

## REMUNERATION REPORT

The remuneration system and remuneration of the Supervisory Board and the Executive Board for financial year 2023 are presented in the following report. The Executive Board and the Supervisory Board are responsible for the annual preparation of the remuneration report according to Section 162 of the German Stock Corporation Act (AktG). In accordance with Section 162 (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 2023**

At the Annual General Meeting on 12 May 2023, the remuneration report for financial year 2022, prepared and audited in accordance with Section 162 AktG, was approved by 99.87%. There were no aspects to be considered with regard to the remuneration system or its implementation in the remuneration report.

### **Supervisory Board remuneration**

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, compensation for committee work, as well as attendance fees for meetings.

In financial year 2023, the fixed remuneration entitlement of each individual Supervisory Board member amounted to € 60,000. The chairman is entitled to the 2.5 times this amount (€ 150,000). The Chairman of the Supervisory Board Dr. Eng. Masahiko Mori as well as James V. Nudo and Irene Bader have waived their complete Supervisory Board remuneration. The vice chairman is entitled to 1.5 times this 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: € 252,000) 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 2023, the total remuneration paid to the Supervisory Board amounted to € 1,009,500 (previous year: € 1,003,500). The total base remuneration and committee remuneration amounted to € 882,000 (previous year: € 882,000). The meeting attendance fees amounted to € 127,500 (previous year: € 121,500).

**B.05 // REMUNERATION GRANTED AND PAYABLE TO THE SUPERVISORY BOARD**

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	Total remuneration
<b>Dr. Eng. Masahiko Mori</b> <sup>1)</sup> Chairman of the Supervisory Board Chairman PNR	-	-	-	-	-	-	0
<b>Ulrich Hocker</b> <sup>2)</sup> Deputy chairman SB Chairman TRP	90,000	0	18,000	36,000	144,000	16,500	160,500
<b>Irene Bader</b> <sup>3)</sup>	-	-	-	-	-	-	0
<b>Prof. Dr.-Ing. Berend Denkena</b> <sup>4)</sup> Chairwoman F&A	60,000	0	0	18,000	78,000	12,000	90,000
<b>James Victor Nudo</b> <sup>5)</sup> 1 <sup>st</sup> Deputy chairman SB (until 12 May 2023) SB member (until 12 May 2023)	-	-	-	-	-	-	0
<b>Mario Krainhöfner</b> <sup>6)</sup> Deputy chairman SB	32,548	0	6,510	0	39,058	4,500	43,558
<b>Stefan Stetter</b> <sup>7)</sup> Deputy chairman SB	90,000	18,000	0	18,000	126,000	19,500	145,500
<b>Tanja Fondel</b> <sup>8) 13)</sup> 1 <sup>st</sup> Deputy chair (since 12 May 2023)	79,151	0	18,000	0	97,151	13,500	110,651
<b>Dietmar Jansen</b> <sup>9) 13)</sup>	60,000	18,000	0	0	78,000	9,000	87,000
<b>Larissa Schikowski</b> <sup>10)</sup>	60,000	0	18,000	0	78,000	13,500	91,500
<b>Michaela Schroll</b> <sup>11) 13)</sup>	60,000	18,000	0	18,000	96,000	19,500	115,500
<b>Thomas Reiter</b> <sup>12) 13)</sup> SB member (since 12 May 2023)	38,301	0	11,490	0	49,792	4,500	54,292
<b>Total amount</b>	<b>630,000</b>	<b>90,000</b>	<b>72,000</b>	<b>90,000</b>	<b>882,000</b>	<b>127,500</b>	<b>1,009,500</b> <sup>14)</sup>

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 2023.

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 2023.

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 2023.

6) Mario Krainhöfner was a member of the Supervisory Board as well as the PNR and Mediation Committees until 12 May 2023

7) Stefan Stetter is a member of the F&A and TRP Committees. Mr. Stetter transfers part of his remuneration for his Supervisory Board activities to various charitable organizations.

8) Tanja Fondel is a member of the PNR and the Mediation Committee.

9) Dietmar Jansen is a member of the F&A.

10) Larissa Schikowski is a member of the PNV and transfers part of her remuneration for her Supervisory Board activities to various charitable organizations.

11) Michaela Schroll is a member of the F&A and TRP Committees.

12) Thomas Reiter has been a member of the Supervisory Board and the PNR Committee since 12 May 2023.

13) These employee representatives transfer the majority of their remuneration for their Supervisory Board activities to the Hans Böckler Foundation, Düsseldorf.

