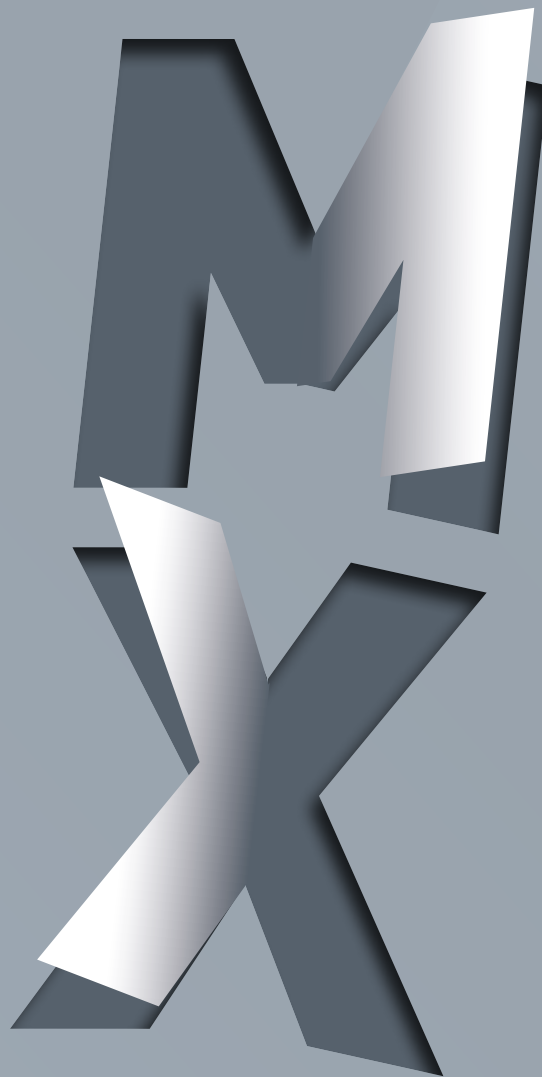


**DMG MORI**

AKTIENGESELLSCHAFT



**1 2 2<sup>nd</sup> ANNUAL  
GENERAL MEETING**

Bielefeld

ISIN Code: DE0005878003

Security Code Number (WKN): 587800

# 1 2 2 <sup>n d</sup> A N N U A L G E N E R A L M E E T I N G

**We hereby invite the shareholders of our Company to attend the 122<sup>nd</sup> Annual General Meeting which is scheduled to be held at 10:00 a.m. on Tuesday, 30 April 2024.**

**This year's Annual General Meeting will be held as a virtual meeting without the physical presence of shareholders or their proxy holders.**

The location of the meeting for the purposes of the law:  
The Company's business premises at Gildemeisterstraße 60,  
33689 Bielefeld, Germany.

# M E E T I N G   N O T I C E

## 122<sup>nd</sup> Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT

Overview with information pursuant to Section 125 of the German Stock Corporation Act in conjunction with Table 3 of the Implementing Regulation (EU) 2018/1212

### A// Specification of the message

A1 Unique identifier of the event:	ed199c26bad7ee11b53000505696f23c
A2 Type of message:	Convening of the Annual General Meeting

### B// Specification of the issuer

B1 ISIN:	DE0005878003
B2 Name of issuer:	DMG MORI AKTIENGESELLSCHAFT

### C// Specification of the Annual General Meeting

C1 Date of the Annual General Meeting:	2024-04-30
C2 Start of the Annual General Meeting:	10:00 a.m. (CEST) (corresponds to 08:00 a.m. UTC)
C3 Type of Annual General Meeting:	Virtual Annual General Meeting without physical presence of shareholders or their proxies
C4 Location of the Annual General Meeting:	URL to the company's password-protected Annual General Meeting portal to follow the audiovisual broadcast and to exercise shareholders' rights: ➔ <a href="https://en.dmgmori-ag.com/investor-relations/annual-general-meeting">https://en.dmgmori-ag.com/investor-relations/annual-general-meeting</a> Location of the Annual General Meeting for the purpose of the German Stock Corporation Act: DMG MORI AKTIENGESELLSCHAFT, Gildemeisterstraße 60, 33689 Bielefeld, Germany
C5 Record Date:	2024-04-08
C6 Website for the Annual General Meeting/URL:	<a href="https://en.dmgmori-ag.com/investor-relations/annual-general-meeting">https://en.dmgmori-ag.com/investor-relations/annual-general-meeting</a>

