman SB Chairman TRP	90,000	0	18,000
<b>Irene Bader <sup>3)</sup></b>	-	-	-
<b>Prof. Dr.-Ing. Berend Denkena <sup>4)</sup></b> Chairwoman F&A	60,000	0	0
<b>Prof. Dr. Annette Köhler</b> Chairwoman F&A	60,000	36,000	0
<b>James Victor Nudo <sup>5)</sup></b>	-	-	-
<b>Mario Krainhöfner <sup>6) 7)</sup></b> 1 <sup>st</sup> Deputy chairman SB	90,000	0	18,000
<b>Stefan Stetter <sup>8)</sup></b> Deputy chairman SB	90,000	18,000	0
<b>Tanja Fondel <sup>6) 9)</sup></b>	60,000	0	18,000
<b>Dietmar Jansen <sup>6) 10)</sup></b>	60,000	18,000	0
<b>Larissa Schikowski <sup>11)</sup></b>	60,000	0	18,000
<b>Michaela Schroll <sup>6) 12)</sup></b>	60,000	18,000	0
<b>Total amount</b>	<b>630,000</b>	<b>90,000</b>	<b>72,000</b>

- 1) Dr. Eng. Masahiko Mori is also a member of the F&A, Nomination and Mediation Committees.  
Dr. Eng. Masahiko Mori waives his Supervisory Board remuneration in full.  
Thus, Dr. Eng. Masahiko Mori has not received any Supervisory Board remuneration for 2021.
- 2) Ulrich Hocker is also a member of the PNR as well as of the Nomination and the Mediation Committee.
- 3) Irene Bader waives her Supervisory Board remuneration in full.  
Thus, Irene Bader has not received any Supervisory Board remuneration for 2021.
- 4) Prof. Dr.-Ing. Berend Denkena is a member of the TRP.
- 5) James Victor Nudo is a member of the F&A, PNR and Nomination Committee.  
James Victor Nudo waives his Supervisory Board remuneration in full.  
Thus, James Victor Nudo has not received any Supervisory Board remuneration for 2021.

Committee remuneration: Committee for Transactions with Related Parties (TRP) (since 10 March 2020)	Base remuneration and committee remuneration total excl. waivers	Base remuneration less waivers (-10%) and committee remuneration	Meeting attendance fees	Total remuneration
-	-	-	-	0
36,000	144,000	135,000	12,000	147,000
-	-	-	-	0
18,000	78,000	72,000	7,500	79,500
0	96,000	90,000	15,000	105,000
-	-	-	-	0
0	108,000	99,000	9,000	108,000
18,000	126,000	117,000	18,000	135,000
0	78,000	72,000	9,000	81,000
0	78,000	72,000	13,500	85,500
0	78,000	72,000	9,000	81,000
18,000	96,000	90,000	18,000	108,000
<b>90,000</b>	<b>882,000</b>	<b>819,000</b>	<b>111,000</b>	<b>930,000<sup>13)</sup></b>

6) These employees' representatives transfer the majority of their remuneration for Supervisory Board duties to the Hans-Böckler-Stiftung, Düsseldorf, Germany.

7) Mario Krainhöfner is a member of the PNR and Mediation Committees.

8) Stefan Stetter is a member of the F&A and TRP Committees.

9) Tanja Fondel is a member of the PNR and the Mediation Committee.

10) Dietmar Jansen is a member of the F&A.

11) Larissa Schikowski is a member of the PNR and transfers part of her Supervisory Board remuneration to various charitable institutions.

12) Michaela Schroll is a member of the F&A and TRP Committees.

13) The total amount corresponds to the expenses of DMG MORI AKTIENGESELLSCHAFT for 2021.

In the reporting year, no loans and advances were granted to members of the Supervisory Board of DMG MORI AKTIENGESELLSCHAFT.

### Comparison of annual change in Supervisory Board remuneration

The following table shows a comparison of the percentage change in the remuneration of the Supervisory Board members with the earnings development (EAT) of DMG MORI AKTIENGESELLSCHAFT and the average remuneration of the employees on a full-time basis compared to the previous year.

The remuneration of the Supervisory Board members shown in the table reflects the actual amounts paid for the respective financial year. For financial year 2021, these amounts correspond to the amounts stated in the table "Remuneration granted and payable to the Supervisory Board".

<b>A.06   COMPARISON OF ANNUAL CHANGE IN SUPERVISORY BOARD REMUNERATION</b>	<b>CHANGES 2021 AGAINST 2020 in %</b>
Dr. Eng. Masahiko Mori <sup>1)</sup>	–
Ulrich Hocker	+8.5 %
Irene Bader <sup>2)</sup>	–
Prof. Dr.-Ing. Berend Denkena	+4.4 %
Prof. Dr. Annette Köhler	+3.6 %
James Victor Nudo <sup>3)</sup>	–
Mario Krainhöfner	+1.7 %
Stefan Stetter	+5.2 %
Tanja Fondel	+2.3 %
Dietmar Jansen	+0.4 %
Larissa Schikowski	+2.3 %
Michaela Schroll	+6.6 %
EAT (DMG MORI AG group) <sup>4)</sup>	+64 %
EAT (DMG MORI AKTIENGESELLSCHAFT) <sup>5)</sup>	+8 %
Average employee remuneration <sup>6)</sup>	+2 %

## Executive Board remuneration

The remuneration system for the Executive Board is determined by the Supervisory Board. The Personnel, Nomination and Remuneration Committee develops recommendations for the Executive Board remuneration system, which the Supervisory Board also discusses and decides on in detail.

