

Location

City hall Bielefeld, near the main railway station.

Parking

Parking spaces for visitors of the Annual General Meeting are available in the car park P1 (Parkhaus Stadthalle).

DMG MORI

AKTIENGESELLSCHAFT

Bielefeld

ISIN code: DE0005878003

Security identification number (WKN): 587800

> SUSTAINABILITY

> AUTOMATION

> EMPLOYEES

> DMQP

> TECHNOLOGY EXCELLENCE

> ADDITIVE MANUFACTURING

> SERVICE EXCELLENCE

> DIGITIZATION

> GLOBE

> FIRST QUALITY

dynamic.
E>X<CELLENCE

121st Annual General Meeting

We hereby invite the shareholders of our Company to attend the 121st Annual General Meeting which will be held at 10:00 a.m. on Friday, 12 May 2023, in Hall 1 of Bielefeld City Hall (Stadthalle Bielefeld) in Bielefeld, Willy-Brandt-Platz 1, Germany.

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DMG MORI IN BRIEF

DMG MORI is a worldwide leading manufacturer of high-precision machine tools and sustainable technologies that are at the center of global value chains. At DMG MORI AKTIENGESELLSCHAFT around 6,800 employees generate sales revenues of over € 2.3 billion. Together with DMG MORI COMPANY LIMITED, sales revenues amount to around € 3.4 billion. In the "Global One Company", more than 12,000 employees are in direct contact with over 100,000 customers from 57 sectors. DMG MORI is present in 88 countries worldwide with 16 production plants, 113 sales and service locations.

The strategic fit of automation, digitization and sustainability is a perfect match with our vision-mission statement: **We empower our customers in manufacturing and digitization! We want to be the most attractive global machine tool manufacturer with digitized and sustainable products!**

Integrated automation and end-to-end digitization solutions extend our core business with turning and milling machines, Ultrasonic, Lasertec and Additive Manufacturing. We bundle our entire manufacturing know-how of more than 152 years into technology excellence for the focus sectors Aerospace, Automotive, Die & Mold as well as Medical and Semiconductor. Our customer-oriented services cover the entire life cycle of a machine tool – including training, repair, maintenance and spare parts service.

DMG MORI is one of the most sustainable industrial companies worldwide. Our innovative solutions make a decisive contribution to the benefit of humans and the environment. The combination of machines, technologies, users, automation and digitization enables a high degree of process integration for resource-saving and efficient production. True to our motto: *dynamic* . Excellence.

MEETING NOTICE

121ST Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT

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:
7c231d0bf5c3ed118143005056888925
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: 12 May 2023
2. Start of the General Meeting: 10:00 (CEST)
(corresponds to 8:00 a.m. UTC)
3. Type of General Meeting: Annual General Meeting
4. Location of the General Meeting:
City Hall Bielefeld, Willy-Brandt-Platz 1, 33602 Bielefeld
5. Record Date: 20 April 2023¹
6. Website for the Annual General Meeting/URL:
<https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>

¹ Please note that, according to the formal requirements of the Implementing Regulation (EU) 2018/1212, the so-called record date is a technical banking date that does not correspond to the record date within the meaning of Section 123 para. 4 sentence 2 German Stock Corporation Act. The technical record date is therefore the end of 20 April 2023.

AT A GLANCE

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AGENDA

- 1. Presentation of the formally adopted annual financial statements of DMG MORI AKTIENGESELLSCHAFT and the approved consolidated financial statements as of 31 December 2022, together with the management reports for DMG MORI AKTIENGESELLSCHAFT and the group, the explanatory report of the Executive Board on the disclosures pursuant to Sections 289a para. 1, 315a para. 1 of the German Commercial Code (Handelsgesetzbuch, HGB) as well as the report of the Supervisory Board for the financial year 2022**

The annual financial statements and management report, the consolidated financial statements and the group management report, the report of the Supervisory Board and the report of the Executive Board with the explanatory notes concerning the disclosures under takeover law were made available to the Annual General Meeting in good time. The aforementioned documents also include the explanatory report on the disclosures required in accordance with Section 289a, Section 315a of the German Commercial Code (HGB) and the declaration on corporate governance with corporate governance reporting, as well as the remuneration report for financial year 2022. These documents will also be made available and explained during the Annual General Meeting itself and will be accessible via the Company's website <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board in accordance with Section 172 of the German Stock Corporation Act (AktG) on 13 March 2023 and thus adopted the annual financial statements. It is therefore not necessary for the Annual General Meeting to adopt the annual financial statements or approve the consolidated financial statements pursuant to Section 173 AktG, so no resolution will be passed on agenda item 1.

- 2. Resolution on the ratification of acts of the members of the Executive Board**

The Executive Board and the Supervisory Board propose the ratification of actions taken for the financial year 2022 by the members of the Executive Board who were in office in the financial year 2022.

- 3. Resolution on the ratification of acts of the members of the Supervisory Board**

The Executive Board and the Supervisory Board propose the ratification of actions taken for the financial year 2022 by the members of the Supervisory Board who were in office in the financial year 2022.

- 4. Resolution on elections to the Supervisory Board**

The term of office of all Supervisory Board members ends at the close of the Annual General Meeting on 12 May 2023. In accordance with Section 9 of the Articles of Association of the Company and Sections 96 para. 1, 101 para. 1 of the German Stock Corporation Act (AktG), Sections 1 para. 1, 5 para. 1, 7 para. 1 sentence 1 no. 1 of the German Codetermination Act (MitbestG), the Supervisory Board is composed of six members to be elected by the Annual General Meeting and six members to be elected by the employees. The Annual General Meeting is not bound by election proposals. Pursuant to Section 96 para. 2 sentence 1 of the German Stock Corporation Act, the Supervisory Board must be composed of at least 30 percent women and at least 30 percent men (minimum proportion requirement). The minimum proportion requirement must generally be met by the Supervisory Board as a whole. However, the side of the shareholder representatives and the side of the employee representatives on the Supervisory Board have objected to the overall fulfilment in accordance with Section 96 para. 2 sentence 3 AktG. The minimum quota must therefore be fulfilled separately by the shareholder representatives and the employee representatives. The Supervisory Board must therefore be composed of at least two women and at least two men on both the shareholder and the employee representative sides. At the time of publication of this invitation, the Supervisory Board includes two women on the shareholder side. On the basis of separate fulfilment, the minimum proportion requirement is thus fulfilled on the shareholder side and would continue to be fulfilled following the election of the proposed candidates. The employee representatives on the Supervisory Board for the new term of office were elected by secret ballot in accordance with the provisions of the MitbestG on 7 March 2023.