**AGENDA**

<b>1//</b> Presentation of the formally adopted annual financial statements of DMG MORI AKTIENGESELLSCHAFT and the approved consolidated financial statements as of 31 December 2023, together with the management reports for DMG MORI AKTIENGESELLSCHAFT and the Group, the explanatory report by the Executive Board concerning the disclosures required under Sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch, HGB) and the report by the Supervisory Board for the fiscal year 2023. . . . .	<b>5</b>
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## AGENDA

### **1// Presentation of the formally adopted annual financial statements of DMG MORI AKTIENGESELLSCHAFT and the approved consolidated financial statements as of 31 December 2023, together with the management reports for DMG MORI AKTIENGESELLSCHAFT and the Group, the explanatory report by the Executive Board concerning the disclosures required under Sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch, HGB) and the report by the Supervisory Board for the fiscal year 2023.**

The annual financial statements and the management report, the consolidated financial statements and the group management report, the report of the Supervisory Board and the report of the Executive Board with the explanatory notes concerning disclosures required under takeover law were made available to the Annual General Meeting in a timely manner. The aforementioned documents also contain the explanatory report on the disclosures pursuant to Section 289a and Section 315a of the German Commercial Code (HGB) and the declaration on corporate governance with corporate governance reporting, as well as the remuneration report for the fiscal year 2023. These documents will also be made available and explained during the Annual General Meeting itself and will be accessible via the Company's website ↗ <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board in accordance with Section 172 of the German Stock Corporation Act (AktG) on 18 March 2024 and thus adopted the annual financial statements. It is therefore not necessary for the Annual General Meeting to adopt the annual financial statements or approve the consolidated financial statements pursuant to Section 173 of the German Stock Corporation Act (AktG), so no resolution will be passed on Agenda Item 1.

### **2// Resolution on the ratification of acts of the Executive Board**

The Executive Board and Supervisory Board propose the ratification of actions taken for the fiscal year 2023 by the Executive Board members who were in office in the fiscal year 2023.

### **3// Resolution on the ratification of acts of the members of the Supervisory Board**

The Executive Board and Supervisory Board propose the ratification of actions taken for the fiscal year 2023 by the Supervisory Board members who were in office in the 2023 fiscal year.

#### **4// Amendment to the Articles of Association to cancel the existing authorized capital and create new authorized capital**

On 10 May 2019, the Annual General Meeting of the Company resolved authorized capital of € 102,463,392.20 under Agenda Item 4 (Article 5 para. 3 of the Company's Articles of Association).

This has a term until 9 May 2024 and will therefore expire shortly.

In order to maintain the flexibility of the Company, the Executive Board and Supervisory Board consider it appropriate to cancel the authorized capital, which only exists for a short period of time, by amending the Company's Articles of Association accordingly and to create new authorized capital in the same amount with a term until 29 April 2029 in its place.

The Executive Board and Supervisory Board therefore propose that Article 5 para. 3 of the Company's Articles of Association be amended as follows:

*"The Executive Board is authorized to increase the share capital during the period until 29 April 2029, 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 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 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 20 % 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 29 April 2029 or not used up in full, to cancel the authorized capital upon expiration of this deadline."*

**Report of the Executive Board on Agenda Item 4 pursuant to Sections 203 para. 2 sentence 2, 186 para. 4 sentence 2 of the German Stock Corporation Act (AktG)**

The Annual General Meeting of the Company resolved on 10 May 2019 under Agenda Item 4 to create authorized capital in the amount of € 102,463,392.20 (Article 5 para. 3 of the Company's Articles of Association) with a term until 9 May 2024. The Company's authorized capital will therefore expire shortly.