The Personnel, Nomination and Remuneration Committee regularly reviews the Executive Board's remuneration system and presents relevant proposals to the Supervisory Board. The remuneration system is resubmitted to the Annual General Meeting for approval after significant changes and in any case every four years.

The remuneration system for the Executive Board of DMG MORI AKTIENGESELLSCHAFT is geared to promoting the business strategy and the sustainable and long-term development of the company. This is achieved in compliance with the statutory requirements and in consideration of competitive aspects. The remuneration system was prepared by the Supervisory Board by resolution of 28 November 2019 on the legal basis of the Implementation of the Shareholders' Rights Directive (ARUG II) and approved by the 118<sup>th</sup> Annual General Meeting on 15 May 2020.

- 1) Dr. Eng. Masahiko Mori has not received any Supervisory Board remuneration for 2021.
- 2) Irene Bader has not received any Supervisory Board remuneration for 2021.
- 3) James Victor Nudo has not received any Supervisory Board remuneration for 2021.
- 4) 2021: € 85.6 million / 2020: € 52.1 million
- 5) 2021: € 29.3 million (under HGB) / 2020: € 27.1 million (under HGB)
- 6) Employee remuneration in Germany in the respective financial year

### **Essential elements of the remuneration system**

The system's fundamental structure abides by the following guiding principles:

- a) Extraordinary performances and successes should be rewarded adequately, while target shortfalls should entail a substantial reduction of the remuneration ("pay-for-performance-orientation").
- b) The collective performance of the Executive Board members should be promoted without constraining the entrepreneurial discretion of the individual members in their respective portfolio remits. Since important strategic goals can only be achieved in an interdisciplinary approach with the collaboration of all Executive Board members, short and long-term remuneration components result from different performance indicators to which the Executive Board members contribute.
- c) The remuneration system for the Executive Board members is consistently adaptable to the remuneration systems for the other management and staff levels within the group.
- d) The remuneration of the Executive Board members should conform with market standards and reflect the size, complexity and strategic direction as well as economic situation of the company.

This forms the basis on which Executive Board members are offered a competitive and market value remuneration package that keeps within the regulatory requirements and promotes the sustainable work of the Executive Board. This is intended to secure the best possible candidates for the Executive Board of DMG MORI AKTIENGESELLSCHAFT, both now and in the future.

The remuneration system adopted by the Supervisory Board conforms with the current requirements under the German Stock Corporation Act and in all essential aspects with the

recommendations made in the German Corporate Governance Code (DCGK), with the exception that the long-term remuneration component is not share-based. In consideration of the existing domination and profit transfer agreement between DMG MORI AKTIENGESELLSCHAFT and DMG MORI GmbH, a 100 % subsidiary of DMG MORI COMPANY LIMITED, on the one hand and the limited free float of the stock on the other hand, it was decided that a remuneration component that is paid in shares or a sharebased remuneration component will not be implemented.

### **Adequacy of the Executive Board remuneration**

Following preparation by the Personnel, Nomination and Remuneration Committee, the Supervisory Board determines the amount of the total target remuneration for the upcoming financial year for each Executive Board member based on the remuneration system. The total target remuneration for each Executive Board member is the sum of base remuneration, the STI for 100 % target achievement, the LTI for 100 % target achievement and the pension contribution.

In addition to being reasonably proportionate to the duties and performances of the Executive Board members, this in particular gives consideration to the economic position, the market environment, the success and the future prospects of the company. The Supervisory Board pays particular attention to assuring that the total target remuneration conforms with market standards. Market conformity is assessed on the basis of the following points:

External benchmarking (horizontal conformity): The market conformity of the total remuneration is assessed on the basis of remuneration data from the 90 largest companies in Germany with DAX and MDAX listings. This horizontal market benchmarking considers the market position, size and complexity of DMG MORI AKTIENGESELLSCHAFT with special emphasis on the position of the company within the comparison group (e. g., on the basis of performance indicators such as sales revenues, number of employees and earnings per share).

Internal benchmarking (vertical conformity): In addition to the above, the development of the Executive Board's remuneration in proportion to the remuneration of the employees of DMG MORI AKTIENGESELLSCHAFT is considered in an internal (vertical) benchmarking. This comparison determines the proportion of the Executive Board's remuneration to the remuneration paid to the upper management and other employees and subjected to a market comparison.

The determination of the total target remuneration gives special credit to the individual Executive Board member's function. This includes that the chairperson of the Executive Board is awarded a higher total remuneration than the other Executive Board members.