14) The total amount corresponds to the expenses of DMG MORI AKTIENGESELLSCHAFT for 2023.

As the remuneration of the members of the Supervisory Board is not composed of variable but solely of fixed components, it is not necessary to determine a maximum total remuneration for the members of the Supervisory Board.

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 B.06 shows a comparison of the percentage change in the remuneration of Supervisory Board members with the earnings performance (EAT) of DMG MORI AKTIENGESELLSCHAFT and the average remuneration of the employees on a full-time basis compared to the previous year.

**B.06 // COMPARISON OF ANNUAL CHANGE IN SUPERVISORY BOARD REMUNERATION**

in %	2021 against 2020	2022 against 2021	2023 against 2022
Dr. Eng. Masahiko Mori <sup>1)</sup>	-	-	-
Ulrich Hocker	+8.5 %	+8.2 %	+0.9 %
Irene Bader <sup>2)</sup>	-	-	-
Prof. Dr.-Ing. Berend Denkena	+4.4 %	+13.2 %	+/-0.0 %
Prof. Dr. Annette Köhler	+3.6 %	+4.3 %	+1.4 %
James Victor Nudo <sup>3)</sup>	-	-	-
Mario Krainhöfner (until 12 May 2023)	+1.7 %	+8.3 %	-62.3 %
Stefan Stetter	+5.2 %	+8.9 %	-1.0 %
Tanja Fondel	+2.3 %	+9.3 %	+25.0 %
Dietmar Jansen	+0.4 %	+5.3 %	-3.3 %
Larissa Schikowski	+2.3 %	+9.3 %	+3.4 %
Michaela Schroll	+6.6 %	+5.6 %	+1.3 %
Thomas Reiter (since 12 May 2023)	-	-	-
EAT (DMG MORI AG group) <sup>4)</sup>	+64 %	+79 %	+6 %
EAT (DMG MORI AKTIENGESELLSCHAFT) <sup>5)</sup>	+8 %	+400 %	+1 %
Average employee remuneration <sup>6)</sup>	+2 %	+3 %	+4 %

1) Dr. Eng. Masahiko Mori has not received any Supervisory Board remuneration for 2023.

2) Irene Bader has not received any Supervisory Board remuneration for 2023.

3) James Victor Nudo has not received any Supervisory Board remuneration for 2023.

4) 2023: € 163.2 million / 2022: € 153.4 million / 2021: € 85.6 million / 2020: € 52.1 million

5) 2023: € 147.5 million (under HGB) / 2022: € 146.5 million (under HGB) / 2021: € 29.3 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 implementation of the company's 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 118<sup>th</sup> Annual General Meeting on 15 May 2020.

**Essential elements of the remuneration system**

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

- a//** Extraordinary performances and successes should be rewarded adequately, while target shortfalls should result in a substantial reduction in remuneration ("pay-for-performance-orientation").
- b//** 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.
- c//** The remuneration system for the Executive Board members is consistently adaptable to the remuneration systems for other management and staff levels within the group.
- d//** 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 AG, 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 view of both the current domination and profit transfer agreement between DMG MORI AKTIENGESELLSCHAFT and DMG MORI Europe Holding GmbH, a wholly-owned subsidiary of DMG MORI COMPANY LIMITED and the low free float of the company's share, it was decided not to implement a remuneration component paid in shares or a share-based remuneration component.

**Adequacy of the Executive Board remuneration**

Following preparation by the Personnel, Nomination and Remuneration Committee, the Supervisory Board determines the amount of 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 the 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 listed companies in Germany with DAX and MDAX listings. This horizontal market benchmarking considers the market position, size and complexity of DMG MORI AG 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 AG is considered in an internal (vertical) benchmarking process. 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. The chairperson of the Executive Board, in particular, 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 (1) 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 arises if the Executive Board member's office tenure or employment has already ended at the time repayment is demanded. This is without prejudice to claims for damages against the Executive Board member.

#### **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 good cause, or if the Executive Board member terminates his employment contract without proper cause ("bad leaver"), all outstanding LTI allocations where 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 specific measurable targets.

#### **a) 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 its 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 mainly include non-cash benefits from the company and other fringe benefits, particularly the provision of a company car but also insurance coverage.