By creating a new authorization providing for an amount equivalent to the shortly expiring authorization, the Company should retain its flexibility to be able to react to strategic options in the future if necessary or to raise the capital required for the further development of the Company on the capital markets at short notice and to be able to quickly take advantage of favorable market conditions to cover future financing requirements.

Overall, the current authorized capital, which only exists for a short time, is to be cancelled and new authorized capital in the same amount of € 102,463,392.20 is to be created by amending the Articles of Association accordingly. The Executive Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital by up to a total of € 102,463,392.20 on one or more occasions until 29 April 2029 by issuing up to 39,408,997 new no-par value bearer shares in return for cash and/or non-cash contributions (authorized capital). In the case of cash contributions, the new shares can also be taken over by one or more banks determined by the Executive Board with the obligation to offer them to shareholders for subscription (indirect pre-emptive right).

In accordance with the principle of Section 186 para. 1 of the German Stock Corporation Act (AktG), which also applies to authorized capital in accordance with Section 203 para. of the German Stock Corporation Act (AktG), each shareholder must be allocated a proportion of the new shares corresponding to their share of the previous share capital upon request (pre-emptive right).

However, Executive Board is to be authorized in accordance with Section 203 para. 2 sentence 1 of the German Stock Corporation Act (AktG) in conjunction with Section 186 para. 3 sentence 1 of the German Stock Corporation Act (AktG) to exclude shareholders' pre-emptive rights in individual cases when utilizing the authorized capital with the approval of the Supervisory Board.

- a) With regard to a proportionate amount of the share capital of up to € 5,000,000.00, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude pre-emptive rights in order to be able to issue shares to employees of the Company and companies affiliated with the Company. This is intended to enable the authorized capital to be used for the issue of shares to employees of the Company and companies affiliated with the Company. These shares can be issued, for example, as part of a new employee participation program to be created in order to promote the loyalty of employees to the Company and thus also increase the value of the Company in the interests of the Company and its shareholders.
- b) The Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude pre-emptive rights in the event of capital increases against contributions in kind in order to be able to acquire companies, parts of companies or interests in companies or other assets in return for shares in suitable cases. This is intended to enable the Executive Board to acquire companies, parts of companies or equity interests in other companies or other assets in return for shares without having to tap the capital markets.

The Company faces global competition. It must always be in a position to act quickly and flexibly on the international markets in the interests of its shareholders. This also includes the option to acquire companies, parts of companies or interests in companies or other suitable assets to improve its competitive position. The optimal implementation of the option in the interests of the shareholders and the Company may, in individual cases, consist of the acquisition of a Company, part of a Company or an interest therein or the acquisition of another suitable asset by granting shares in the acquiring Company. The option of issuing shares significantly increases the Executive Board's scope for action in international competition. Practice shows that owners of attractive acquisition targets in particular often demand the issue of voting shares in the acquiring Company as consideration for the sale. Particularly in the case of the increasingly large parts of the Company involved in such transactions, the consideration often cannot be paid in cash without straining the Company's liquidity or increasing the level of debt to an undesirable extent.

The use of authorized capital for these purposes requires the possibility of excluding pre-emptive rights. The Executive Board should therefore be authorized to exclude pre-emptive rights in these cases. Authorized capital with the possibility of excluding pre-emptive rights enables the Company to react quickly and without the time required for a resolution by the Annual General Meeting, which is often important or even decisive in order to be able to successfully complete acquisition processes and compete with any competing takeover bidders.



The exclusion of pre-emptive rights does lead to a reduction in the relative participation quota and the relative share of voting rights of the existing shareholders. However, if pre-emptive rights were granted, the acquisition of companies, parts of companies or interests in companies in return for shares would not be possible and the associated benefits for the Company and shareholders would not be achievable. As a rule, the Executive Board will base the valuation of the Company shares to be transferred as consideration on the stock market price. However, a schematic link to the stock market price is not envisaged, in particular in order not to call into question negotiation results once they have been achieved due to fluctuations in the stock market price.