#### **Malus and clawback provisions**

The Supervisory Board may withhold or demand repayment of the short-term and the long-term variable remuneration in the case of serious breaches of duty or compliance infringements. The same applies in cases of serious unethical conduct.

In cases of grossly negligent or intentional breaches of a duty of care by a diligent business manager pursuant to Section 93 (1) of the German Stock Corporation Code (AktG) the company is further authorized to demand the Executive Board member repay all or part of the variable remuneration components (STI and/or LTI) paid for the relevant assessment period in which the breach of duty took place, or to withhold such payment before its remittance.

A claim for repayment also applies if the Executive Board member's office tenure or employment has already ended at the time repayment is demanded. Claims for damages against the Executive Board member remain unaffected.



### **Early resignation of Executive Board members**

If an Executive Board member resigns upon request by the Supervisory Board due to reasons not attributable to the Executive Board member's person or conduct, all outstanding LTI tranches will be paid to the member at the end of the initially agreed performance period. The same applies if an Executive Board member resigns from the Executive Board for other reasons outside of his responsibility (e. g. regular expiry or mutually agreed termination of the employment contract, or other contractually recognized reasons for resignation). This also includes the transition into early retirement and the Executive Board member's rejection of an offer of reappointment.

If the company terminates an Executive Board member's employment for important reasons, or if the Executive Board member terminates his service agreement without proper cause ("bad leaver"), all outstanding LTI allocations of which the three-year reference period has not yet ended will be forfeited.

### **Components of the remuneration system**

The remuneration of the Executive Board members of DMG MORI AKTIENGESELLSCHAFT consists of fixed and variable remuneration components. The fixed, non-performance-based remuneration consists of a base remuneration ("fixed amount"), fringe benefits and pension entitlements (in particular to the contribution-based retirement provisions). The short-term variable remuneration (STI) and the long-term variable remuneration (LTI) are performance-based variable amounts that depend on the achievement of concrete, measurable targets.

#### **a) Fixed remuneration components**

The fixed remuneration forms the basis for recruiting and retaining the highly qualified Executive Board members needed for the group's further development and implementation of the corporate strategy.

The fixed remuneration consists of the base remuneration, fringe benefits and pension entitlements (contribution-based retirement provisions).

**Base remuneration:** Each Executive Board member receives a fixed base remuneration. This is paid in 12 monthly installments.

**Fringe benefits:** Fringe benefits and their maximum amounts are determined for each Executive Board member. These fringe benefits include, in particular, non-cash benefits from the company and other fringe benefits, particularly the provision of a company car but also insurance coverage.

**Retirement provisions:** Each Executive Board member is granted a payment that must be used to add to his personal retirement provisions. The payment is for a certain amount to be invested in an external pension scheme (contribution-based retirement provision).

## **b) Short-term incentive (STI)**

The STI is intended to motivate Executive Board members to achieve challenging and demanding financial, operational and strategic targets in the financial year. The targets reflect the corporate strategy and aim at increasing the earnings and market position of DMG MORI AKTIENGESELLSCHAFT. The one-year variable compensation is linked to the achievement of important key figures in the respective financial year, and in particular by tying it to the order intake and EBIT. An individual target amount is defined for each member of the Executive Board. The target amount is the starting point for determining the performance-related payment after the end of the assessment period. An entitlement to payment only arises at the end of the one-year assessment period and depends on whether or how the targets have been achieved.

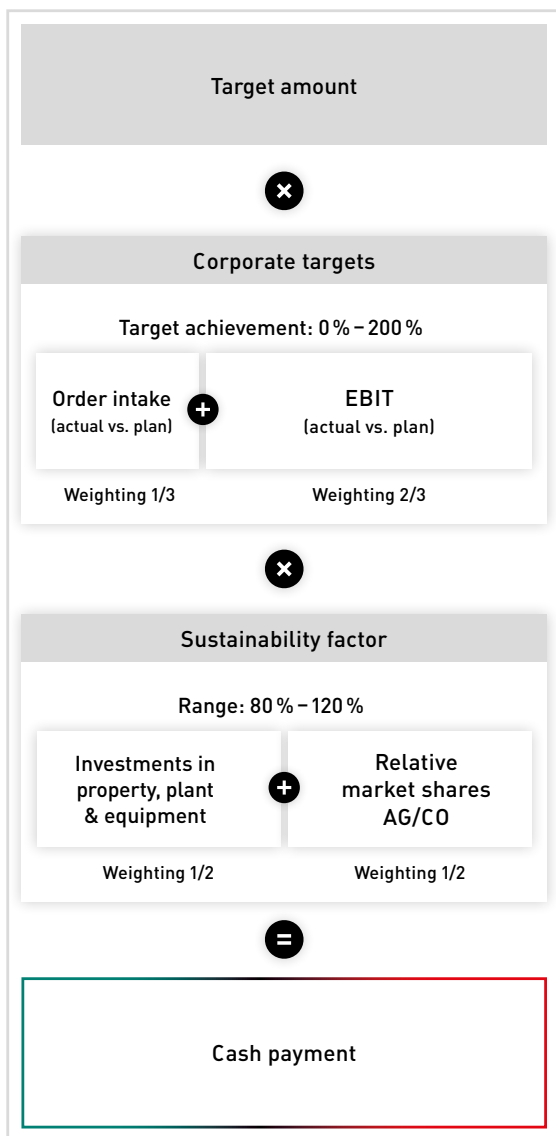
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The STI system is based on two target dimensions with different weightings that can be adjusted by so-called sustainability factors ("modifiers"). This considers both the market position (measured by the performance indicator "order intake"), as well as the earnings position (measured by the performance indicator "EBIT"). These company-specific targets are modified by a sustainability factor ("modifier"), which moves within a bandwidth from 80 % to 120 %. The sustainability factors are intended to reward the Executive Board's actions and successes that have made a contribution to sustainably securing the company's success.

