

As of December 2020

§ 15 of the Articles of Association of DMG MORI AKTIENGESELLSCHAFT, Bielefeld

- (1) Each individual share certificate entitles the holder to one vote.
- (2) Shareholders, who wish to attend the Annual General Meeting or to exercise their vote, must register for the Annual General Meeting and prove their eligibility. The Company must receive the registration and proof of eligibility at least 6 days prior to the Annual General Meeting (registration period) at the address disclosed in the notice of the Annual General Meeting. The Executive Board is authorized – or, in the event notice is provided by the Supervisory Board, the Supervisory Board is authorized – to stipulate in the notice of the Annual General Meeting a shorter period of registration and proof, which may be up to 3 days prior to the Annual General Meeting.
- (3) Proof of share ownership pursuant to subsection 2 shall require proof of the shareholding in text form (Textform) as defined under German law issued by the last intermediary pursuant to § 67c (3) AktG. The proof of share ownership must relate to the point in time prescribed under the German Stock Corporation Act.

In the event there is doubt regarding the accuracy or authenticity of the eligibility proof, the Company may demand additional suitable evidence. If there is doubt regarding that evidence as well, then the Company may reject the shareholder's eligibility to attend the Annual General Meeting or to exercise a vote.

The registration and proof of eligibility must be completed in the German or English language.

- (4) The resolutions are passed by the Annual General Meeting of Shareholders subject to a simple majority of votes and, insofar as a majority of the share capital is required, subject to a simple majority of the share capital, unless otherwise required by law. In the case of a tie in the voting, the motion proposed shall be deemed denied.
- (5) 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.
- (6) If, in the case of an election, no majority is obtained on the first ballot, the two candidates who obtained most votes shall be short-listed for a second ballot. In the case of a tie, it shall be decided by drawing lots.
- (7) The grant of proxy, its revocation and proof of the authority granted vis-à-vis the Company must be in text form (Textform), as defined under German law. Notice of the Annual General Meeting shall contain the details about the grant of proxy, its revocation and its proof vis-a-vis the Company and may also include a simplified procedure. Section 135 of the German Stock Corporation Act remains applicable.
- (8) The Executive Board is also authorized to provide that shareholders may participate at the Annual General Meeting even without physically attending the meeting, either himself or through a proxy, and that they may exercise any or all of their rights either in whole or in part via electronic communication (online participation). The Executive Board may set specific rules regarding the scope and procedure for online participation.
- (9) The Executive Board is authorized to provide that shareholders may also cast their votes in writing or via electronic communication (so-called "postal voting"). It may issue specific rules regarding the procedure for postal voting.

Revised Version 2023

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- (9) The Executive Board is authorized to provide that shareholders may also cast their votes in writing or via electronic communication (so-called "postal voting"). It may issue specific rules regarding the procedure for postal voting.
- (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 meetings 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.

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§ 16 of the Articles of Association of DMG MORI AKTIENGESELLSCHAFT, Bielefeld

The Annual General Meeting of Shareholders is chaired by the Supervisory Board Chairman or another Supervisory Board member appointed by him. In the event that neither the Supervisory Board Chairman nor a Supervisory Board member appointed by him takes the chair, the Chairman of the Annual General Meeting of Shareholders shall be elected subject to a simple majority of the votes cast from amongst the attending Supervisory Board members of the equity holders.

The Annual General Meeting of Shareholders may be broadcast in whole or in part in sound and image, and may be recorded. The broadcast may occur in a form which gives unlimited access to the public. The details are regulated by the Executive Board (with approval of the Supervisory Board) as well as – during the shareholders meeting – by the chairperson. If a public broadcast is to take place, this and the relevant details need to be announced on the notice to the shareholders meeting.

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- (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.