The Executive Board will only make use of the authorization to exclude pre-emptive rights if the acquisition transaction in return for the granting of shares in the Company is in the Company's best interests. The Supervisory Board will only grant its approval if this condition is met.

- c) Furthermore, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude pre-emptive rights in the event of capital increases against cash contributions if the issue price of the new shares is not significantly below the stock market price at the time of the final determination of the issue price by the Executive Board, which should be as close as possible to the placement of the shares, within the meaning of Sections 203 para. 1 and 2, 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG) and the total pro rata amount of the share capital attributable to the new shares for which the pre-emptive right is excluded does not exceed 20% of the share capital either at the time this authorization becomes effective or at the time it is exercised.

The provision corresponds to Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG). This enables the Executive Board to cover future financing requirements at short notice and by taking advantage of any favorable capital market conditions for the benefit of the Company and the shareholders. In particular, the Executive is enabled to take advantage of favorable stock market situations at short notice and to achieve the highest possible issue price by setting the price close to the market. This is only possible to a very limited extent when pre-emptive rights are granted due to the time-consuming processing of pre-emptive rights. Experience has shown that a capital increase with the exclusion of pre-emptive rights in accordance with Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG) leads to a higher inflow of funds than a comparable capital increase with shareholders' pre-emptive rights due to the ability to act quickly.

Pre-emptive rights may only be excluded if the issue price of the new shares is not significantly lower than the market price of shares of the same class already listed on the stock exchange. Any discount on the stock market price will not exceed 3 to 5% of the current stock market price. The limit on the amount and the obligation to set the issue price of the new shares close to the market price will limit the dilution of the value of the old shares and the loss of influence by shareholders. This does lead to a reduction in the relative shareholding quota and the relative voting rights of existing shareholders. However, shareholders who wish to maintain their relative shareholding quota and their relative share of voting rights have the option of acquiring the required number of shares on the stock exchange.

The authorization to exclude pre-emptive rights is limited to an amount of 20% of the share capital existing at the time the new shares are issued or at the time this authorization comes into effect in accordance with the provisions of Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG). Shares that are otherwise issued or sold with the exclusion of pre-emptive rights pursuant to or in accordance with Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG) are counted towards this maximum limit.

- d) Furthermore, the Executive Board is to be authorized, with the approval of the Supervisory Board, to exclude pre-emptive rights in order to exclude any fractional amounts from pre-emptive rights in the case of capital increases for which pre-emptive rights generally exist. The authorization to exclude pre-emptive rights for fractional amounts makes it possible to determine simple and practical subscription ratios for a capital increase that generally preserves pre-emptive rights. Fractional amounts arise if, as a result of the subscription ratio or the amount of the capital increase, not all new shares can be distributed equally among the shareholders. The exclusion of pre-emptive rights for these fractional amounts is necessary in order to represent a technically feasible subscription ratio. The shares excluded from shareholders' pre-emptive rights as free fractional amounts will either be sold on the stock exchange or otherwise disposed of by the Company in the best possible way. The potential dilution effect is low due to the restrictions on fractional amounts, as the fractional amounts are of minor importance in relation to the total capital increase.

The shares issued under the above authorization to exclude pre-emptive rights in the event of capital increases against contributions in kind and to exclude pre-emptive rights in the event of cash capital increases pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG) may not exceed 20% of the share capital either at the time the authorization becomes effective or at the time it is exercised. Shares issued during the term of the above authorization with the exclusion of pre-emptive rights from any other authorized capital are to be counted towards this 20% limit; excluded from the above count are exclusions of pre-emptive rights to compensate for fractional amounts or to issue employee shares. This capital limit restricts the total amount of shares that can be issued from the authorized capital without pre-emptive rights. In this way, shareholders are additionally protected against a dilution of their shareholdings.

After weighing up all the circumstances, the Executive Board and Supervisory Board consider the authorization to exclude pre-emptive rights in the aforementioned cases to be objectively justified and appropriate for the reasons stated, also taking into account the dilution effect that may occur at the expense of the shareholders. The Executive Board will carefully examine in each individual case whether the use of the authorization to increase capital and any exclusion of pre-emptive rights is in the best interests of the Company, also taking into account the interests of existing shareholders; the Supervisory Board will give its approval after its own examination. The Executive Board will report to the next Annual General Meeting on any use of the authorized capital.