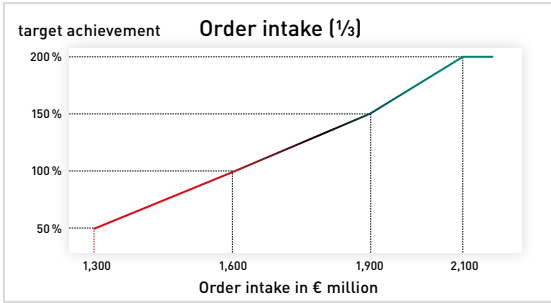
The levels of target achievement for the STI 2021 result from the following key figures and factors for 2021 and are determined for all Executive Board members according to the same criteria:

**Order intake** is weighted 1/3. In this way, the STI considers one of the key financial figures of DMG MORI AKTIENGESELLSCHAFT. The order intake component of the STI must reach a lower limit before it becomes bonus relevant. The lower limit is set at a target achievement of 50 %. Reaching the target amount corresponds to a target achievement of 100 %. The component does not increase further once a certain upper limit has been reached. This upper limit corresponds to a target achievement of 200 %.

## Short-term-incentive (STI) diagram

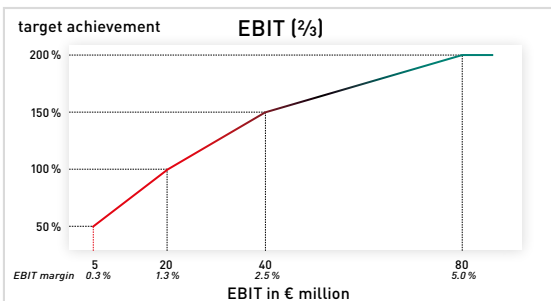


The following figure shows further details with respect to target achievement:



The **EBIT** is weighted 2/3. In this way, the STI considers an additional key financial figure of DMG MORI AKTIENGESELLSCHAFT. The EBIT component of the STI must reach a lower limit before becoming bonus relevant. This lower limit corresponds to a target achievement of 50%. Reaching the target amount corresponds to a target achievement of 100%. The component does not increase further once a certain upper limit has been reached. This upper limit corresponds to a target achievement of 200%.

The following figure shows further details with respect to target achievement:



The remuneration resulting from the achievement of targets is adjusted (80%-120%) through two **sustainability factors** ("modifiers"), which are specified within the framework of the tender. These targets forming the basis of the sustain-

nability factor include, for example, investments in property, plant and equipment as well as the development of internal market shares and positions (ratio of order intake DMG MORI AG group and DMG MORI COMPANY LIMITED). Both sustainability factors can reach a level of 80 % – 120 % and are weighted 50 % each. This is in particular intended to boost the Executive Board's efforts aimed at a sustainable management that delivers future growth.

### **c) Long-term incentive (LTI)**

The long-term-focused, sustainable initiative for the success of DMG MORI AKTIENGESELLSCHAFT is the focus of the Executive Board's work. It is the only way to promote sustainable growth and achieve a permanent increase in value. The three-year performance period contributes to assuring that the Executive Board's decisions in the current financial year are also focused on the company's long-term development.