The Supervisory Board proposes to the Annual General Meeting that the following ladies and gentlemen be elected

as shareholder representatives on the Supervisory Board for the term of office ending at the close of the Annual General Meeting which will resolve on the ratification of the acts of the Supervisory Board for the financial year 2027:

4.1 Dr. Eng. Masahiko Mori, resident in Kyoto / Japan

President of DMG MORI COMPANY LIMITED, Tokyo

4.2 Irene Bader, resident in Feldafing

Member of the Board of Directors of
DMG MORI COMPANY LIMITED, Tokyo

Managing Director of DMG MORI Global Marketing GmbH,
Munich,

Managing Director of DMG MORI Sport Marketing SAS,
Roissy-en-France,

Senior Executive Officer Global Corporate
Communication & Chief Marketing Officer
of DMG MORI COMPANY LIMITED, Tokyo

4.3 Prof. Dr.-Ing. Berend Denkena, resident in Wedemark

Managing Director of the Institute of Production Engineering and Machine Tools, Leibniz Universität Hannover

4.4 Ulrich Hocker, resident in Düsseldorf

President and Attorney at Law of
Deutsche Schutzvereinigung für Wertpapierbesitz e.V.

4.5 Prof. Dr. Annette Köhler, resident in Düsseldorf

Professor and Chair of Accounting, Auditing &
Controlling at the University of Duisburg-Essen and
Vice Dean of the Mercator School of Management

4.6 James Victor Nudo, resident in Chicago / USA

Vice President of DMG MORI COMPANY LIMITED, Tokyo

Managing Director of DMG MORI Europe Holding GmbH,
Bielefeld

Managing Director of DMG MORI EMEA GmbH, Wernau
CEO of DMG MORI Americas Holding Corporation, Chicago

The election is to be held as an individual election.

It is planned to elect Dr. Eng. Masahiko Mori as Chairman of the Supervisory Board in the event of his election as a member of the Supervisory Board.

The persons proposed for election are members of a statutory supervisory board or a comparable domestic or foreign supervisory body of the following companies and business enterprises:

› Dr. Eng. Masahiko Mori

Membership of statutory supervisory boards: -

Membership of comparable domestic or foreign
supervisory bodies: -

› Irene Bader

Membership of statutory supervisory boards: -

Membership of comparable domestic or foreign
supervisory bodies: -

› Prof. Dr.-Ing. Berend Denkena

Membership of statutory supervisory boards: -

Membership of comparable domestic or foreign
supervisory bodies: -

› Ulrich Hocker

Membership of statutory supervisory boards:

- FERI AG, Bad Homburg,
Deputy Chairman of the Supervisory Board

Membership of comparable domestic or foreign
supervisory bodies:

- Phoenix Mecano AG, Stein am Rhein/Switzerland,
Member of the Board of Directors,
Independent Lead Director

› **Prof. Dr. Annette Köhler**

Membership of statutory supervisory boards:

- GEA Group Aktiengesellschaft, Düsseldorf,
Member of the Supervisory Board
- Gerresheimer AG, Düsseldorf,
Member of the Supervisory Board

Membership of comparable domestic or foreign supervisory bodies:

- DKSH Holding AG, Zurich, Member of the Board of Directors
- ABB E-Mobility Holding AG, Baden (Switzerland),
Member of the Board of Directors

› **James Victor Nudo**

Membership of statutory supervisory boards: –

Membership of comparable domestic or foreign supervisory bodies: –

The Supervisory Board's election proposals are based on the recommendation of its Nomination Committee, take into account the objectives resolved by the Supervisory Board for its composition, and aim to fill out the competence profile drawn up by the Supervisory Board for the entire body (in particular with regard to technical expertise, knowledge of markets and competitors, financial and accounting expertise, and finally capital market and corporate governance know-how). The election proposals also take into account the statutory requirements and the other recommendations of the German Corporate Governance Code.

With regard to recommendation Principle 12 of the German Corporate Governance Code, the following is stated: The Supervisory Board has ascertained from the proposed candidates that they are able to devote the expected amount of time.

With regard to Recommendation C.9 and Recommendation C.13 of the German Corporate Governance Code, the following is stated: In the opinion of the Supervisory Board, no proposed candidate, unless disclosed below, has a personal or business relationship with DMG MORI AKTIENGESELLSCHAFT or its group companies, the corporate bodies of DMG MORI AKTIENGESELLSCHAFT or a significant shareholder in DMG MORI AKTIENGESELLSCHAFT that is required to be disclosed pursuant to Recommendation C.13 of the German Corporate Governance Code. The proposed candidates Prof. Dr.-Ing. Berend Denkena, Ulrich Hocker and Prof. Dr. Annette Köhler are to be regarded as independent within the meaning of recommendation C.6 para.2 of the German Corporate Governance Code.

The candidate Dr. Eng. Masahiko Mori is President of DMG MORI COMPANY LIMITED, which currently indirectly holds a shareholding of 87.37% and thus more than 10% of the voting shares of the Company according to its last voting rights notification and is thus a substantial shareholder of DMG MORI AKTIENGESELLSCHAFT. The candidate Irene Bader is Member of the Board of Directors of DMG MORI COMPANY LIMITED as well as Senior Executive Officer Global Corporate Communication & Chief Marketing Officer of DMG MORI COMPANY LIMITED and Managing Director of DMG MORI Global Marketing GmbH and DMG MORI Sport Marketing SAS, subsidiaries of DMG MORI COMPANY LIMITED and thus sister companies of DMG MORI AKTIENGESELLSCHAFT. The candidate James Victor Nudo is Vice President of DMG MORI COMPANY LIMITED, CEO of DMG MORI Americas Holding Corporation and Managing Director of DMG MORI Europe Holding GmbH and DMG MORI EMEA GmbH and thus of three sister companies of DMG MORI AKTIENGESELLSCHAFT.

The curricula vitae of the candidates are attached to this invitation and are available on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

5. Resolution on amendments to the Articles of Association to enable virtual annual general meetings in the future and to enable members of the Supervisory Board to participate in the annual general meeting by means of video and audio transmission

The Act on the Introduction of Virtual General Meetings of Stock Corporations and the Amendment of Provisions of Cooperative, Insolvency and Restructuring Law, which entered into force on 27 July 2022 (Federal Law Gazette of 26 July 2022, p. 1166 et seqq.), makes it possible in future to hold annual general meetings without the physical presence of the shareholders or their proxies at the location of the annual general meetings (so-called virtual general meetings). Section 118a para. 1 sentence 1 of the German Stock Corporation Act (AktG) has been newly inserted, according to which the Articles of Association may provide for or authorize the Executive Board to provide for virtual general meetings.

Based on the positive experience with holding virtual general meetings in the past three years, the Executive Board and Supervisory Board consider it expedient to include a corresponding authorization of the Executive Board in the Articles of Association of DMG MORI AKTIENGESELLSCHAFT. In order to be able to decide flexibly and appropriately on the format of the annual general meeting in the future, taking into account the interests of the shareholders, the Executive Board and the Supervisory Board consider it expedient not to order the holding of a virtual annual general meeting directly in the Articles of Association, but to authorize the Executive Board to determine the respective format of the annual general meeting. The decision to be taken by the Executive Board for each annual general meeting as to whether to hold it in virtual format or as an attendance meeting is to be made at its due discretion on the basis of the relevant factual criteria in each case. If the Executive Board makes use of the proposed authorization in the Articles of Association and decides in favor of a virtual annual general meeting, the safeguarding of stockholder rights will be of major importance for its design and implementation. In making its respective decision on the conduct of the annual general meeting, the Executive

Board will carefully consider which annual general meeting format is in the well-understood interests of the shareholders and the Company. Insofar as the statutory provisions provide for possibilities of restriction, these shall be applied, if at all necessary and appropriate, taking into account the interests of the shareholders in order to enable all shareholders to exercise their rights in a suitable manner.