## **5// Resolution on the approval of the remuneration system for the members of the Executive Board**

In accordance with Section 120a para. 1 of the German Stock Corporation Act (AktG), the Annual General Meeting of listed companies should pass a resolution on the approval of the remuneration system for members of the Executive Board submitted by the Supervisory Board at least every four years and whenever there is a significant change to the remuneration system.

The Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT last approved the remuneration system for the Executive Board by resolution on 15 May 2020.

The Supervisory Board submits to the Annual General Meeting for approval the remuneration system presented below, which was adopted as of 1 January 2024:

## **REMUNERATION SYSTEM FOR THE MEMBERS OF THE EXECUTIVE BOARD**

### **Basic principles of the remuneration system for the members of the Executive Board of DMG MORI AKTIENGESELLSCHAFT**

The way in which the remuneration system at DMG MORI AKTIENGESELLSCHAFT is designed contributes to the promotion of its corporate strategy by encouraging and motivating the members of the Executive Board to actively pursue and achieve the strategic targets, namely sustainable growth and further improvement of the service provided by DMG MORI AKTIENGESELLSCHAFT. The intention is to create incentives for a long-term development with a focus on creating value and promoting innovations while avoiding excessive risks.

The fundamental structuring of the system and the specific design the Executive Board remuneration has been given by the Supervisory Board is based on the following guiding principles:

- a) Extraordinary performance should be appropriately rewarded whereas failure to achieve set targets should lead to a substantial reduction in remuneration (“pay for performance orientation”).
- b) The performance of the Executive Board members as the Company’s governing body is to be promoted without unduly restricting the entrepreneurial freedom of the Executive Board members in their individual areas of responsibility. Since key strategic targets can only be achieved across areas of responsibility based on contributions made by all members of the Executive Board, short and long term remuneration components are to be linked to various key performance indicators, while at the same time giving due regard to the performance contributions of the Executive Board members’ individual areas of responsibility.
- c) The remuneration system for the members of the Executive Board is fully compatible with the remuneration systems for the Group’s other management levels and the employees.
- d) The remuneration of the Executive Board members should be in line with market standards and take into account the size, complexity and orientation of the Company as well as its economic situation.

On this basis, the Executive Board members are to be offered a competitive remuneration package that conforms to the market and is in line with regulatory requirements and provides an incentive for a sustainable management by the Executive Board. This will ensure that DMG MORI AKTIENGESELLSCHAFT attracts the best available candidates for the Executive Board in the present and in the future.

The new remuneration system is designed in a way that is simple, clear and comprehensible. The remuneration system resolved by the Supervisory Board with effect from 1 January 2024 complies with the requirements of the German Stock Corporation Act as amended by the Act Implementing the Second Shareholders’ Rights Directive (ARUG II) and essentially with the recommendations of the German Corporate Governance Code as published in the German Federal Gazette on 27 June 2022. The created system gives the Supervisory Board the

necessary freedom to react to organizational changes and to respond to changes in the economic environment and the market situation when concretely designing the Executive Board remuneration. In view of the control and profit & loss transfer agreement existing between DMG MORI AKTIENGESELLSCHAFT and DMG MORI Europe Holding GmbH, a 100% subsidiary of DMG MORI CO., LTD., on the one hand, and the low free float of the Company's share, on the other, the Supervisory Board decided not to provide for a remuneration component in shares or a share-based remuneration component.

### **The procedure for determining the remuneration of the Executive Board**

The Supervisory Board establishes the Executive Board remuneration system. The discussions to be held and the resolutions to be passed by the Supervisory Board for this purpose are prepared by the Personnel, Nomination and Remuneration Committee. It develops recommendations regarding the Executive Board remuneration system, which are also discussed in detail and resolved on by the Supervisory Board. The Supervisory Board may involve external consultants. When external remuneration experts are to be engaged, their independence will have to be ensured and they will specifically be requested to provide a confirmation of their independence. The remuneration experts involved by the Supervisory Board will be revolved on a regular basis. Applicable rules for handling conflicts of interest will also be applied to the procedure for determining, implementing and reviewing the remuneration system.