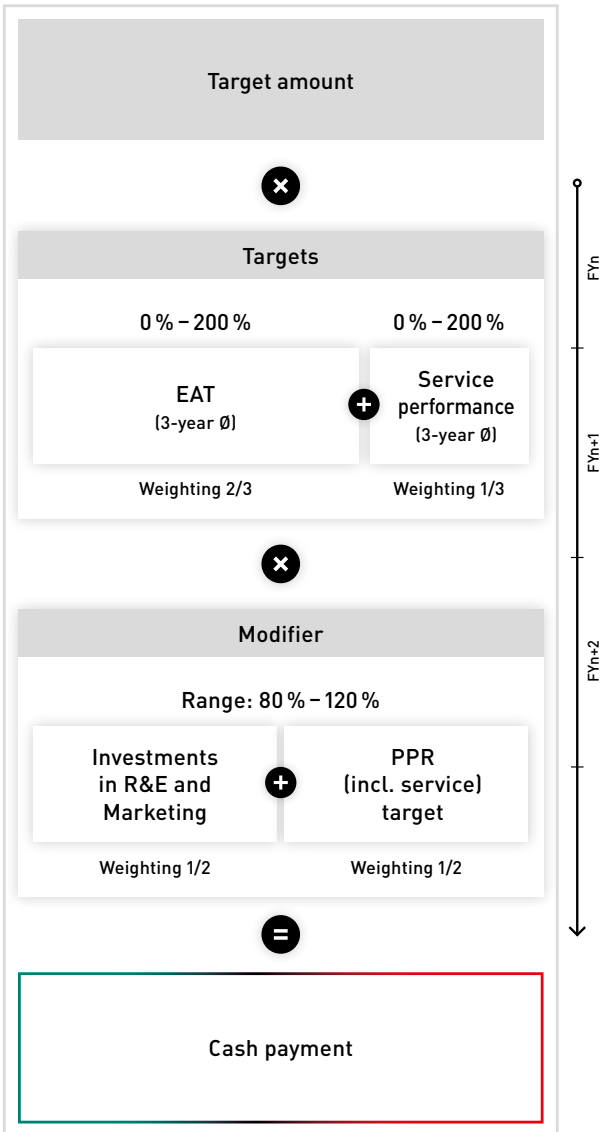
The LTI program is paid in cash on the basis of performance indicator-based remuneration determined over an assessment period of three years ("performance period"). It is granted in the form of yearly tranches.

The LTI is based on two financial targets as well as measurable sustainability targets that are expressed in the form of a "modifier". The financial performance criteria represent important core management ratios of DMG MORI AKTIENGESELLSCHAFT (the earnings after tax – EAT – and the service performance). In addition to that, the modifier with a bandwidth of 80 % to 120 % also incorporates the sustainability targets.

An individual target amount is set for each member of the Executive Board. The target amount represents the starting point for determining the performance-based payment after the end of the assessment period. A claim for payment only arises at the end of the three-year assessment period and depends on whether and to what degree the targets were achieved.

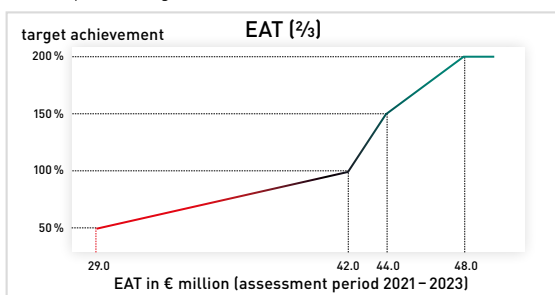
The levels of target achievement result from the following key figures and factors and are determined for all Executive Board members according to the same criteria:

## Long-term-incentive (LTI) diagram



The **EAT** is weighted  $2/3$ . In this way, the LTI considers one of the key financial figures of DMG MORI AKTIENGESELLSCHAFT. The EAT component of the LTI must reach a lower limit in order to become bonus relevant. This corresponds to a target achievement of 50%. Reaching the target amount results in a target achievement of 100%. The component does not increase further once an upper limit has been reached. This corresponds to a target achievement of 200%.

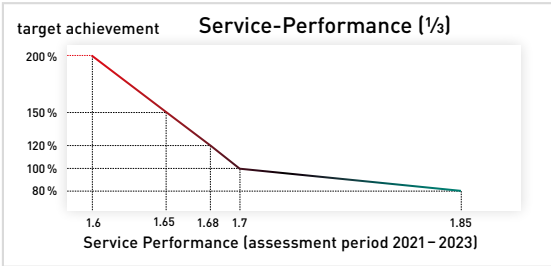
*The following figure shows further details with respect to target achievement:*



The **service performance** over a period of three years is weighted  $1/3$ . In this way, the LTI considers an important key management figure of DMG MORI AKTIENGESELLSCHAFT. The service performance is the average number of service calls per machine under warranty over the last 12 months. The service performance component of the LTI must fall below a threshold value before becoming bonus relevant. This threshold value corresponds to a target achievement of 80%. Reaching the target figure corresponds to a target achievement of 100%. It does not increase further after reaching the minimum value. This minimum value corresponds to a target achievement of 200%.



The following figure shows further details with respect to target achievement:



The remuneration resulting from the degree of target achievement is adjusted (80 % – 120 %) by two **sustainability factors** (“modifiers”), which are specified within the framework of the tender. The current sustainability targets include adherence to the R&D and marketing budgets, as well as the development of the PPR indicator (number of “Product Problem Reports” in the last twelve months with status completed and final adjusted divided by the number of “Product Problem Reports” issued in the last twelve months). A “product problem report” describes a customer complaint. Both sustainability factors can reach a level of 80 % – 120 % and are weighted 50 % each. To secure the long-term and sustainable development, the targets are selected in consideration of the strategy.

### Target and maximum amounts of remuneration

The payment from STI and LTI is limited in each case to a total of 200 % of the target amount.

The maximum total remuneration of an Executive Board member is determined by the Supervisory Board on the basis of the target total remuneration and is the maximum amount of total remuneration for the respective financial year, taking into account the fixed remuneration, short-term variable remuneration (STI), long-term variable remuneration (LTI 2021 – 2023), and retirement provisions.