The members of the Supervisory Board generally attend the annual general meeting in person. However, pursuant to Section 118 para. 3 sentence 2 AktG, the Articles of Association may provide for certain cases in which members of the Supervisory Board may participate in the annual general meeting by means of video and audio transmission. At the same time, therefore, with regard to the members of the Supervisory Board, the possibility pursuant to Section 118a para. 2 sentence 2 in conjunction with Section 118 para. 3 sentence 2 AktG shall be excluded. Section 118 para. 3 sentence 2 AktG and also allow the members of the Supervisory Board to participate in a virtual general meeting by means of video and audio transmission. If direct interaction of all or individual members of the Supervisory Board with the shareholders' meeting is required, this will be made possible by directly connecting these Supervisory Board members by means of the two-way communication provided for.

The Executive Board and Supervisory Board therefore propose that the following resolutions be adopted:

In Section 15 of the Articles of Association of the Company, the following new paragraph 10 shall be inserted:

“(10) The Executive Board is authorized to provide for the annual general meeting to be held without the physical presence of the shareholders or their proxies at the location of the general meeting (virtual general meeting). The authorization shall apply to the holding of virtual annual general meeting within a period of five (5) years after entry of this provision of the Articles of Association in the commercial register of the Company. In the case of virtual general meetings, Section 14 sentence 2, Section 15 para. 8 and Section 16 para. 2 of the Articles of Association shall not apply.”

Section 16 of the Articles of Association shall be supplemented by a third paragraph as follows:

“(3) The members of the Executive Board and the Supervisory Board shall be present at the place of the annual general meeting during the general meeting. The chairman of the meeting shall participate in the annual general meeting at the place where it is held. Supervisory Board members who do not chair annual general meeting may also participate in the annual general meeting by means of video and audio transmission if physical presence does not appear justifiable due to health risks or if disproportionately high travel expenses would arise for a Supervisory Board member or if the annual general meeting is held as a virtual annual general meeting.”

Paragraphs (1) and (2) of Section 16 of the Articles of Association shall be numbered.

A comparison of the currently applicable version of Sections 15 and 16 of the Articles of Association of the Company and the intended amendments to these provisions as a result of the proposed resolution on agenda item 5 is available from the time the Annual General Meeting is available on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

6. Resolution on the approval of the remuneration report

Pursuant to Section 120a para. 4 AktG in conjunction with Section 162 AktG. Section 162 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board must prepare an annual remuneration report and submit it to the Annual General Meeting for approval. The remuneration system for the members of the Executive Board was approved by the 118th Annual General Meeting on 15 May 2020, and the remuneration system for the members of the Supervisory Board was approved by the 119th 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 and is printed in the annual report for financial year 2022 as well as being 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 2022 are presented in the following. The annual preparation of the remuneration report according to Section 162 of the German Stock Corporation Act (AktG) is the responsibility of the Executive Board and the Supervisory Board. In accordance with Section 162 para. 1 sentence 2 no. 1 AktG, remuneration is reported in the financial year in which the activity on which the remuneration is based was completed in full.

Approval of the remuneration report by the Annual General Meeting 2022

At the Annual General Meeting on 6 May 2022, the remuneration report for financial year 2021, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), was approved by 99.88 %. There were no aspects to be considered with regard to the remuneration system or its implementation in the remuneration report.

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 AktG. The components of the Supervisory Board remuneration include the fixed remuneration that each member of the Supervisory Board receives, remuneration for committee work as well as attendance fees for meetings.

In financial year 2022, 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.

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 financial year 2022, the total remuneration paid to the Supervisory Board amounted to € 1,003,500 (previous year: € 930,000). The total base remuneration and committee remuneration amounted to € 882,000 (previous year: € 819,000). The meeting attendance fees amounted to € 121,500 (previous year: € 111,000).

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.1 REMUNERATION GRANTED AND PAYABLE TO THE SUPERVISORY BOARD								Total remuneration
in €	Base remuneration	Committee remuneration: Finance and Audit Committee (F&A)	Committee remuneration: Personnel, Nomination and Remuneration Committee (PNR)	Committee remuneration: Committee for Transactions with Related Parties (TRP)	Base remuneration and committee remuneration total	Meeting attendance fees		
Dr. Eng. Masahiko Mori ¹⁾ Chairman of the Supervisory Board Board Chairman PNR	-	-	-	-	-	-	0	
Ulrich Hocker ²⁾ Deputy chairman SB Chairman TRP	90,000	0	18,000	36,000	144,000	15,000	159,000	
Irene Bader ³⁾	-	-	-	-	-	-	0	
Prof. Dr.-Ing. Berend Denkena ⁴⁾	60,000	0	0	18,000	78,000	12,000	90,000	
Prof. Dr. Annette Köhler Chairwoman F&A	60,000	36,000	0	0	96,000	13,500	109,500	
James Victor Nudo ⁵⁾	-	-	-	-	-	-	0	
Mario Krainhöfner ^{6) 7)} 1 st Deputy chairman SB	90,000	0	18,000	0	108,000	9,000	117,000	
Stefan Stetter ⁸⁾ Deputy chairman SB	90,000	18,000	0	18,000	126,000	21,000	147,000	
Tanja Fondel ^{6) 9)}	60,000	0	18,000	0	78,000	10,500	88,500	
Dietmar Jansen ^{6) 10)}	60,000	18,000	0	0	78,000	12,000	90,000	
Larissa Schikowski ¹¹⁾	60,000	0	18,000	0	78,000	10,500	88,500	
Michaela Schroll ^{6) 12)}	60,000	18,000	0	18,000	96,000	18,000	114,000	
Total amount	630,000	90,000	72,000	90,000	882,000	121,500	1,003,500 ¹³⁾	

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 2022.

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 2022.

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 2022.

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 2022.

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 table A.2 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.