The remuneration system resolved by the Supervisory Board will be submitted to the Annual General Meeting for approval. If the system is not approved by the Annual General Meeting, a revised remuneration system will be submitted for voting at the latest at the following Annual General Meeting.

The Personnel, Nomination and Remuneration Committee regularly reviews the system for remuneration of the Executive Board and presents appropriate proposals to the Supervisory Board. In the event of significant changes, but at least every four years, the remuneration system will again be submitted to the Annual General Meeting for approval.

### **Components of the Executive Board remuneration**

The remuneration of the Executive Board members of DMG MORI AKTIENGESELLSCHAFT consists of fixed and variable remuneration components. In addition to the base salary ("fixed salary"), the fixed, non-performance based remuneration consists of fringe benefits and pension commitments (in particular to the defined contribution pension scheme). Short-term incentives (STI) and long-term incentives (LTI) are granted as performance-based incentives linked to the achievement of specific, measurable targets and are therefore variable remuneration components.

### **The individual remuneration components**

- a) Fixed remuneration components: The fixed, non-performance based remuneration consists of the base salary, fringe benefits and pension commitments (defined contribution pension scheme).

- Base salary: Each member of the Executive Board receives a fixed base salary, which is payable in 12 monthly instalments.
- Fringe benefits: Fringe benefits are determined for each member of the Executive Board, including the maximum amount. This covers benefits in favor of the members of the Executive Board, including, but not limited to, benefits in kind and fringe benefits granted by the Company, such as a company car or, for example, taking out insurances.
- Pension commitments: Specific amounts are granted for each Executive Board member which must be transferred to their individual pension schemes. Each granted amount will be provided to each Executive Board member for investment in an external pension scheme. The Supervisory Board reviews the appropriateness of the amount on an annual basis.

b) Variable remuneration components: The variable performance-based remuneration consists of a short-term and a long-term component – the so-called STI (short-term incentive) and the LTI (long-term incentive). The actual amount of the variable remuneration depends on the achievement of financial and other performance parameters which are derived from both operational and strategic targets. DMG MORI AKTIENGESELLSCHAFT focuses on safeguarding and increasing the Company's success as well as the Company's value in all relevant forms. The aim is to strengthen the earning power and market position of DMG MORI AKTIENGESELLSCHAFT in the long term and to incentivize profitable and efficient management. In addition to traditional key performance indicators, key targets for a sustainable development of the Company, such as the improvement of service or the optimization of the Company's market position, are also considered. The performance criteria are determined on the basis of appropriate key performance indicators established for the Company. The Supervisory Board ensures that the targets defined by it are demanding and ambitious.

If targets are not met, the variable remuneration can drop to zero. If the targets are exceeded, the degree of achievement is limited to 200 %.

The remuneration resulting from the achievement of targets is modified by two sustainability factors ("modifiers") which are defined when the reward for achieving the targets is granted and which are intended to strengthen in particular the efforts of the Executive Board to achieve future growth on the basis of sustainable management.

c) Short-term incentive (STI): The STI rewards the contribution made during a fiscal year to the operational implementation of the corporate strategy and thus – indirectly – to the long-term development of the Company. In particular, the STI takes into account the overall responsibility of the Executive Board and the collaboration of its members in achieving the targets.

For this reason, the STI system is based on two target dimensions, which can be weighted differently and are modified by sustainability factors ("modifiers"). Both the market position (measured by the performance criterion "order intake") and the earnings situation (measured by the performance criterion "EBIT") are taken into account. These targets that are related to the Company are then modified by a sustainability factor ("modifier") which has a range from 80 % to 120 %. In particular, the modifier is intended to reward the actions

taken and the successes achieved by the Executive Board which contribute towards safeguarding the Company's success on a sustainable basis. These targets underlying the modifier include for example investments or the development of market shares and positions. In future, other activities, such as in research and development, marketing, productivity, quality or service, or compliance with environmental targets (e.g. emission limits) can also be considered.