The maximum total remuneration for financial year 2021 was set at € 4,800 K for the Chairman of the Executive Board and € 2,400 K for the Executive Board members. (→ Table A.07)

## Retirement provisions

The retirement provisions are a further basis for recruiting and retaining the highly qualified Executive Board members required for the group's continued development and implementation of the corporate strategy. The retirement provisions should be competitive on the market for highly qualified Executive Board members and provide an appropriate level of retirement benefits. The retirement provisions for the Executive Board members are paid in the form of a contribution-based pension scheme:

- › Christian Thönes: € 450 K p. a.
- › Björn Biermann: € 200 K p. a.
- › Michael Horn: € 200 K p. a.

### A.07 | TARGET AND MAXIMUM REMUNERATION (REMUNERATION COMPONENTS 2021)

<b>Christian Thönes</b>	<b>2021 (Target)</b>	<b>2021 (MAX)</b>
Base remuneration <sup>1)</sup>	1,200,000 €	1,200,000 €
STI	800,000 €	1,600,000 €
LTI 2021–2023	1,150,000 €	2,300,000 €
Pension	450,000 €	450,000 €
<b>Total remuneration</b>	<b>3,600,000 €</b>	<b>4,800,000 €</b>
<b>Björn Biermann</b>	<b>2021 (Target)</b>	<b>2021 (MAX)</b>
Base remuneration <sup>1)</sup>	600,000 €	600,000 €
STI	400,000 €	800,000 €
LTI 2021–2023	612,500 €	1,225,000 €
Pension	200,000 €	200,000 €
<b>Total remuneration</b>	<b>1,812,500 €</b>	<b>2,400,000 €</b>
<b>Michael Horn</b>	<b>2021 (Target)</b>	<b>2021 (MAX)</b>
Base remuneration <sup>1)</sup>	600,000 €	600,000 €
STI	400,000 €	800,000 €
LTI 2021–2023	612,500 €	1,225,000 €
Pension	200,000 €	200,000 €
<b>Total remuneration</b>	<b>1,812,500 €</b>	<b>2,400,000 €</b>

1) Fixed remuneration incl. waiver: Christian Thönes € 1,080 K; Björn Biermann € 540 K; Michael Horn € 540 K

Expenses for the contribution-based retirement provisions for the Executive Board members totaled € 850 K in financial year 2021 (previous year: € 800 K).

### **Remuneration for former members of the Executive Board**

The former Executive Board member Dr. Maurice Eschweiler was paid € 60 K from the 2019 – 2021 LTI tranche for the reporting year (prorated amount until expiry of his Executive Board appointment on 31 March 2019). Under direct pension obligations, € 1,132 K was paid to former Executive Board members and their surviving dependants, of this € 680 K was attributable to Dr. Rüdiger Kapitza, who left the Executive Board in 2016.

### **Remuneration of the Executive Board for financial year 2021**

In accordance with §162 (1) sentence 2 no. 1 AktG, the following is a report on compensation in the financial year in which the activity underlying the compensation was performed in full. This applies to base remuneration as well as STI and LTI.

All members of the Executive Board again waived 10 % of their base remuneration in the reporting year. In total, the Executive Board waived payments in the amount of € 240 K for financial year 2021, which – together with the waiver of the Supervisory Board members – were paid into the DMG MORI relief fund for employees particularly affected by the corona pandemic.

The target achievement for short-term variable remuneration is 200 % for the key figure EBIT, and 200 % for the key figure order intake. The target achievement for the sustainability factor relating to the budget for investments in property, plant and equipment was 118.4 %, and for the relative market shares AG/CO 120.0 %, resulting in a weighted modifier of 119.2 % overall. The STI payment is limited to a total of 200 % of the target amount (cap).

The LTI tranche 2019 – 2021 as a long-term remuneration component considers the repayment contribution of DMG MORI AKTIENGESELLSCHAFT based on a three-year assessment

period. The repayment contribution is the sum of the profit transfer and settlement of tax obligations as well as any loan amounts to DMG MORI COMPANY LIMITED. There is an upper limit (cap) for this LTI tranche at 120 % of the award amount for each Executive Board member. In 2019 – 2021 a minimum value (80 %) of an average of €130 million redemption contribution must be achieved for a payout – in no year may the repayment contribution fall below €60 million. The target value (100 %) corresponds to a repayment amount of €150 million and the maximum value (120 %) to a repayment amount of €170 million. In the assessment period, the average repayment amount was €421.7 million. In no year was the repayment amount less than €60 million. This corresponds to the maximum target achievement (120 %).

The total remuneration without advance payments of the Executive Board for financial year 2021 amounted to €7,118 K (previous year: €4,912 K). Of this amount, €2,228 K (previous year: €2,126 K) is attributable to the fixed, non-performance-based remuneration (base remuneration and fringe benefits), and €3,200 K (previous year: €1,236 K) to the short-term variable remuneration (STI) as well as €850 K to contribution-based retirement provisions (previous year: €800 K).