A.2 COMPARISON OF ANNUAL CHANGE IN SUPERVISORY BOARD REMUNERATION	CHANGES 2021 AGAINST 2020 in %	CHANGES 2022 AGAINST 2021 in %
Dr. Eng. Masahiko Mori ¹⁾	-	-
Ulrich Hocker	+8.5 %	+8.2 %
Irene Bader ²⁾	-	-
Prof. Dr.-Ing. Berend Denkena	+4.4 %	+13.2 %
Prof. Dr. Annette Köhler	+3.6 %	+4.3 %
James Victor Nudo ³⁾	-	-
Mario Krainhöfner	+1.7 %	+8.3 %
Stefan Stetter	+5.2 %	+8.9 %
Tanja Fondel	+2.3 %	+9.3 %
Dietmar Jansen	+0.4 %	+5.3 %
Larissa Schikowski	+2.3 %	+9.3 %
Michaela Schroll	+6.6 %	+5.6 %
EAT (DMG MORI AG group) ⁴⁾	+64 %	+79 %
EAT (DMG MORI AKTIENGESELLSCHAFT) ⁵⁾	+8 %	+400 %
Average employee remuneration ⁶⁾	+2 %	+3 %

¹⁾ Dr. Eng. Masahiko Mori has not received any Supervisory Board remuneration for 2022.

²⁾ Irene Bader has not received any Supervisory Board remuneration for 2022.

³⁾ James Victor Nudo has not received any Supervisory Board remuneration for 2022.

⁴⁾ 2022: € 153.4 million / 2021: € 95.6 million / 2020: € 52.1 million

⁵⁾ 2022: € 146.5 million (under HGB) / 2021: € 29.9 million (under HGB) /

2020: € 27.1 million (under HGB)

⁶⁾ Employee remuneration in Germany in the respective financial year

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 118th Annual General Meeting on 15 May 2020.

Essential elements of the remuneration system

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

- › Extraordinary performances and successes should be rewarded adequately, while target shortfalls should entail a substantial reduction of the remuneration ("pay-for-performance-orientation").
- › 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.
- › 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.
- › 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 Europe Holding 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 share-based 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 para. 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.

› 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 twelve monthly installments.

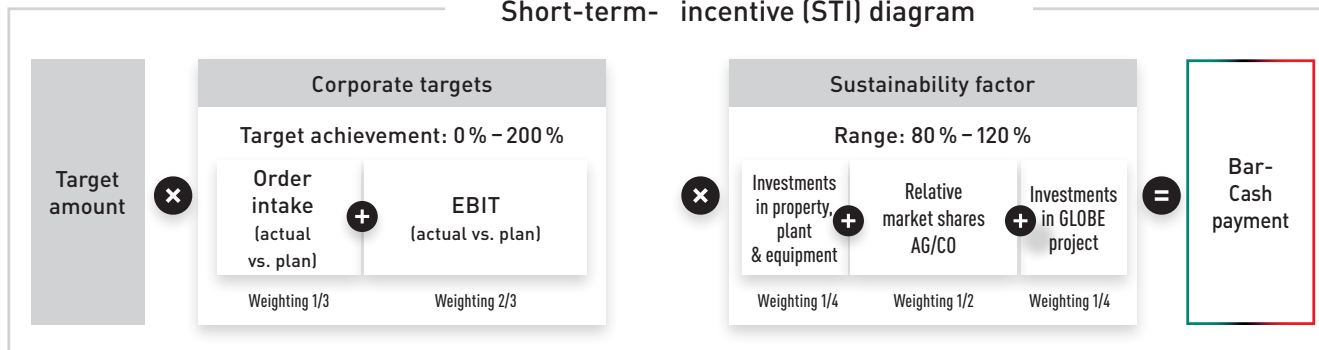
Fringe benefits: Fringe benefits and their maximum amounts are determined for each Executive Board member. These fringe benefits include, in particular, non-cash benefits from the company and other fringe benefits, particularly the provision of a company car but also insurance coverage.

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).

› 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 remuneration 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

Short-term- incentive (STI) diagram



of the one-year assessment period and depends on whether or how the targets have been achieved.

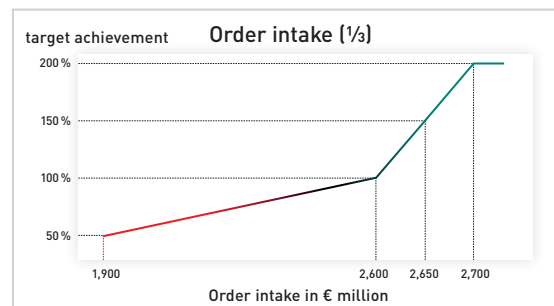
The STI system is based on two target dimensions with different weightings that can be adjusted by so-called sustainability factors ("modifiers"). This considers both the market position (measured by the performance indicator "order intake"), as well as the earnings position (measured by the performance 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 2022 result from the following key figures and factors for 2022 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

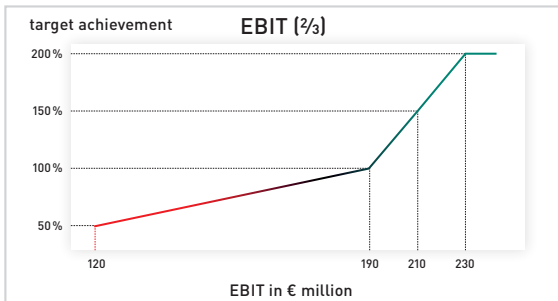
100%. The component does not increase further once a certain upper limit has been reached. This upper limit corresponds to a target achievement of 200%.

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 goals is adjusted by three **sustainability factors** (“modifiers”) defined as part of the award (80%-120%). These goals, on which the sustainability factor is based, include investments in property, plant and equipment, investments for the GLOBE project (introduction of SAP) and the development of internal market shares and positions (ratio of incoming orders DMG MORI AG group and DMG MORI COMPANY LIMITED). All sustainability factors can reach a level of 80%-120%. The factors investments in tangible assets and investments for the GLOBE project are each weighted with 25%, the factor development of internal market shares and positions is weighted with 50%. This is intended to particularly strengthen the Executive Board’s efforts to achieve sustainable management geared towards future growth.

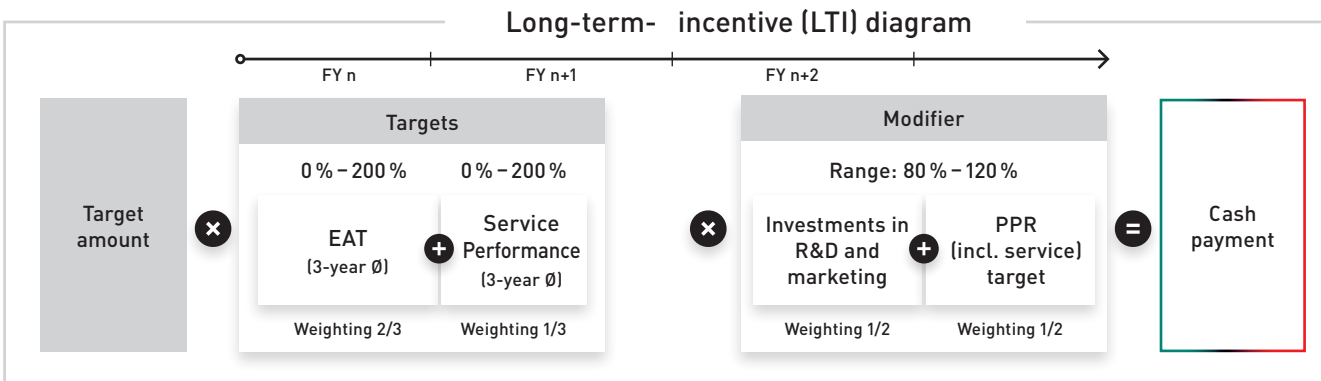
› Long-term incentive (LTI)

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.