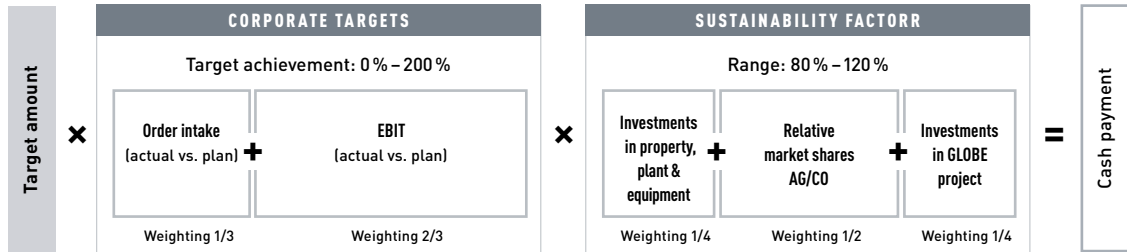
**Retirement provisions:** Each Executive Board member is granted a payment that must be used to add to his personal retirement provisions. The payment is for a certain amount to be invested in an external pension scheme (contribution-based retirement provision).

#### **b) Short-term variable 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. These targets reflect the corporate strategy of DMG MORI AG and aim at increasing the earnings and market position of the company. The one-year variable remuneration is linked to the achievement of key group figures in the respective financial year, particularly as it is connected to order intake and EBIT. An individual target amount is set for each member of the Executive Board. The target amount represents the initial value for determining performance-related payment after the end of the assessment period. A payment claim only arises at the end of the one-year assessment period and depends on if and how the targets have been achieved.

The STI system is based on two target dimensions, which are assigned different weightings and can be adjusted through 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 factor is intended to reward the Executive Board’s actions and successes that have made a contribution to sustainably securing the company’s success.

**B.07 // SHORT-TERM-INCENTIVE (STI) DIAGRAM**

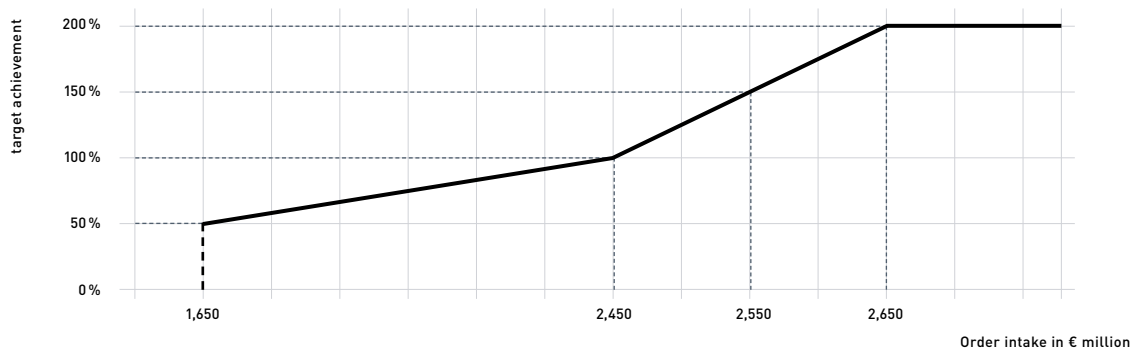


The target achievement levels for the STI 2023 result from the following key figures and factors for 2023 and are determined using the same criteria for all Executive Board members:

**Order intake** is weighted at 1/3. This means that the STI includes one of the key financial figures of DMG MORI AG. The order intake component of the STI must reach a floor before it becomes relevant to bonus payments. This floor is a target achievement of 50%. Reaching the target amount corresponds to a target achievement of 100%. The component does not increase any further once a cap has been reached. This cap is a target achievement of 200%.

The following figure shows further target achievement details:

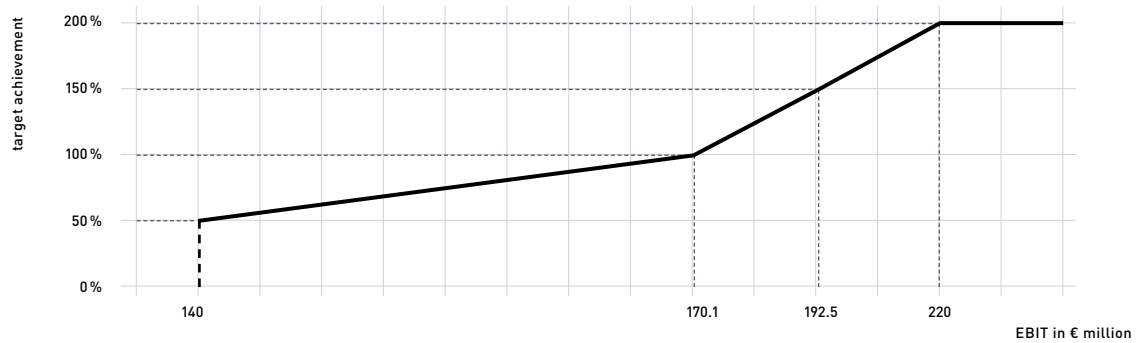
**B.08 // TARGET ACHIEVEMENT ORDER INTAKE 1/3**