The LTI tranche 2019 – 2021, which was allocated on 31 December 2021 and will be paid in 2022, results in a total amount of €840 K (LTI 2018 – 2020: €750 K).

For the LTI tranche 2020 – 2022, a recoverable advance payment of €1,508 K was made in 2021, which is part of the remuneration in accordance with section 162 (1) sentence 1 AktG.

No loans were granted to members of the Executive Board of DMG MORI AKTIENGESELLSCHAFT in the reporting year.

The companies belonging to DMG MORI AKTIENGESELLSCHAFT group did not pay any remuneration directly to members of the Executive Board for services provided personally, in particular consulting and mediation services.

No Executive Board members were requested to repay any remuneration components. Malus and clawback provisions were not invoked.

Table A.09 shows the granted and payable remuneration components of the active Executive Board members in the respective financial year, including the corresponding relative share pursuant to Section 162 (1) sentence 1 of the German Stock Corporation Act (AktG). The figures represent the base remuneration, the fringe benefits and the retirement provisions paid in the financial year. The table shows the STI as well as the LTI tranche 2019 – 2021 that will be paid in financial year 2022 for underlying activities that were fully performed by the end of financial year 2021. The recoverable advance payment for the LTI tranche 2021 – 2023 is also shown.

The Executive Board's voluntary waivers for the financial years 2020 and 2021 have been considered accordingly.

Table A.08 shows a comparison of the percentage change in the remuneration of the Executive Board members with the development of earnings of DMG MORI AKTIENGESELLSCHAFT and the average remuneration of the employees on a full-time equivalent basis compared to the previous year. The figures for the reporting year correspond to the figures for the total remuneration specified in the table "Remuneration granted and payable, including waivers" pursuant to § 162 (1) sentence 1 German Stock Corporation Act. The development of earnings is generally presented on the basis of the development of the key figure EAT.

<b>A.08   COMPARISON OF ANNUAL CHANGE IN EXECUTIVE BOARD'S REMUNERATION (SECTION 162 (1) NO. 2 AKTG)</b>	<b>CHANGES 2021 AGAINST 2020 in %</b>
Christian Thönes	+47.7 %
Björn Biermann	+35.4 %
Michael Horn	+49.8 %
EAT (DMG MORI AG group) <sup>1)</sup>	+64 %
EAT (DMG MORI AKTIENGESELLSCHAFT) <sup>2)</sup>	+8 %
Average employee remuneration <sup>3)</sup>	+2 %

1) 2021: € 85.6 million / 2020: € 52.1 million

2) 2021: € 29.3 million (under HGB) / 2020: € 27.1 million (under HGB)

3) Employee remuneration in Germany in the respective financial year

**A.09 | REMUNERATION AS GRANTED AND PAYABLE,  
INCL. WAIVERS (SECTION 162 (1) SENT. 1 AKTG)**

in € K

	<b>Christian Thönes</b> Chief Executive Officer	
	<b>2020</b>	<b>2020 <sup>3)</sup></b>
Base remuneration	930	
Perquisite	12	
<b>Total</b>	<b>942</b>	<b>40 %</b>
STI	618	26 %
LTI 2018 – 2020	360	15 %
LTI 2019 – 2021	-	-
<b>Total</b>	<b>978</b>	<b>41 %</b>
Pension <sup>1)</sup>	450	19 %
<b>Total remuneration without advance payment</b>	<b>2,370</b>	<b>100 %</b>
Recoverable advance payment LTI 2020 – 2022 <sup>2)</sup>	-	-
<b>Total inflow with advance payment</b>	<b>2,370</b>	<b>-</b>

	<b>Michael Horn</b> Executive Board member	
	<b>2020</b>	<b>2020 <sup>3)</sup></b>
Base remuneration	555	
Perquisite	57	
<b>Total</b>	<b>612</b>	<b>50 %</b>
STI	309	26 %
LTI 2018 – 2020	150	12 %
LTI 2019 – 2021	-	-
<b>Total</b>	<b>459</b>	<b>38 %</b>
Pension <sup>1)</sup>	150	12 %
<b>Total remuneration without advance payment</b>	<b>1,221</b>	<b>100 %</b>
Recoverable advance payment LTI 2020 – 2022 <sup>2)</sup>	-	-
<b>Total inflow with advance payment</b>	<b>1,221</b>	<b>-</b>

1) Payments for pension provisions as defined contribution

2) Contribution made in 2021

3) The specified relative proportions refer to the remuneration components "granted and payable" in the respective financial year pursuant to Section 162 (1) sentence 1 German Stock Corporation Act.