Based on the recommendation of the Remuneration Committee, the Supervisory Board specifies the concrete performance criteria and the key performance indicators and focus topics including the methods for measuring performance and the modifiers as well as their weighting before the beginning of the respective fiscal year. In doing so, the Supervisory Board puts particular emphasis on ensuring that clear and measurable qualitative targets are defined, with due regard to the current strategy and market position. In particular, the target values are defined in this context.

The STI is established in the degree of target achievement in a range from 0% to 200%.

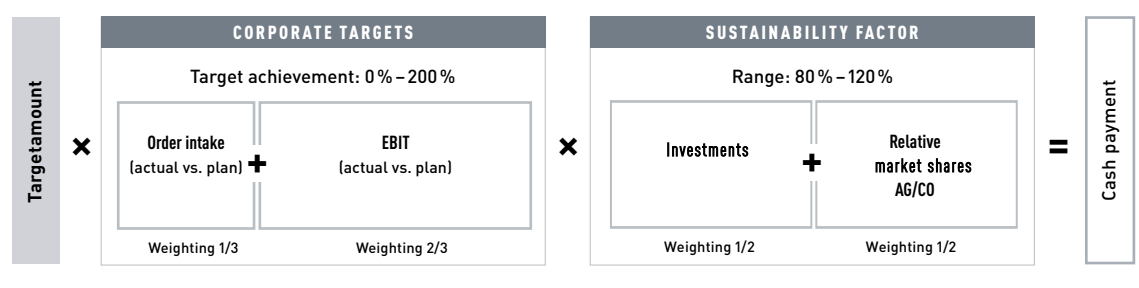
The targets and modifiers defined by the Supervisory Board before the beginning of each fiscal year are disclosed and explained in the remuneration report in consideration of the areas on which the operational focus is placed in the relevant fiscal year.

Determination of target achievement: After the end of the fiscal year, the target achievement for the relevant key performance indicators is determined and modified by applying the modifiers. The remuneration report provides transparent information about the target values and the degree of target value achievement.

The parameters for the STI do not change during a fiscal year. Only in cases of extraordinary developments, where the effects are not sufficiently reflected in target achievement, can the Supervisory Board make appropriate adjustments as regards the target setting. This can lead to either an increase or decrease in remuneration. Market developments which are generally unfavorable are not deemed extraordinary developments during the fiscal year. If any extraordinary developments resulting in an adjustment should occur, this will be reported in detail and transparently in the annual remuneration report.

The current STI is therefore designed as follows:

#### SHORT-TERM-INCENTIVE (STI) DIAGRAM



- d) Long-term incentive (LTI): The long-term, sustainable commitment to DMG MORI AKTIENGESELLSCHAFT must be the focus of all activities of the Executive Board. Only in this way can sustainable growth be promoted and sustainable value be created. A substantial part of the total remuneration is therefore based on the long-term success of DMG MORI AKTIENGESELLSCHAFT, in particular taking into account its earnings performance. The LTI is aimed at achieving earnings and other operational targets over an extended period in order to ensure the Company's success in implementing its strategy, including in the area of non-financial key indicators.

There will be no long-term remuneration consisting of shares or based on shares. The LTI is granted in cash because the remuneration is to be based solely on factors that can be influenced by the Executive Board. However, the development of the DMG MORI AKTIENGESELLSCHAFT share and, consequently, the development of any share-based remuneration system program based on the development of the DMG MORI AKTIENGESELLSCHAFT share would be driven by factors not within the control of the Executive Board. DMG MORI AKTIENGESELLSCHAFT does not pay any dividend as a result of the control and profit transfer agreement existing with DMG MORI Europe Holding GmbH. Nor is the earnings performance to the extent that it can be influenced by the Executive Board as a rule a factor which would have any impact on the price of the DMG MORI AKTIENGESELLSCHAFT share. Apart from any potential speculative elements, in particular the compensation and settlement provided for in the control and profit transfer agreement has an impact on the share price, but not the performance of the Executive Board.