**EBIT** is weighted at 2/3. This means that the STI includes another key financial figure of DMG MORI AG. The EBIT component of the STI must reach a floor before becoming relevant to bonus payments. This is a target achievement of 50%. Reaching the target amount corresponds to a target achievement of 100%. The consideration of a bonus ends once a cap has been reached. This is a target achievement of 200%.

The following figure shows further target achievement details:

#### B.09 // TARGET ACHIEVEMENT EBIT 2/3



The remuneration resulting from the achievement of targets is adjusted by three sustainability factors (“modifiers”) defined as part of the bonus payment (80%-120%). These goals, on which the sustainability factor is based, include investments in property, plant and equipment, investments for the GLOBE project (SAP implementation) and the development of internal market shares and positions (order intake ratio for the DMG MORI AG group and DMG MORI COMPANY LIMITED). All sustainability factors can reach a level of 80%-120%. The factors, investments in property, plant and equipment and investments for the GLOBE project are each weighted at 25%. The factor, development of internal market shares and positions is weighted at 50%. They are intended to boost the Executive Board’s efforts aimed at a sustainable management that delivers future growth.

#### **c) Long-term variable incentive (LTI)**

The Executive Board’s work is focused on a long-term, sustainable commitment to DMG MORI AG. It is the only way to promote sustainable growth and achieve a permanent increase in value. The three-year performance period helps to ensure that the Executive Board’s decisions in the current financial year are also focused on the company’s long-term development.

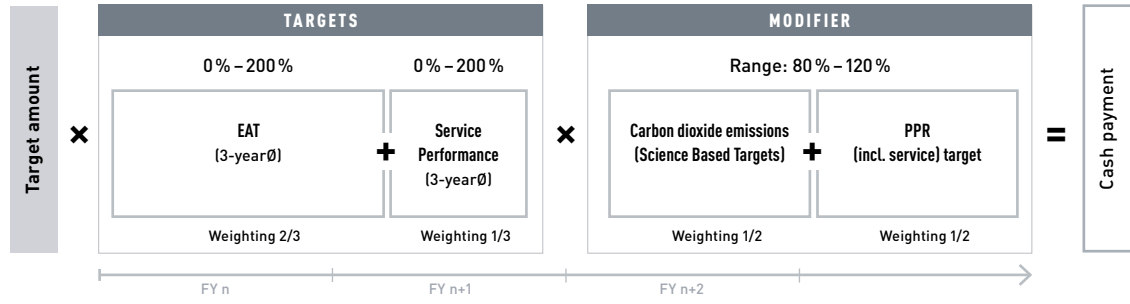
Benefits from the LTI program are paid in cash on the basis of a indicator-based remuneration determined over an assessment period of three years (“performance period”). These benefits are paid in annual tranches.

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 the key management ratios of DMG MORI AG (Earnings After Tax – EAT – and 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 initial value for determining performance-related 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.



**B.10 // LONG-TERM-INCENTIVE (LTI) DIAGRAM**

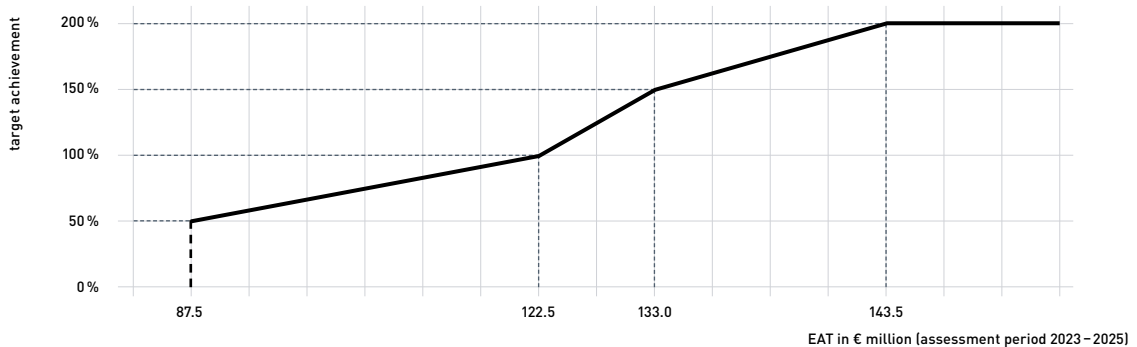


The levels of target achievement result from the following key figures and factors and are determined using the same criteria for all Executive Board members:

**EAT** is weighted at 2/3. This means that the LTI includes one of the key financial figures of DMG MORI AG. The EAT component of the LTI must reach a floor before becoming relevant to bonus payments. This floor is a target achievement of 50%. Reaching the target amount corresponds to a target achievement of 100%. The component does not increase any further once a cap has been reached. This cap is a target achievement of 200%.

The following figure shows further target achievement details:

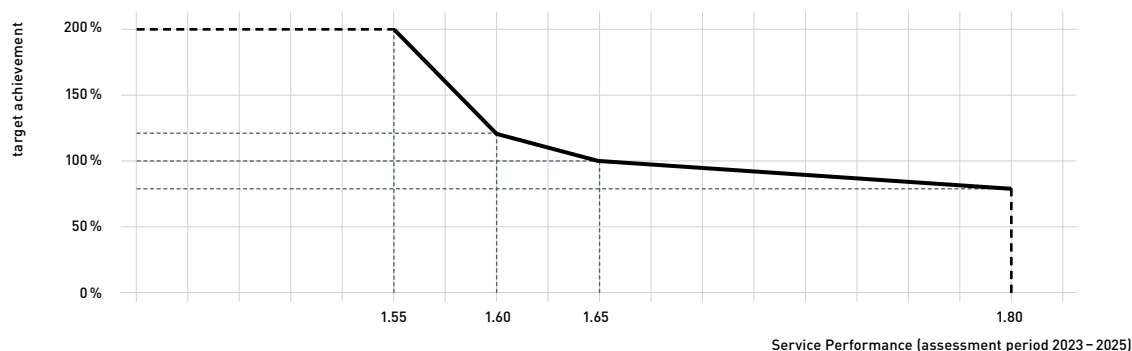
**B.11 // TARGET ACHIEVEMENT EAT 2/3**



**Service performance** over a period of three years is weighted at 1/3. This means the LTI includes a key performance indicator of DMG MORI AG. 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 relevant to bonus payments. This threshold value is a target achievement of 80%. Reaching the target figure corresponds to a target achievement of 100%. It does not increase further after reaching the minimum value. This minimum value is a target achievement of 200%.

The following figure shows further target achievement details:

#### B.12 // SERVICE PERFORMANCE (1/3)



The remuneration resulting from the targets achieved is adjusted (80 %-120 %) by two sustainability factors (“modifiers”), which are defined as part of the bonus payment. These sustainability targets include the reduction of carbon dioxide emissions (carbon dioxide emissions as defined by science-based targets) and 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 at 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 the 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 annually by the Supervisory Board on the basis of their target total remuneration and is the maximum amount of total remuneration for the respective bonus payment year, taking into account their fixed remuneration, short-term variable remuneration (STI), long-term variable remuneration (LTI) and retirement provisions.

The maximum total remuneration for financial year 2021 was set at € 4,800 K for the CEO and € 2,400 K each for Executive Board members (Table B.13).

#### B.13 // TARGET AND MAXIMUM REMUNERATION (REMUNERATION COMPONENTS 2021)

in €	Christian Thönes		Björn Biermann		Michael Horn	
	2021 (Actual)	2021 (MAX)	2021 (Actual)	2021 (MAX)	2021 (IST)	2021 (MAX)
Base remuneration	1,080,000	1,200,000	540,000	600,000	540,000	600,000
STI	1,600,000	1,600,000	800,000	800,000	800,000	800,000
LTI 2021-2023 <sup>1) 2)</sup>	805,000	2,300,000	428,750	1,225,000	860,000	1,225,000
Pension	450,000	450,000	200,000	200,000	200,000	200,000
<b>Total remuneration <sup>3)</sup></b>	<b>4,055,000</b>	<b>4,800,000</b>	<b>2,400,000</b>	<b>2,400,000</b>	<b>2,400,000</b>	<b>2,400,000</b>

1) Amounts of € 805,000 for Christian Thönes and € 428,750 for Björn Biermann are only an advance payment.