**Björn Biermann**

Executive Board member

2021	2021 <sup>3)</sup>	2020	2020 <sup>3)</sup>	2021	2021 <sup>3)</sup>
1,080		555		540	
11		17		8	
<b>1,091</b>	<b>31 %</b>	<b>572</b>	<b>43 %</b>	<b>548</b>	<b>31 %</b>
1,600	46 %	309	24 %	800	45 %
-	-	240	18 %	-	-
360	10 %	-	-	240	13 %
<b>1,960</b>	<b>56 %</b>	<b>549</b>	<b>42 %</b>	<b>1,040</b>	<b>58 %</b>
450	13 %	200	15 %	200	11 %
<b>3,501</b>	<b>100 %</b>	<b>1,321</b>	<b>100 %</b>	<b>1,788</b>	<b>100 %</b>
650	-	-	-	429	-
4,151	-	1,321	-	2,217	-

**Executive Board total**

2021	2021 <sup>3)</sup>	2020	2020 <sup>3)</sup>	2021	2021 <sup>3)</sup>
540		2,040		2,160	
49		86		68	
<b>589</b>	<b>32 %</b>	<b>2,126</b>	<b>43 %</b>	<b>2,228</b>	<b>31 %</b>
800	44 %	1,236	24 %	3,200	45 %
-	-	750	19 %	-	-
240	13 %	-	-	840	12 %
<b>1,040</b>	<b>57 %</b>	<b>1,986</b>	<b>41 %</b>	<b>4,040</b>	<b>57 %</b>
200	11 %	800	16 %	850	12 %
<b>1,829</b>	<b>100 %</b>	<b>4,912</b>	<b>100 %</b>	<b>7,118</b>	<b>100 %</b>
429	-	-	-	1,508	-
2,258	-	4,912	-	8,626	-

- End of the remuneration report -

The Supervisory Board and the Executive Board propose that the remuneration report for the fiscal year 2021, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), be approved.

#### **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 Wirtschaftsprüfungs-gesellschaft, Frankfurt am Main, to serve as the Company's auditor of the annual and consolidated financial statements for fiscal year 2022.

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 6 May 2022, 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 120<sup>th</sup> 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) and the Act on the Establishment of a Special Fund “Reconstruction Assistance 2021” and on the Temporary Suspension of the Obligation to File for Insolvency Application due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Acts (Reconstruction Assistance Act 2021 – AufbhG 2021) dated 10 September 2021 (Federal Law Gazette (BGBl.) I 2021, p. 4147) (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).
- 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 10. 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 11. 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 21<sup>st</sup> day prior to the Annual General Meeting, i. e. on **15 April 2022, 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 para. 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 29 April 2022**. 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: hv-eintrittskarten@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**. 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 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, 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 para. 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  
EMail: [anmeldestelle@computershare.de](mailto: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, 6 May 2022) 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 5 May 2022** (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, 6 May 2022), 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 5 May 2022** (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 (AktG), 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  
Email: [anmeldestelle@computershare.de](mailto: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, 6 May 2022) 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 5 May 2022** (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 after registration 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  
Email: [anmeldestelle@computershare.de](mailto: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, 6 May 2022) 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 **5 May 2022, 12.00 hours (CEST)** (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, 6 May 2022).

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

## 9. Further information on the exercise of voting rights

If voting rights are exercised in due time by several means (in writing, i.e. by regular mail, by fax, by e-mail, electronically via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> or pursuant to Section 67c para. 1 and para. 2 sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Article 2 para. 1 and para. 3 and Article 9 para. 4 of the Commission Implementing Regulation ((EU) 2018/1212)) by postal vote or proxy and, if applicable, instructions are issued, these will be considered in the following order irrespective of the time of receipt: 1. electronically via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>, 2. in accordance with Section 67c para. 1 and para. 2, sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Articles 2 para. 1 and para. 3 and Article 9 para. 4 of the Commission Implementing Regulation (EU) 2018/1212) by e-mail, 3. by fax and 4. in writing, i. e. by regular mail.

Should declarations with more than one form of voting right exercise be received by the same means, the following shall apply: postal votes shall have priority over the granting of proxy and, if applicable, instructions to the proxies of the Company.

If an intermediary, a shareholders' association, a voting rights advisor pursuant to Section 134a of the German Stock Corporation Act (AktG) or a person equivalent to these pursuant to Section 135 para 8 of the German Stock Corporation Act (AktG) is not prepared to act as proxy, the proxies of the Company shall be authorized to act in accordance with the instructions.

The last withdrawal of a declaration received in due time shall be decisive.

If an individual vote is held on an agenda item instead of a collective vote, the absentee vote or instruction issued for this agenda item shall apply accordingly to each item of the individual vote.

## 10. 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 4 May 2022** (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 12.c).



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## **11. Objection to resolutions adopted by the Annual General Meeting**

Properly registered shareholders or their proxy holders who have exercised the voting rights have the right to submit an objection during the Annual General Meeting to a resolution of the Annual General Meeting for the notary public's minutes by way of electronic communication via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

**12. 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 para. 2 AktG**

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 5 April 2022** (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 **21 April 2022, 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 7445 3188  
Email: martha.meresse@dmgmori.com

Any comments by the management will also be published at the aforementioned internet address after 21 April 2022.

**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 **4 May 2022, 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 para. 3 of the German Stock Corporation Act (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.

### 13. 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 of the German Stock Corporation Act (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 2022

**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,  
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](mailto:info@dmgmori.com)  
[www.dmgmori.com](http://www.dmgmori.com)