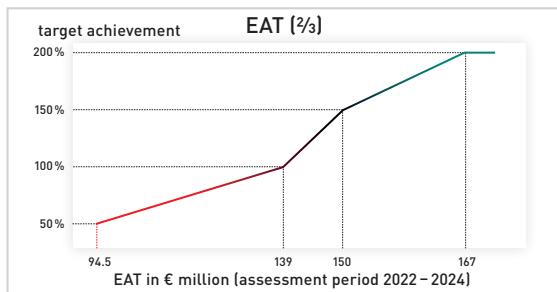
An individual target amount is set for each member of the Executive Board. The target amount represents the starting point for determining the performance-based payment after the end of the assessment period. A claim for payment only arises at the end of the three-year assessment period and depends on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

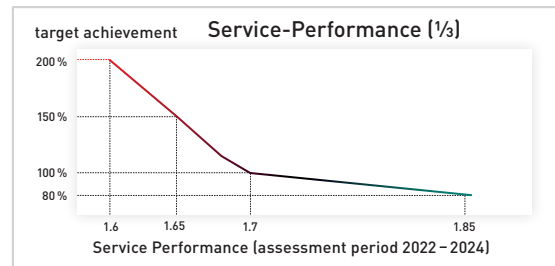
The **EAT** is weighted 2/3. In this way, the LTI considers one of the key financial figures of DMG MORI AKTIENGESELLSCHAFT. The EAT component of the LTI must reach a lower limit in order to become bonus relevant. This corresponds to a target achievement of 50%. Reaching the target amount results in 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%. The consideration ends at a set minimum value. This 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 2022-2024) and retirement provisions.

The maximum total remuneration for financial year 2022 was set at €5,550 K for the Chairman of the Executive Board and €2,950 K for the Executive Board members (→ Table A.3).

A.3 I TARGET AND MAXIMUM REMUNERATION (REMUNERATION COMPONENTS 2022)	Christian Thönes		Björn Biermann		Michael Horn	
	2022 (Target)	2022 (MAX)	2022 (Target)	2022 (MAX)	2022 (Target)	2022 (MAX)
Base remuneration	€ 1,200,000	€ 1,200,000	€ 600,000	€ 600,000	€ 600,000	€ 600,000
STI	€ 800,000	€ 1,600,000	€ 400,000	€ 800,000	€ 400,000	€ 800,000
LTI 2022-2024	€ 1,150,000	€ 2,300,000	€ 612,500	€ 1,225,000	€ 612,500	€ 1,225,000
Pension	€ 450,000	€ 450,000	€ 200,000	€ 200,000	€ 200,000	€ 200,000
Total remuneration	€ 3,600,000	€ 5,550,000	€ 1,812,500	€ 2,950,000	€ 1,812,500	€ 2,950,000

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.

Expenses for the contribution-based retirement provisions for the Executive Board members totaled € 850 K in financial year 2022 (previous year: € 850 K).

Remuneration for former members of the Executive Board

In the reporting year, as part of direct pension obligations € 1,087 K (previous year: € 1,132 K) was paid to former members of the Executive Board and their surviving dependents, of which € 680 K went to Dr. Rüdiger Kapitza who left the Executive Board in 2016.

Remuneration of the Executive Board for financial year 2022

The target achievement for short-term variable remuneration (STI) is 166% 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 109%, for the GLOBE project 120% and for the relative market shares AG/CO 120%, resulting in a weighted modifier of 117% overall. The total target achievement for short-term variable remuneration (STI) for the year 2022 is 208%. The STI payment is limited to a total of 200% of the target amount (cap).

Target achievement for the long-term remuneration component (LTI tranche 2020-2022) is 200% for the EAT indicator (3-year average 2020-2022) and 200% for the service performance indicator. The target achievement for the sustainability factor for adhering to the R&D and marketing budgets was 120% and for the development of the PPR indicator also 120%, resulting in a weighted modifier of 120% in total. The target achievement for the LTI tranche 2020-2022 is 220%. The payout from the LTI tranche 2020-2022 is limited to a total of 200% of the target amount (cap).

The total remuneration without advance payments of the Executive Board for financial year 2022 amounted to € 9,753 K (previous year: € 7,118 K). Of this amount, € 2,461 K (previous year: € 2,228 K) is attributable to the fixed, non-performance-based remuneration (base remuneration and fringe benefits), and € 3,200 K (previous year: € 3,200 K) to the short-term variable remuneration (STI) as well as € 850 K to contribution-based retirement provisions (previous year: € 850 K).

The LTI tranche 2020-2022, which was allocated on 31 December 2022 and will be paid in 2023, results in a total amount of € 4,750 K (LTI 2019-2021: € 840 K). An advance payment of € 1,508 K was made in 2021 for the LTI tranche 2020-2022. The payment from the LTI tranche 2020-2022 amounts to € 3,242 K.

A.4 | REMUNERATION AS GRANTED AND PAYABLE (SECTION 162 (1) SENT. 1 AKTG)

in € K

	Christian Thönes Executive Board Chairman				Björn Biermann Executive Board Member			
	2021 ⁴⁾	2021 ⁵⁾	2022	2022 ⁵⁾	2021 ⁴⁾	2021 ⁵⁾	2022	2022 ⁵⁾
Base remuneration	1,080	-	1,200	-	540	-	600	-
Perquisite	11	-	11	-	8	-	8	-
Total	1,091	31 %	1,211	25 %	548	31 %	608	26 %
STI	1,600	46 %	1,600	33 %	800	45 %	800	33 %
LTI 2019 – 2021	360	10 %	-	-	240	13 %	-	-
LTI 2020 – 2022 ¹⁾	-	-	1,650	33 %	-	-	796	33 %
Total	1,960	56 %	3,250	66 %	1,040	58 %	1,596	66 %
Pension ²⁾	450	13 %	450	9 %	200	11 %	200	8 %
Total remuneration without advance payment	3,501	100 %	4,911	100 %	1,788	100 %	2,404	100 %
Recoverable advance payment LTI 2020–2022 ³⁾	650	-	-	-	429	-	-	-
Recoverable advance payment LTI 2021–2023 ³⁾	-	-	805	-	-	-	429	-
Total inflow with advance payment	4,151	-	5,716	-	2,217	-	2,833	-

