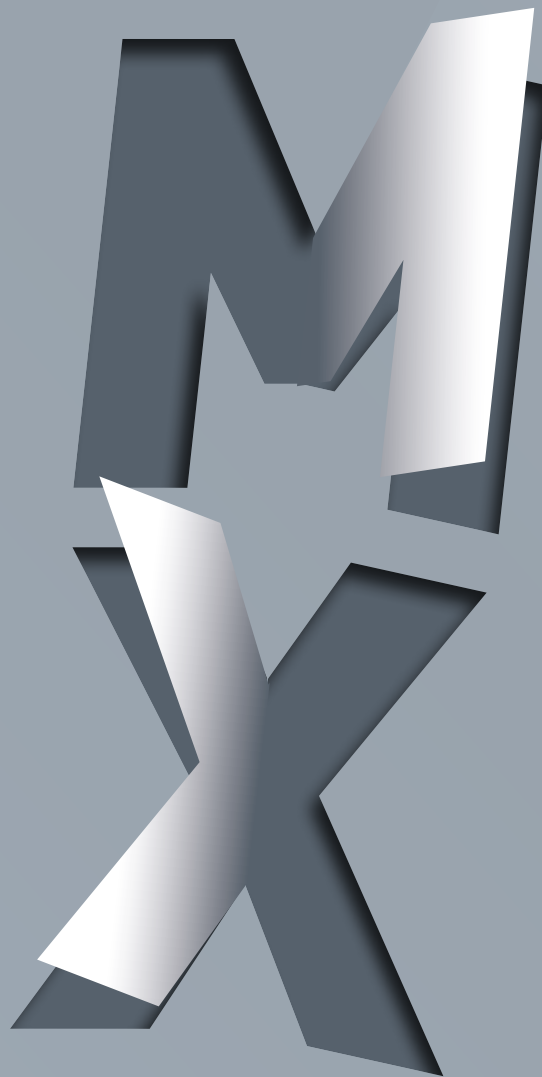


DMG MORI

AKTIENGESELLSCHAFT



**122nd 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)*

On the basis of Section 15 para 10 of the Articles of Association of DMG MORI AKTIENGESELLSCHAFT in conjunction with Section 118a para 1 AktG, the Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT on 30 April 2024 will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxy holders (with the exception of the proxy holders appointed by the Company). The convening notice already contains information on the rights of shareholders within the meaning of Section 121 para 3 sentence 3 no. 3 AktG in the second Section „Information“, i.e. explanations of 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 (Versicherungsaufsichtsgesetzes) or Section 14 of the German Act on Home Loan Savings Banks (des Gesetzes über Bausparkassen).“

A corresponding confirmation from the depositary bank shall suffice as proof. Otherwise, Section 121 para 7 AktG shall apply mutatis mutandis. 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 shall not be considered. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis.

* non-binding convenience translation

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 **24:00 hours (CEST) on 30 March 2024** (receipt by the Company) at the following address:

DMG MORI AKTIENGESELLSCHAFT
Executive Board
– Office of the CEO –
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. Counter-motions and nominations by shareholders (Sections 126 (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 **15 April 2024, 24:00 hours (CEST)** (receipt by the Company). Counter-motions or election proposals addressed otherwise will not be considered.

DMG MORI AKTIENGESELLSCHAFT
Legal Department
Ms Martha Méresse
Gildemeisterstraße 60
33689 Bielefeld
Germany
Fax: +49 (0) 5205 7445 3188
E-mail: martha.meresse@dmgmori.com

Counter-motions and nominations that must be made accessible in accordance with Section 126 or Section 127 AktG are deemed to have been submitted at the time they are made accessible in accordance with Section 126 para 4 AktG. If the person submitting the motion has not duly registered for the Annual General Meeting, the motion does not have to be dealt with at the Annual General Meeting. 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 15 April 2024.

Counter-motions from 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 AktG in the past five years and less than one-twentieth of the share capital represented at the Annual General Meeting had voted in favour 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 mutatis mutandis 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.

