

DMG MORI

AKTIENGESELLSCHAFT

> EMPLOYEES

> GLOBE

> FIRST QUALITY

> TECHNOLOGY EXCELLENCE

> DIGITIZATION

> SUSTAINABILITY

> AUTOMATION

> SERVICE EXCELLENCE

> DMQP

> ADDITIVE MANUFACTURING

dynamic.
E>X<X>CELLENCE

121st 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 (Aktiengesetz – 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)*

The convening notice for the 121st Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT on 12 May 2023 already contains information on the rights of shareholders within the meaning of Section 121 para. 3 sentence 3 no. 3 AktG, in the section “Supplementary information on the convening notice”, i.e. explanations on the rights pursuant to Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1, 245 AktG. 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)

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 (Section 122 para. 2 AktG). 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. Pursuant to Section 87 para. 4 AktG, the Annual General Meeting may, upon motion pursuant to Section 122 para. 2 sentence 1 AktG, also reduce the maximum compensation for the Executive Board set out in Section 87a para. 1 sentence 2 no. 1 AktG.

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 provide evidence 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 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 its 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 (Versicherungsaufsichtsgesetz) or Section 14 of the German Act on Home Loan Savings Banks (Gesetz über Bausparkassen).”

A corresponding confirmation from the depositary bank shall suffice as proof. In all other respects, Section 121 para. 7 AktG shall apply correspondingly. Accordingly, the day of receipt of the request shall not be counted. A postponement from a Sunday, a Saturday or a public holiday to a preceding or following working day is not an option. Sections 187 to 193 of the German Civil Code (BGB) shall not apply accordingly.

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 11 April 2023, 24:00 hours (CEST) 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)

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 27 April 2023, 24:00 hours (CEST) (receipt by the Company). Counter-motions or election proposals addressed otherwise will not be considered.

DMG MORI AKTIENGESELLSCHAFT
Legal Department
Christopher Grefe
Gildemeisterstraße 60
33689 Bielefeld
Germany
Telefax: +49 (0) 5205 74 45 3188
Email: christopher.grefe@dmgmori.com

Pursuant to Section 127 para. 1 sentence 2 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 AktG.

Any comments by management will also be published at the aforementioned link after 27 April 2023.

Counter-motions for shareholders and the reasons for those do not need to be made available in accordance with Section 126 para. 2 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 favor 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 accordingly 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.

Shareholder proposals for the election of Supervisory Board members shall be made accessible by the Executive Board – if the aforementioned requirements for making them accessible are met – together with the following information:

- reference to the requirements of Section 96 para. 2 AktG,
- indication of whether the overall compliance pursuant to Section 96 para. 2 sentence 3 AktG has been objected to, and
- indication of how many of the seats on the Supervisory Board must be occupied at least by women and men respectively in order to comply with the minimum proportion requirement pursuant to Section 96 para. 2 AktG.

It should be noted that countermotions and election proposals by shareholders, even if they have been submitted to the Company in advance in due time, can only be voted on if they are submitted during the Annual General Meeting. The right of each shareholder to submit countermotions to the various agenda items and proposals for the election of Supervisory Board and/or Shareholders' Committee members or auditors during the Annual General Meeting without prior and timely submission to the Company remains unaffected.

3. Shareholders' right of information (Section 131 AktG)

Upon request, each shareholder shall be provided with information at the Annual General Meeting by the Executive Board on matters concerning the Company to the extent that such information is necessary to permit a proper evaluation of the items on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company and to the situation of the group and the companies included in the consolidated financial statements, insofar as this is necessary for a proper assessment of the items on the agenda. If a company makes use of the simplifications under Section 266 para. 1 sentence 3, Section 276 or Section 288 of the German Commercial Code (Handelsgesetzbuch, HGB), each shareholder may demand that the annual financial statements be presented to him at the Annual General Meeting on the annual financial statements in the form which would have been used if these simplifications had not been made. The duty of the Executive Board of a parent company (Section 290 para. 1 and para. 2 HGB) to provide information at the Annual General Meeting at which the consolidated financial statements and the group management report are presented also extends to the situation of the group and the companies included in the consolidated financial statements.

Requests for information shall be made verbally during the discussion. The Executive Board may in any case refuse to answer certain questions for the reasons specified in Section 131 para. 3 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 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.

Information may not be refused for other reasons.

If information has been provided to a shareholder outside the Annual General Meeting due to his capacity as a shareholder, it must be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. The Executive Board may not refuse to provide the information in accordance with the above nos. (1) to (4).

If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the notarized minutes of the meeting.

The chairman of the meeting is entitled to take various management and disciplinary measures at the Annual General Meeting. This may include restricting the right to speak and ask questions in order to ensure that the Annual General Meeting is conducted properly and in an orderly manner. This authorization is based on the following provision of the Company's Articles of Association:

Section 15 para. 5 of the Articles of Association of DMG MORI AKTIENGESELLSCHAFT, Bielefeld

"The Chairman shall determine the voting procedure. He can decide to change the order of the subject matter of the meeting. The Chairman can impose a reasonable time limit on the right of the shareholders to put questions or speak. In particular, he is authorized to set a reasonable time limit at the beginning or in the course of the Annual General Meeting of Shareholders for the entire course of the Annual General Meeting of Shareholders, for an individual subject on the agenda or for an individual speaker."



DMG MORI AKTIENGESELLSCHAFT
Gildemeisterstraße 60, 33689 Bielefeld, Germany
Local Court Bielefeld HRB 7144
Phone: +49(0)52 0574 - 0
Telefax: +49(0)52 0574 - 3273
E-mail: info@dmgmori.com
www.dmgmori.com