	Michael Horn Executive Board Member				Executive Board total			
	2021 ⁴⁾	2021 ⁵⁾	2022	2022 ⁵⁾	2021 ⁴⁾	2021 ⁵⁾	2022	2022 ⁵⁾
Base remuneration	540	-	600	-	2,160	-	2,400	-
Perquisite	49	-	42	-	68	-	61	-
Total	589	32 %	642	26 %	2,228	31 %	2,461	25 %
STI	800	44 %	800	33 %	3,200	45 %	3,200	33 %
LTI 2019 – 2021	240	13 %	-	-	840	12 %	-	-
LTI 2020 – 2022 ¹⁾	-	-	796	33 %	-	-	3,242	33 %
Total	1,040	57 %	1,596	66 %	4,040	57 %	6,442	66 %
Pension ²⁾	200	11 %	200	8 %	850	12 %	850	9 %
Total remuneration without advance payment	1,829	100 %	2,438	100 %	7,118	100 %	9,753	100 %
Recoverable advance payment LTI 2020–2022 ³⁾	429	-	-	-	1,508	-	-	-
Recoverable advance payment LTI 2021–2023 ³⁾	-	-	429	-	-	-	1,663	-
Total inflow with advance payment	2,258	-	2,867	-	8,626	-	11,416	-

1) Amount less prepayments

2) Payments for pension provisions as defined contribution

3) LTI 2020 – 2022: Prepayment made in 2021, LTI 2021 – 2023: Prepayment made in 2022

4) Basic compensation 2021 including waiver

5) 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.

For the LTI tranche 2021-2023, a recoverable advance payment of € 1,663 K was made in 2022, which is part of the remuneration in accordance with section 162 para. 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.4 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 para.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 2022 as well as the LTI tranche 2020-2022 that will be paid in financial year 2023 for underlying activities that were fully performed by the end of financial year 2022. The recoverable advance payment for the LTI tranche 2021-2023 is also shown.

Table A.5 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" pursuant to Section 162 para.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.

A.5 | COMPARISON OF ANNUAL CHANGE IN EXECUTIVE BOARD'S REMUNERATION (SECTION 162 (1) NO. 2 AKTG)

	CHANGES 2021 AGAINST 2020 in%	CHANGES 2022 AGAINST 2021 in%
Christian Thönes	+47.7%	+37.7%
Björn Biermann	+35.4%	+27.8%
Michael Horn	+49.8%	+27.0%
EAT (DMG MORI AG group) ¹⁾	+64%	+79%
EAT (DMG MORI AKTIENGESELLSCHAFT) ²⁾	+8%	+400%
Average employee remuneration ³⁾	+2%	+3%

1) 2022: € 153.4 million / 2021: € 85.6 million / 2020: € 52.1 million

2) 2022: € 146.5 million (under HGB) / 2021: € 29.3 million (under HGB) / 2020: € 27.1 million (under HGB)

3) Employee remuneration in Germany in the respective financial year

The Supervisory Board and the Executive Board propose that the financial statements prepared in accordance with Section 162 AktG and to approve the audited remuneration report for the financial year 2022.

7. Resolution on the appointment of the auditor

The Supervisory Board proposes – on the recommendation of the Finance and Audit Committee – that PwC PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditors of the financial statements and consolidated financial statements for the financial year 2023.

In accordance with Art. 16 para.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 has declared that its recommendation is free from undue influence by third parties and that no restrictions have been imposed on it with regard to the selection of a particular statutory auditor (Art. 16 para. 6 of the EU Statutory Audit Regulation).

INFORMATION

From the time the Annual General Meeting is convened, the documents referred to under agenda items 1, 4 and 6 will be available on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

All documents will also be available at the Annual General Meeting on 12 May 2023.

Supplementary information on the convocation

All time information is given in Central European Summer Time (CEST), which is authoritative for Germany. With regard to the coordinated universal time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital is divided into 78,817,994 no-par value shares. Each share grants one vote. At the time the meeting is convened, the Company does not hold any treasury shares. The total number of shares and voting rights at the time the Annual General Meeting is convened is therefore 78,817,994.

2. Requirements for attending the Annual General Meeting and exercising voting rights as well as explanation of the significance of the record date

Only those shareholders are entitled to attend the Annual General Meeting and exercise their voting rights who provide proof that they were shareholders of the Company at the beginning of the 21st day prior to the Annual General Meeting, i.e. at 00:00 hours on 21 April 2023 (record date), and who register for the Annual General Meeting. The proof of shareholding shall be provided in text form by the ultimate intermediary in accordance with section 67c para. 3 AktG.

In relation to the Company, for the exercise of voting rights and other exercisable shareholder rights, only those persons shall

be deemed to be shareholders who have provided evidence thereof. The entitlement to exercise voting rights and other exercisable shareholder rights is based exclusively on the shareholder's shareholding as of the record date. The record date is not associated with any block on the saleability of the shareholding. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is relevant for participation and the scope of voting rights; i.e. sales of shares after the record date have no effect on the entitlement to participate and the scope of voting rights. The same applies to additional purchases of shares after the record date. Persons who do not yet hold any shares on the record date and only become shareholders thereafter are in principle not entitled to participate and vote in respect of the shares they hold; this does not apply if and to the extent that they have been authorized or empowered to exercise rights by the previous owner who still held the shares on the record date. The record date has no significance for the entitlement to receive the remuneration payment under the domination and profit transfer agreement.

The registration and proof of share ownership must be received by the registration office specified below by no later than midnight on 5 May 2023. The registration and proof of share ownership must be in German or English. Text form is sufficient for the registration and the proof of shareholding (Section 126b German Civil Code [BGB]).

Registration Office:
DMG MORI AKTIENGESELLSCHAFT
c/o Commerzbank AG
OPS, Income & General Meetings
60261 Frankfurt am Main, Germany
Fax: +49 (0) 69 / 136 26351
E-mail: hv-eintrittskarten@commerzbank.com

After receipt of the registration and proof of share ownership, the registration office will send shareholders admission tickets to attend the Annual General Meeting. In order to

ensure that the admission tickets are received in good time, we ask shareholders – without this request restricting their right to participate or vote – to ensure that the registration and proof of share ownership are sent to the Company in good time. The admission tickets are merely organizational aids and not a prerequisite for attending the Annual General Meeting and exercising voting rights.

3. Notes on data protection

If you register for the Annual General Meeting or grant a proxy, we will collect the personal data about you and/or your proxy provided to us at the time of registration. This is done to enable shareholders to exercise their rights at the Annual General Meeting.

DMG MORI AKTIENGESELLSCHAFT processes your data as a data controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other applicable laws. Details on the handling of your personal data and your rights in accordance with the GDPR can be found on the Internet at <https://en.dmgmori-ag.com/data-privacy-information>.

4. Procedure for exercising voting rights and other exercisable shareholder rights by proxy

Shareholders who are unable to attend the Annual General Meeting in person and therefore cannot or do not wish to exercise their voting rights or other exercisable shareholder rights in person may exercise these rights by proxy, e.g. through an intermediary covered by Section 135 AktG, a shareholders' association, another third party or the proxies appointed by the Company. Even then, timely registration and proof of share ownership are required for the relevant shareholding.