The right of each shareholder or their proxy holders to submit counter-motions by means of electronic communication to the various agenda items and proposals for the election of Supervisory Board and/or Shareholders' Committee members or auditors within the scope of their right to speak during the Annual General Meeting without prior and timely submission to the Company remains unaffected.

3. Right to speak, right to submit motions and right to information

Shareholders connected electronically to the Annual General Meeting have the right to speak, submit motions and request information at the Annual General Meeting.

Shareholders or their proxy holders have the right to speak at the Annual General Meeting by means of video communication in accordance with Section 130a para 5 and para 6 AktG. Motions and election proposals (Section 118a para 1 sentence 2 no. 3 AktG) as well as all types of requests for information including questions (Section 131 AktG) may form part of the speech. At the Annual General Meeting, shareholders or their proxy holders may also request information from the Executive Board on company matters, the Company's legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements in accordance with Section 131 para 1 AktG, insofar as the information is necessary for the proper assessment of an item on the agenda. In addition, in accordance with Section 131 para 1d AktG, during the Annual General Meeting Shareholders have the right to ask questions about all answers given by the Executive Board at the Annual General Meeting and about questions asked in speeches at the Annual General Meeting. However, the proxy holders appointed by the Company do not exercise these rights on behalf of the shareholders authorizing them. Only the password-protected Annual General Meeting portal provided by the Company at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> may be used to exercise the right to speak, submit motions, request information and ask questions, which requires shareholders to connect electronically to the Annual General Meeting (Section 131 para 1f AktG). Requests for information cannot be made in any other way, either before or during the Annual General Meeting.

The Executive Board may in any case refuse to answer certain questions for the reasons specified in Section 131 para 3 of the 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 (2) of the German Commercial Code (Handelsgesetzbuch, 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 business report, the consolidated annual financial statement or the Group business 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 according to Section 131 para 4 sentence 1 AktG in, 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 according to Section 131 para 5 sentence 1 AktG.

In the context of the virtual Annual General Meeting, requests pursuant to Section 131 para 4 sentence 1 AktG and Section 131 (5) sentence 1 AktG must be submitted by means of electronic communication via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-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."

4. Right to submit statements (Section 130a para 1 to para 4 AktG)

Prior to the Annual General Meeting, shareholders may submit comments on items on the agenda by means of electronic communication. Statements may be sent to the Company by e-mail in text form only, stating the shareholder's first name, surname, address and shareholder number (if known), to

stellungennahmen@dmgmori.com

and must be received there by **24 April 2024, 24:00 hours (CEST)** at the latest. It is request-ed that the scope of the statements be limited to a reasonable amount in order to enable shareholders to properly review the statements. They may not exceed 10,000 characters (including spaces).

Statements to be made accessible, including the name and place of residence or registered office of the submitting shareholder, will be published via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> by 25 April 2024, 24:00 hours (CEST) at the latest. Any statements by the Executive will also be published via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Statements will not be made available

1. if they are not submitted in German,
2. if they are more than 10,000 characters in length (including spaces),
3. insofar as the Executive Board would commit a criminal offense by doing so,
4. if the reasons given contain manifestly false or misleading information on key points or if they are libelous,
5. if the shareholder indicates that he/she will not take part in the Annual General Meeting and will not be represented by a proxy.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance in accordance with Section 131 para 1a AktG. Any questions contained in statements will therefore not be answered in the virtual Annual General Meeting unless they are asked as part of the right to speak at the Annual General Meeting. Motions, election proposals and objections to resolutions of the Annual General Meeting contained in statements will also not be considered. These are to be submitted or made or declared exclusively via the channels specified separately in the invitation.

5. Objection to resolutions adopted by the Annual General Meeting

Properly registered shareholders or their proxy holders who have exercised their voting rights have the right to submit an objection during the Annual General Meeting to a resolution of the Annual General Meeting for the notary public's minutes by way of electronic communication via the Company's password-protected Annual General Meeting portal at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>. The proxy holders of the Company do not declare any objections to resolutions of the Annual General Meeting for the record.

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