

As of May 2023

Section 5 of the Articles of Association of DMG MORI AKTIENGESELLSCHAFT, Bielefeld

- (1) The share capital of the Company amounts to € 204,926,784.40 [in words: two hundred four million nine hundred twenty-six thousand seven hundred and eighty-four Euros and forty cents].
- (2) It is divided into 78,817,994 individual share certificates issued in the name of the bearer. The right of the shareholders for the certificated evidence of their shares is excluded.
- (3) The Executive Board is authorized to increase the share capital during the period until 9 May 2024, with the consent of the Supervisory Board, by a nominal amount of up to € 102,463,392.20 by issuing up to 39,408,997 new no-par value bearer shares against cash and/or non-cash contributions (authorized capital). The authorization may be exercised on one occasion or in partial amounts on several occasions.

Where contributions are made in cash the new shares may also be subscribed by one or more credit institutions or companies designated by the Executive Board as provided for in § 186 (5) sentence 1 AktG with the obligation to offer the shareholders the opportunity to acquire such shares (indirect pre-emptive right). The shareholders must be granted a right of preemption. The Executive Board is however authorized, with the consent of the Supervisory Board, to exclude the shareholders' pre-emptive right in the following cases:

- a) with respect to a proportionate amount of the share capital of up to € 5,000,000.00, in order to issue shares to employees of the Company or of enterprises affiliated with the Company within the meaning of §§ 15 AktG;
- b) in the event of capital increases against non-cash contributions for purposes of acquiring other companies, divisions of companies or shareholdings in companies or other assets in exchange for granting shares in appropriate situations;
- c) in the event of a cash capital increase, if the issue price for the new shares as finally determined by the Executive Board, which shall take place as close in time as possible to the placement of the shares, is not significantly below the stock exchange price within the meaning of §§ 203 (1) and 2, 186 (3) sentence 4 AktG and the total proportionate amount of the share capital allocable to the new shares in respect of which the pre-emptive right is excluded does not exceed 10 % of the share capital neither at the time when the authorization takes effect nor at the time when it is exercised. Shares that are issued or sold during the term of the authorized capital with exclusion of the pre-emptive right of shareholders in direct or analogous application of § 186 (3) sentence 4 AktG count towards this 10 % limit;
- d) in order to eliminate any fractional amounts from the pre-emptive right.

All shares issued under the above authorization with exclusion of the pre-emptive right in accordance with b) and c) may not exceed 20 % of the share capital neither at the time when the authorization takes effect nor at the time when it is exercised. Shares that are issued during the term of the authorization as described above with exclusion of pre-emptive rights from any other authorized capital count towards this 20 % limit; however, pre-emptive rights to settle fractional amounts or to issue shares to employees of the Company and enterprises affiliated with the Company do not count towards the 20 % limit.

The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorized to amend the Company's Articles of Association as the authorized capital is used from time to time or, if the authorized capital has not been used by 9 May 2024 or not used up in full, to cancel the authorized capital upon expiration of this deadline.

- (4) The registered capital may be conditionally increased by up to € 37,500,000.00 through the issuance of up to 14,423,076 new no par bearer shares (conditional capital). The conditional capital increase facilitates the granting of new no par bearer shares to the holders of option or convertible bonds, which are issued by the Company (or one of the group companies under management of the Company) in return for cash payment on the basis of the authorization granted pursuant to the resolution under Agenda Item 7 of the Annual General Meeting dated 15 May 2009 and which grant a conversion or option right to the holder to new no par bearer shares or stipulate a conversion duty.

The new shares shall be issued at the option price or conversion price to be determined in accordance with the authorization resolution described above.

The capital increase may be carried out only to the extent necessary for the holders of the option rights or conversion rights or those obligated to convert bonds or exercise options to utilize their option rights or conversion right or, to the extent they are obligated to convert bonds or exercise options, they discharge their conversion / option exercise duty and pre-existing shares or the cash payments are not utilized.

The new shares, which are issued on the basis of the exercising of the option right or conversion right or the discharging of the conversion duty or option duty shall participate in profits from the beginning of the financial year in which they are formed.

Revised Version 2024

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