Shareholders will receive a proxy form together with the admission ticket. The granting of the proxy and the proof of authorization vis-à-vis the Company must be in text form; the revocation of a granted proxy is made by declaration in

text form or without form by personal appearance of the shareholder or proxy grantor at the Annual General Meeting. Proof of proxy authorization may be furnished by the proxy presenting the proxy authorization at the entrance on the day of the Annual General Meeting. If the proxy is granted by declaration to the Company, separate proof of the granting of the proxy is not required. If a shareholder authorizes more than one person, the Company may reject one or more of them.

The following address is available for the granting of a proxy by declaration to the Company, its revocation and the transmission of proof of a proxy declared to an authorized representative or its revocation:

DMG MORI AKTIENGESELLSCHAFT
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 (0) 89 30 90 3746 75

The granting of a proxy by declaration to the Company, its revocation and the transmission of proof of a proxy declared to a proxy or its revocation can also be made electronically by the shareholders or the grantors of the power of attorney via the following e-mail address:

anmeldestelle@computershare.de

When authorizing an intermediary covered by Section 135 AktG, a voting rights advisor, a shareholders' association or a person who offers to exercise voting rights at the Annual General Meeting on a business-like basis, special features must generally be taken into account, which must be enquired about with the respective person to be authorized.

As a special service, the Company offers shareholders who have duly registered to authorize proxies nominated by the Company prior to the Annual General Meeting. In addition to a power of attorney, the proxies nominated by the Company must also be given instructions on how to exercise voting rights. The proxies are obliged to vote in accordance with the instructions; they cannot exercise voting rights at their

own discretion. Please note that the proxies can only exercise voting rights on those items of the agenda on which they have received instructions, and that they cannot be instructed either in advance of or during the Annual General Meeting to submit motions or to declare objections to resolutions of the Annual General Meeting. Similarly, the proxies do not accept instructions to speak, to file objections to resolutions of the Annual General Meeting, or to ask questions or propose motions.

The power of attorney and instructions must be issued electronically or in text form. Forms for granting power of attorney and issuing instructions to the proxies nominated by the Company will be enclosed with each admission ticket. Proxy authorizations and instructions to the proxies nominated by the Company and any revocation thereof must be received by the Company at the following address by 6 p.m. (18:00 h) (receipt) on 11 May 2023, unless transmitted electronically (see below):

DMG MORI AKTIENGESELLSCHAFT
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 (0) 89 30 90 3746 75
E-mail: anmeldestelle@computershare.de

The authorization of the proxies nominated by the Company does not preclude personal participation in the Annual General Meeting. If a shareholder wishes to attend and exercise his or her shareholder rights in person or through another proxy despite having already authorized the proxies nominated by the Company, attendance in person or attendance through a proxy shall be deemed to be a revocation of the authorization to the proxies nominated by the Company.

Further information on registration and the granting of proxies as well as the relevant forms for granting a proxy can be found in the documents sent to shareholders and are also available on the internet at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

5. Further information on the exercise of voting rights

If proxy and, if applicable, instructions are issued in due time by several means (in writing, i.e. by regular mail, by fax or by e-mail), these will be considered in the following order irrespective of the time of receipt: 1. 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, 2. by e-mail, 3. by fax and 4. in writing, i.e. by regular mail. 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.

6. Information on shareholders' rights pursuant to Section 122 para. 2, Section 126 para. 1, Section 127 and Section 131 para. 1 of the German Stock Corporation Act (AktG)

› **Motions for additions to the agenda at the request of a minority pursuant to Section 122 para. 2 AktG**

Shareholders whose shares together amount to the pro rata amount of € 500,000.00 of the capital stock, corresponding to 192,308 no-par value shares, may request that items be placed on the agenda and published. The request must be addressed in writing to the Executive Board of the Company and must be received by the Company no later than midnight on 11 April 2023. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Shareholder motions to add items to the agenda pursuant to Section 122 para. 2 AktG must be sent to the following address of the Company for the attention of the Executive Board:

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

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board's decision on the request. In calculating this period of prior ownership, certain crediting options exist in accordance with section 70 of the German Stock Corporation Act (AktG), to which express reference is hereby made.

Additions to the agenda to be announced will be published in the Federal Gazette without delay after receipt of the request and forwarded to such media as can be expected to disseminate the information throughout the European Union. They will also be published on the internet at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> and communicated to the shareholders.

The proposed resolution announced as a permissible addition to the agenda will be voted on during the Annual General Meeting.

› **Motions and election proposals by shareholders pursuant to Section 126 para. 1 and Section 127 AktG**

Shareholders may submit countermotions to the proposals of the Executive Board and/or Supervisory Board on specific agenda items and make nominations for the election of the auditor (agenda item 7). Countermotions and election proposals are to be sent exclusively to the address below. Countermotions and nominations sent to any other address will not be considered.

DMG MORI AKTIENGESELLSCHAFT
Legal Department
Christopher Grefe
Gildemeisterstrasse 60
33689 Bielefeld
Germany
E-mail: christopher.grefe@dmgmori.com

Countermotions and election proposals received and to be made available at the above address with proof of shareholder status by midnight on 27 April 2023 at the latest will be published without delay on the internet at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Any comments by the management will also be published at the above internet address after 27 April 2023.

The right of any shareholder to submit countermotions on agenda items or on the election of the auditor during the Annual General Meeting without prior and timely submission to the Company remains unaffected. Please note that countermotions and election proposals, even if they have been submitted to the Company in advance and in due time, will only be considered at the Annual General Meeting if they are submitted during the Annual General Meeting.

› **Shareholders' right to information pursuant to Section 131 para. 1 AktG**

Upon request, each shareholder shall be provided with information at the Annual General Meeting by the Executive Board on the Company's affairs, including its legal and business relations with affiliated companies, as well as on the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary for a proper evaluation of the items on the agenda. Requests for information are generally to be made orally during the discussion at the Annual General Meeting.

The Executive Board may refrain from answering individual questions for the reasons set out in Section 131 para. 3 AktG, for example because the provision of the information would, according to sound business judgment, be likely to cause significant disadvantage to the Company or an affiliated company (e.g. no disclosure of business secrets). According to the Articles of Association, the chairman of the meeting is authorized to impose reasonable time limits on the shareholders' right to ask questions and speak.

7. Publications on the website

The content of this notice, including explanations if no resolution is to be adopted on an item on the agenda, the documents to be made available to the meeting, the total number of shares and voting rights at the time the meeting is convened, requests by shareholders for additions to the agenda within the meaning of Section 122 para. 2 AktG to be made available to the meeting without delay, and numerous other items of information on the Annual General Meeting are also available on the Company's website at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Bielefeld, March 2023

DMG MORI AKTIENGESELLSCHAFT
The Executive Board

ATTACHMENT

Dr. Eng. Masahiko Mori

Chairman of the Supervisory Board

Personal data

- Born: 16 September 1961
- Nationality: Japanese

Initial appointment

- 6 September 2009

End of current appointment

- 12 May 2023

Other mandates

- Vice President, Japan Machine Tool Builders' Association (JMTBA)
- Fellow, International Academy of Production Engineering (CIRP)
- Board Member, Kyoto University Innovation Capital
- Guest Professor, Graduate School of Advanced Leadership Studies, Kyoto University, Japan
- Member of the Foundation Board, Japanese-German Center Berlin (JDZB)

Professional career

- since June 1999 President, DMG MORI COMPANY LIMITED
- 1993 – 1999 DMG MORI COMPANY LIMITED
- 1985 – 1993 ITOCHU Corporation, Japan

Education

- 2003 Dr. Eng., University of Tokyo
- 1981 – 1985 Bachelor, Faculty of Engineering, Precision Mechanics, Kyoto University, Japan

Irene Bader, M.B.A.