LTI 2021-2023 payment for Christian Thönes and Björn Biermann settled with termination agreement.

2) Amount of € 860,000 for Michael Horn is the total amount for LTI 2021-2023 including an advance payment.

3) The total remuneration is a CAP value. The CAP value is not necessarily the sum of the individual remuneration components.

The maximum total remuneration for financial year 2023, including a pension, is € 1,567 K for the CEO, Alfred Geißler and € 2,950 K each for the Executive Board members, Björn Biermann and Michael Horn (Table B.14). The maximum total remuneration for financial year 2023 is € 5,000 K for Christian Thönes. The maximum total remuneration threshold in 2023 was exceeded for Christian Thönes and Björn Biermann as a result of their agreed severance payments (Table B.14).

#### B.14 // TARGET AND MAXIMUM REMUNERATION (REMUNERATION COMPONENTS 2023)

in €	Alfred Geißler (since 26 May 2023) <sup>1)</sup>		Christian Thönes		Björn Biermann		Michael Horn	
	2023 (Target)	2023 (MAX)	2023 (Target)	2023 (MAX)	2023 (Target)	2023 (MAX)	2023 (Target)	2023 (MAX)
Base remuneration	538,043	538,043	1,200,000	1,200,000	600,000	600,000	600,000	600,000
STI	361,644	723,288	800,000	1,600,000	400,000	800,000	400,000	800,000
LTI 2023-2025	538,043	1,076,087	1,150,000	2,300,000	612,500	1,225,000	612,500	1,225,000
Pension	175,000	175,000	450,000	450,000	200,000	200,000	200,000	200,000
<b>Total remuneration <sup>2)</sup></b>	<b>1,612,730</b>	<b>1,567,123</b>	<b>3,600,000</b>	<b>5,000,000</b>	<b>1,812,500</b>	<b>2,950,000</b>	<b>1,812,500</b>	<b>2,950,000</b>

1) Pro rata salary due to appointment as CEO during the year

2) The total remuneration is a CAP value. The CAP value is not necessarily the sum of the individual remuneration components.

#### Retirement provisions

The retirement provisions are a further foundation for recruiting and retaining the highly qualified Executive Board members required for the group's further 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 benefits. Retirement benefits were paid for the financial year in the form of a defined contribution-based retirement provisions for the following active and former members of the Executive Board:

// Alfred Geißler: € 175 K (pro rata as of 26 May 2023)

// Christian Thönes: € 450 K p.a.

// Björn Biermann: € 200 K p.a.

// Michael Horn: € 200 K p.a.

The expenses for the contribution-based retirement provisions for all members of the Executive Board amounted to € 1,025 K in financial year 2023 (previous year: € 850 K).

#### Remuneration for former members of the Executive Board

In the reporting year, as part of direct pension obligations € 1,187 K (previous year: € 1,087 K) was paid to former members of the Executive Board and their surviving dependents, of which € 775 K went to Dr. Rüdiger Kapitzka who left the Executive Board in 2016.

#### Remuneration of the Executive Board for financial year 2023

The target achievement for the short-term variable remuneration (STI) was 200 % for the performance indicator EBIT, and 166.8 % for order intake. The target achievement for the sustainability factor relating to the budget for investments in property, plant and equipment was 102 %, for the

GLOBE project 120 % and for the relative market shares AG/CO 107 %, resulting in a weighted modifier of 109 % in total. The target achievement for short-term variable remuneration (STI) for 2023 was 206 %. The STI payment was limited to a total of 200 % of the target amount (cap).

Target achievement for the long-term remuneration component (LTI tranche 2021-2023) was 200 % for the EAT indicator (3-year average 2021-2023) and 200 % for the service performance indicator. The target achievement for the sustainability factor for the adherence to the R&D and marketing budget 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 2021-2023 was 240 %. The payment from the LTI tranche 2021-2023 was limited to a total of 200 % of the target amount (cap).

Christian Thönes left the company with effect from 25 May 2023. As an exception to the normal remuneration system, Christian Thönes received a severance payment of € 20,000 K. All contractual payments for the future, including future STI and LTI tranches, have been settled with the agreed severance payment. Advance payments already made (LTI tranche 2021-2023: € 805 K, LTI tranche 2022-2024: € 805 K) cannot be recovered.

Björn Biermann left the company with effect from 31 December 2023. As an exception to the normal remuneration system, Björn Biermann received a severance payment of € 7,500 K. With the exception of the STI 2023 all contractual payments for the future, including future STI and LTI tranches, have been settled with the agreed severance payment. Advance payments already made (LTI tranche 2021-2023: € 429 K, LTI tranche 2022-2024: € 429 K) cannot be recovered.

