

DMG MORI

AKTIENGESELLSCHAFT

Compliance Statement of the Executive Board and the Supervisory Board of DMG MORI AKTIENGESELLSCHAFT on the recommendations of the "Government Commission on the German Corporate Governance Code" pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Executive Board and Supervisory Board of DMG MORI AKTIENGESELLSCHAFT declare in accordance with Section 161 of the German Stock Corporation Act (AktG):

Since the last declaration of compliance in November 2022, DMG MORI AKTIENGESELLSCHAFT has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of the Code dated 28 April 2022 after its publication in the Federal Gazette on 27 June 2022, however, with the exceptions listed below:

Exception: Recommendation G.10 of the German Corporate Governance Code

In accordance with G.10 of the German Corporate Governance Code, the remuneration of the Executive Board shall be invested primarily in shares of the company or granted on a share basis. DMG MORI does not implement this recommendation, but has based the long-term remuneration component of the Executive Board on key figures which, in the opinion of the Supervisory Board, are of material importance for the long-term success of the company.

Share-based remuneration is not appropriate for DMG MORI, as DMG MORI AKTIENGESELLSCHAFT is a dependent company on the basis of the control and profit transfer agreement of 2 June 2016, whose shareholders are entitled to compensation and severance pay under the control and profit transfer agreement. The development of the company's share price is therefore not significantly influenced by the performance of the Executive Board and is therefore not an appropriate means of measuring the long-term remuneration of the Executive Board at DMG MORI.

Exception: Recommendations G.12 and G.13 of the German Corporate Governance Code

In the event of the termination of a Management Board contract, the payment of outstanding remuneration components shall among other things be made in accordance with the due dates or holding periods specified in the contract. Payments in the event of premature termination shall not exceed the value of two years' remuneration.

DMG MORI was unable to fully comply with these recommendations in the current financial year, as a higher payment amount was agreed upon with the affected Executive Board member as part of a comparative overall solution, taking into account the company's interest in terminating the contract and the Executive Board member's entitlements, and the long-term Executive Board remuneration

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component (LTI) was settled in a lump sum under such agreement. The severance solution agreed, which included outstanding variable remuneration components, was in the company's interest in a prompt and complete termination of the contract.

The Company will continue to comply with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of the Code dated 28 April 2022 after its publication in the Federal Gazette on 27 June 2022, with the exception listed below:

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Bielefeld, November 2023

for the Executive Board:


Alfred Geißler

for the Supervisory Board:


Dr.-Eng. Masahiko Mori