Member of the Supervisory Board

Personal data

- Born: 1 January 1979
- Nationality: Austrian

Initial appointment

- 24 May 2016

End of current appointment

- 12 May 2023

Other mandates

- none

Professional career

- since 2005 Group of DMG MORI COMPANY LIMITED
- since 2023 Member of the Board of Directors of DMG MORI COMPANY LIMITED; CMO and Global Corporate Communication
- since 2019 Managing Director of DMG MORI Sport Marketing SAS, Roissy-en-France
- since 2016 Managing Director DMG MORI Global Marketing GmbH
- 2019–2023 Executive Officer Global Corporate Communication
- 2017–2019 Operating Officer Global Corporate Communication
- 2011–2017 General Manager Global Marketing
- 2005–2011 Marketing Manager
- 1999–2005 Group of DMG MORI AKTIENGESELLSCHAFT

Education

- 2011 Master of Business Administration, Open University, Milton Keynes, USA
- 2009 Diploma in Management, Open University, Milton Keynes, USA
- 1997–2000 Studies in Languages and Economics, Academy for Languages and Economics, Vienna, Austria

Prof. Dr.-Ing. Berend Denkena

Member of the Supervisory Board

Personal data

- Born: 5 November 1959
- Nationality: German

Initial appointment

- 17 May 2013

End of current appointment

- 12 May 2023

Other mandates

- Vice President Elect, International Academy of Production Engineering CIRP
- Past President, Scientific Society for Production Engineering WGP
- Member, National Academy of Science and Engineering acatech
- Chairman, Hannover Centre for Production Technology PZH
- Chairman, Machining Innovations Network MIN e.V.
- Supervisory Board, TEWISS – Technik und Wissen GmbH
- Board of Trustees, Kurt Alten Foundation
- Board of Trustees, Sieglinde Vollmer Foundation

Professional career

- since 2001 Managing Director, Institute for Manufacturing Technology and Machine Tools (IFW), Leibniz Universität Hannover
- 1996–2001 Head of Development and Design, GILDEMEISTER Drehmaschinen GmbH
- 1993–1995 Head of Standards Engineering and Systems Analysis, Thyssen Production Systems Inc., Auburn Hills, USA

Education

- 1992 Doctorate, Leibniz University Hannover
- 1982–1987 Studies of Mechanical Engineering, Leibniz University Hannover

Ulrich Hocker

Deputy Chairman of the Supervisory Board

Personal data

- Born: 6 November 1950
- Nationality: German

Initial appointment

- Deputy Chairman since 2 June 2016
- Member since 11 May 2010

End of current appointment

- 12 May 2023

Other mandates

- Deputy Chairman of the Supervisory Board, FERI AG, Bad Homburg
- Member of the Board of Directors, Phoenix Mecano AG, Stein am Rhein, Switzerland

Professional career

- since 1983 DSW (Deutsche Schutzvereinigung für Wertpapierbesitz e.V.)
since 2012 President
1994–2011 Chief Executive Officer
1985–1993 Managing Director
1983–1984 Research assistant

Education

- 1983 Admission as lawyer
- 1982 2nd State Examination, Law, University of Bonn
- 1979 1st State Examination, Law, University of Bonn
- 1970–1973 Training as bank clerk

Prof. Dr. Annette Köhler

Member of the Supervisory Board

Personal data

- Born: 13 January 1967
- Nationality: German

Initial appointment

- 6 May 2017

End of current appointment

- 12 May 2023

Other mandates

- Member of the Supervisory Board, GEA Group Aktiengesellschaft, Düsseldorf
- Member of the Supervisory Board, Gerresheimer AG, Düsseldorf
- Member of the Board of Directors, DKSH Holding AG, Zurich
- Member of the Board of Directors, ABB E-Mobility Holding AG, Baden (Switzerland)

Professional career

- since 2005 Holder of the Chair for Accounting, Auditing and Controlling, University of Duisburg-Essen
- 2004–2005 Holder of the Chair of Accounting, Auditing and Controlling, Leipzig Graduate School of Management
- 1993–2003 Scientific Assistant at the Chair of Accounting and Finance and Auditing, University of Wuppertal / Ulm
- 1997–1998 Corporate consultant at Mummert + Partner Unternehmensberatung AG, Hamburg
- 1993–1997 Scientific consultant at the Ifo Institute for Economic Research, Munich

Education

- Dec. 2003 Habilitation University of Ulm
- 1993–1996 Doctorate Dr. rer. pol., University of Cologne
- 1987–1993 Studies in Economics and Social Sciences, University of Augsburg (Degree: Diploma) / Wayne State University, Detroit, USA (Degree: Master of Arts)

James Victor Nudo

Member of the Supervisory Board

Personal data

- Born: 30 May 1954
- Nationality: US-American

Initial appointment

- 4 May 2018

End of current appointment

- 12 May 2023

Other mandates

- none

Professional career

- since 2022 Chairman of DMG MORI Federal Services Inc.
- since 2022 Managing Director of DMG MORI Europe Holding GmbH
- since 2022 Managing Director of DMG MORI EMEA GmbH
- since 2021 CEO of DMG MORI AMERICAS HOLDING CORPORATION
- since 2018 Vice President of DMG MORI COMPANY LIMITED, Tokyo
- 2017–2020 President of DMG MORI USA INC.
- 2014–2017 Operating Officer and General Manager of the International Legal & Global Human Resources Department of DMG MORI COMPANY LIMITED
- 2012–2014 Director of DMG MORI SEIKI Europe AG; General Manager of the International Legal Department of Mori Seiki Europe AG
- 2005–2012 General Manager of the International Legal Department of Mori Seiki Co., Ltd.
- 2003–2005 General Counsel and Vice President of Organizational Development of Mori Seiki U.S.A., Inc.
- 1992–2003 General Counsel of Yamazen, Inc.

Education

- 2000 Masters of Science in Organizational Development (M.S.O.D.), Loyola University, Chicago, Illinois, USA
- 1981 Admission as lawyer (State of Illinois and U.S. Federal Courts)
- 1981 Juris Doctor (J.D.), Loyola University Law School, Chicago, Illinois, USA
- 1976 Bachelors of Arts (B.A.), Western Illinois University, Macomb, Illinois, USA