The total remuneration of the Executive Board for financial year 2023, excluding advance payments, amounted to € 33,560 K (previous year: € 9,753 K). This includes € 29,781 K (previous year: € 2,461 K) in fixed, non-performance-related remuneration (base remuneration and fringe benefits as well as severance payments) and € 2,323 K (previous year: € 3,200 K) in short-term variable remuneration (STI) as well as € 1,025 K in contribution-based retirement provisions (previous year: € 850 K).

Only Michael Horn will receive a payment from the LTI Tranche 2021-2023, which was allocated on 31 December 2023 and will be paid in 2024. The LTI Tranche 2021-2023 results in an amount for Michael Horn totaling € 1,225 K. After deduction of the advance payment, this amounts to € 796 K. Taking into account the maximum remuneration for 2021, the payment from the 2021-2023 LTI tranche amounts to € 431 K.

For the LTI Tranche 2022-2024, Christian Thönes, Björn Biermann and Michael Horn were paid recoverable advance payments in 2023 totaling € 1,663 K (LTI 2021-2023: € 1,663 K), which are a remuneration component under Section 162 (1) sentence 1 AktG.

As part of the severance agreements with Christian Thönes and Björn Biermann, DMG MORI AG waives the repayment of advance payments on LTI tranches not yet due for payment.

No loans were granted to members of the Executive Board of DMG MORI AKTIENGESELLSCHAFT in the reporting year.

The companies belonging to the 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 **B.15** shows the granted and payable remuneration components for active and former Executive Board members in the respective financial year, including the corresponding relative share pursuant to Section 162 (1) sentence 1 AktG. The figures represent the base remuneration, fringe benefits and retirement provisions paid in the financial year. The table shows the STI 2023 and the LTI tranche 2021-2023 that will be paid in financial year 2024, but whose underlying activities were fully performed by the end of financial year 2023. The recoverable advance payment for the LTI tranche 2022-2024 is also shown.

## B.15 // REMUNERATION AS GRANTED AND PAYABLE (SECTION 162 (1) SENT. 1 AKTG)

in € K	Alfred Geißler CEO (since 26 May 2023)				Christian Thönes CEO (until 25 May 2023)			
	2022	2022 <sup>4)</sup>	2023	2023 <sup>4)</sup>	2022	2022 <sup>4)</sup>	2023	2023 <sup>4)</sup>
Base remuneration	-	-	538		1,200		483	
Fringe benefit	-	-	8		11		4	
Severance payment	-	-	-		-		20,000	
<b>Total</b>	-	-	<b>546</b>	<b>38 %</b>	<b>1,211</b>	<b>25 %</b>	<b>20,487</b>	<b>98 %</b>
STI	-	-	723	50 %	1,600	33 %	-	-
LTI 2020 – 2022	-	-	-	-	1,650	33 %	-	-
LTI 2021 – 2023 <sup>1)</sup>	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>723</b>	<b>50 %</b>	<b>3,250</b>	<b>66 %</b>	-	-
Pension <sup>2)</sup>	-	-	175	12 %	450	9 %	450	2 %
<b>Total remuneration without advance payment</b>	-	-	<b>1,444</b>	<b>100 %</b>	<b>4,911</b>	<b>100 %</b>	<b>20,937</b>	<b>100 %</b>
Recoverable advance payment LTI 2021 – 2023 <sup>3)</sup>	-	-	-	-	805	-	-	-
Recoverable advance payment LTI 2022 – 2024 <sup>3)</sup>	-	-	-	-	-	-	805	-
<b>Total inflow with advance payment (Remuneration pursuant to Section 162 (1) sent. 1 AktG)</b>	-	-	<b>1,444</b>		<b>5,716</b>		<b>21,742</b>	

