

# DMG MORI

AKTIENGESELLSCHAFT

## DMG MORI

CO<sub>2</sub> neutral

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

Notes on the rights of shareholders within the meaning  
of Section 121 para. 3 sentence 3 No. 3 German Stock  
Corporation Act (Aktengesetz – AktG) \*

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

In the section entitled “Additional information concerning the convening of Annual General Meeting”, the notice convening the Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT on 6 May 2022 contains information about the rights of shareholders under Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act (Aktiengesetz, AktG), in part in conjunction with 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 following information and notices are intended to serve as a further explanation of those arrangements.

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

Shareholders whose shares represent in the aggregate the proportionate amount of 500,000 € of the share capital, corresponding to 192,308 no-par-value shares, may demand that items be put on the agenda and published. The same right is available to shareholders whose shares represent in the aggregate one-twentieth (5%) of the share capital, corresponding to 10,246,339.22 € of share capital. Since at DMG MORI AKTIENGESELLSCHAFT, the proportionate amount of the share capital of 500,000 € is lower than 5% of the share capital, it is ultimately sufficient for a demand for an addition to the agenda if the proportionate amount of the share capital of 500,000 € is represented.

\* Non-binding convenience translation

Each new agenda item must be accompanied by a statement of reasons or a proposed resolution. In addition, shareholders demanding an addition to the agenda must furnish proof that they have been shareholders since at least 90 days prior to the date on which the demand was received and that they will hold the shares until the Executive Board decides on the demand (Section 122 para. 2 in conjunction with para. 1 sentence 3 AktG). In determining this period of share ownership, in accordance with Section 70 of the Germany Stock Corporation Act (AktG) the following crediting options are available:

**„Section 70 AktG**

***Calculation of the Period of Share Ownership***

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

The demand for an addition to the agenda must be sent in writing to the Company's Executive Board and be received by the Company not later than 24:00 hours (CEST) on 5 April 2022 at the following address:

DMG MORI AKTIENGESELLSCHAFT  
Executive Board  
– Office of the Chairman of the Executive Board –  
Gildemeisterstraße 60  
33689 Bielefeld  
Germany

Additions to the agenda that the Company is obliged to publish will be published in the electronic Federal Gazette promptly following receipt of the demand throughout the entire European Union, unless they were already published together with the notice convening the Annual General Meeting. They will also be published and notified to the shareholders at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

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

## **2. Motions and nominations by shareholders (Sections 126 para. 1 and 127 AktG, Section 1 para. 2 sentence 3 of the Pandemic Disease Act (PandemieG))**

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

Accordingly, shareholders and their proxy holders may not submit counter-motions to nominations of the Executive Board and/or Supervisory Board on specific agenda items to the Company during the Annual General Meeting or make nominations for the election of Supervisory Board members.

However, motions or nominations by shareholders that are to be made accessible pursuant to Section 126 or Section 127 AktG shall be deemed to have been made at the Annual General Meeting pursuant to Section 1 para. 2 sentence 3 PandemieG if the shareholder making the motion or nomination is properly authorised and registered for the Annual General Meeting.

Pursuant to Sections 126, 127 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 not later than 21 April 2022, 24:00 hours (CEST) (receipt by the Company). Counter-motions or election proposals addressed otherwise will not be considered.

DMG MORI AKTIENGESELLSCHAFT  
Legal Department  
Mrs Martha Méresse  
Gildemeisterstraße 60  
33689 Bielefeld  
Germany  
Telefax: +49 (0) 5205 74-45 3188  
Email: martha.meresse@dmgmori.com

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

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

Counter-motions for shareholders and the reasons for those do not need to be made available in accordance with Section 126 para. 2 of the German Stock Corporation Act (AktG),



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

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

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

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

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

### **3. Shareholders' right to ask questions (Section 131 para. 1 of the German Stock Corporation Act (AktG) in conjunction with Section 1 para. 2 sentence 1, No. 3 and sentence 2 Pandemic Disease Act (PandemieG)**

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

In conformity with Section 1 para. 2 sentence 2 of the Pandemic Disease Act (PandemieG), questions must be submitted in text form in German no later than one day prior to the Annual General Meeting, i. e. not later than 24:00 hours (CEST) on 4 May 2022, 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 of the Pandemic Disease Act (PandemieG), the Executive Board will decide how to answer the questions according to its free, reasonably exercised discretion. In doing so, the Executive Board may summarize questions. Any answers will be given during the Annual General Meeting.

The Executive Board may in any case refuse to answer certain questions for the reasons specified in Section 131 para. 3 of the German Stock Corporation Act (AktG).

For instance, the Executive Board may refuse to provide information

- (1) to the extent that providing information is, in accordance with sound business judgment, capable of causing more than insignificant harm to the Company or an affiliated enterprise,
- (2) to the extent that the information relates to tax valuations or the amount of certain taxes,
- (3) about the difference between the value at which items are recognised in the annual balance sheet and the higher value of such items, unless the annual financial statements are to be approved by the Annual General Meeting,
- (4) about accounting policies, to the extent that the disclosure of such policies in the notes is sufficient for presenting a true and accurate view of the Company's net assets, financial position and financial performance within the meaning of Section 264 para. 2 of the German Commercial Code (Handelsgesetzbuch, HGB), whereby the foregoing does not apply if the annual financial statements are to be approved by the Annual General Meeting,
- (5) to the extent that the Executive Board would expose itself to criminal liability by providing information,

- (6) to the extent that in the case of a bank or financial services institution, there is no requirement to make disclosures about the accounting policies applied and the calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the Group management report or
- (7) to the extent that the information is continuously available on the Company's website for at least seven days prior to the Annual General Meeting as well as during the meeting.

**4. Objection to the adoption of a resolution by the Annual General Meeting  
(Section 245 No. 1 of the German Stock Corporation Act (AktG), Section 1  
para. 2 sentence 1 No. 4 Pandemic Disease Act (PandemieG))**

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>.



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  
E-Mail: [info@dmgmori.com](mailto:info@dmgmori.com)  
[www.dmgmori.com](http://www.dmgmori.com)