	Björn Biermann Executive Board Member (until 31Dec. 2023)				Michael Horn Executive Board Member			
	2022	2022 <sup>4)</sup>	2023	2023 <sup>4)</sup>	2022	2022 <sup>4)</sup>	2023	2023 <sup>4)</sup>
Base remuneration	600		600		600		600	
Fringe benefit	8		8		42		40	
Severance payment	-		7,500		-		-	
<b>Total</b>	<b>608</b>	<b>26 %</b>	<b>8,108</b>	<b>89 %</b>	<b>642</b>	<b>26 %</b>	<b>640</b>	<b>31 %</b>
STI	800	33 %	800	9 %	800	33 %	800	38 %
LTI 2020 – 2022	796	33 %	-	-	796	33 %	-	-
LTI 2021 – 2023 <sup>1)</sup>	-	-	-	-	-	-	431	21 %
<b>Total</b>	<b>1,596</b>	<b>66 %</b>	<b>800</b>	<b>9 %</b>	<b>1,596</b>	<b>66 %</b>	<b>1,231</b>	<b>59 %</b>
Pension <sup>2)</sup>	200	8 %	200	2 %	200	8 %	200	10 %
<b>Total remuneration without advance payment</b>	<b>2,404</b>	<b>100 %</b>	<b>9,108</b>	<b>100 %</b>	<b>2,438</b>	<b>100 %</b>	<b>2,071</b>	<b>100 %</b>
Recoverable advance payment LTI 2021 – 2023 <sup>3)</sup>	429		-		429		-	
Recoverable advance payment LTI 2022 – 2024 <sup>3)</sup>	-		429		-		429	
<b>Total inflow with advance payment (Remuneration pursuant to Section 162 (1) sent. 1 AktG)</b>	<b>2,833</b>		<b>9,537</b>		<b>2,867</b>		<b>2,500</b>	

	Executive Board total			
	2022	2022 <sup>4)</sup>	2023	2023 <sup>4)</sup>
Base remuneration	2,400		2,221	
Fringe benefit	61		60	
Severance payment	-		27,500	
<b>Total</b>	<b>2,461</b>	<b>25 %</b>	<b>29,781</b>	<b>89 %</b>
STI	3,200	33 %	2,323	7 %
LTI 2020 – 2022	3,242	33 %	-	-
LTI 2021 – 2023 <sup>1)</sup>	-	-	431	1 %
<b>Total</b>	<b>6,442</b>	<b>66 %</b>	<b>2,754</b>	<b>8 %</b>
Pension <sup>2)</sup>	850	9 %	1,025	3 %
<b>Total remuneration without advance payment</b>	<b>9,753</b>	<b>100 %</b>	<b>33,560</b>	<b>100 %</b>
Recoverable advance payment LTI 2021 – 2023 <sup>3)</sup>	1,663		-	
Recoverable advance payment LTI 2022 – 2024 <sup>3)</sup>	-		1,663	
<b>Total inflow with advance payment (Remuneration pursuant to Section 162 (1) sent. 1 AktG)</b>	<b>11,416</b>		<b>35,223</b>	

1) Amount less prepayments and including maximum remuneration for 2021

2) Payments for defined contribution pension plans

3) LTI 2021 – 2023: Advance payment made in 2022, LTI 2022 – 2024: Advance payment made in 2023

4) The relative percentages stated here relate to the remuneration components "granted and payable" in the respective financial year pursuant to Section 162 (1) sentence 1 AktG.

Table B.16 shows a comparison of the percentage change in the remuneration of Executive Board members with the earnings performance of DMG MORI AKTIENGESELLSCHAFT and the average remuneration of employees on a full-time equivalent basis compared to the previous year. These figures for the reporting year correspond to the total remuneration figures specified in the table "Remuneration granted and payable" pursuant to Section 162 (1) sentence 1 AktG. Earnings performance is generally presented on the basis of the development of the key figure EAT.

**B.16 // COMPARISON OF ANNUAL CHANGE IN EXECUTIVE BOARD'S REMUNERATION (SECTION 162 (1) NO. 2 AKTG)**

	2021 against 2020	2022 against 2021	2023 against 2022
Alfred Geißler	-	-	-
Christian Thönes <sup>4)</sup>	+47.7 %	+37.7 %	+280.4 %
Björn Biermann <sup>4)</sup>	+35.4 %	+27.8 %	+236.6 %
Michael Horn	+49.8 %	+27.0 %	-12.7 %
EAT (DMG MORI AG group) <sup>1)</sup>	+64 %	+79 %	+6 %
EAT (DMG MORI AKTIENGESELLSCHAFT) <sup>2)</sup>	+8 %	+400 %	+1 %
Average employee remuneration <sup>3)</sup>	+2 %	+3 %	+4 %

1) 2023: € 163.2 million / 2022: € 153.4 million / 2021: € 85.6 million / 2020: € 52.1 million

2) 2023: € 147.5 million (under HGB) / 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

4) Reason for the high percentage increase is a severance payment