In order to be able to adequately reflect the performance of a member of the Executive Board and the Executive Board as a whole, the LTI is granted on the basis of an indicator-based remuneration which is measured over a period of three years ("performance period"). The LTI is based on two financial targets and measurable sustainability targets in the form of a modifier. The financial performance criteria represent important key performance indicators of DMG MORI AKTIENGESELLSCHAFT (earnings after taxes – EAT – and the service performance). These targets are weighted according to their importance.

The modifier with a range of +20 % / –20 % also reflects sustainability targets which currently include a reduction of CO<sub>2</sub> emissions and the improvement of the Product Problem Reports (PPR). The targets are selected with a view to safeguarding long-term and sustainable development in line with the strategy. Going forward, targets in productivity, quality or service, the development of market shares and market positions or compliance with other environmentally relevant targets and other targets can be reflected.

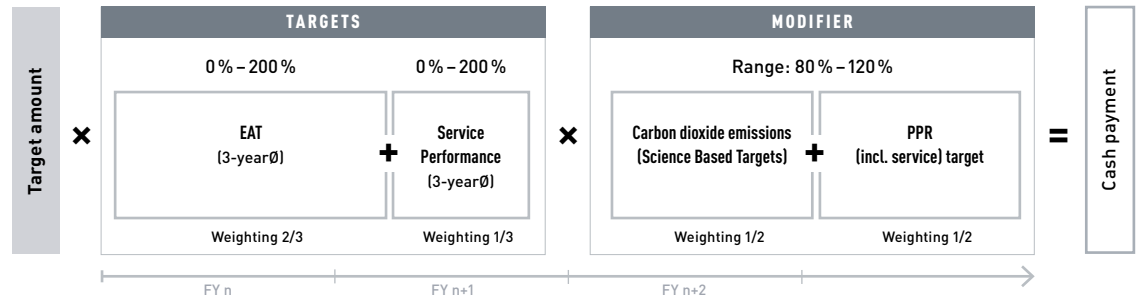
The LTI has a range from 0 % to 200 % depending on the degree of target achievement. When setting targets before the beginning of a fiscal year, the Supervisory Board ensures that the sustainability targets in STI and LTI are complementary.

Performance with respect to sustainability targets is also measured by comparing the planned values with the achieved figures. The maximum LTI cash payment is also limited to a maximum of 200 % of the target amount.



The LTI can be summarized as follows:

#### LONG-TERM-INCENTIVE (LTI) DIAGRM



#### Determination of the structure and amount of the concrete target total remuneration

Based on the preparations by the Personnel, Nomination and Remuneration Committee, the Supervisory Board determines the target total remuneration for each member of the Executive Board for the coming fiscal year in accordance with the remuneration system. The target total remuneration for each member of the Executive Board is the sum of the base salary, STI for a 100 % target achievement and LTI for a 100 % target achievement.

In addition to an appropriate proportion to the tasks and performance of the members of the Executive Board, in particular the economic situation, the market environment, the success and future prospects of the Company are taken into account. The Supervisory Board places particular emphasis on ensuring that the target total remuneration is in line with market standards. This will be 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 comparison (vertical appropriateness):** In addition, the development of the Executive Board remuneration in relation to the remuneration of the employees of DMG MORI AKTIENGESELLSCHAFT is taken into account in an internal (vertical) comparison. In this comparison, the relationship between the Executive Board remuneration and the remuneration of the senior management group and the other employees is compared to the market. To this end, the Supervisory Board has defined the senior management as follows: It consists of Executive Board members with areas of responsibility and managing directors, including all members of the management team. The other employees are all employees in Germany, either paid under or outside collective agreements.

The remuneration system allows the Supervisory Board to structure the target total remuneration in a differentiated manner: The target total remuneration is to be determined by taking into account the function of each of the members of the Executive Board. The different requirements will be considered in determining the absolute level of remuneration and with respect to the remuneration structure. In particular, a function-specific differentiation will be made. In particular, the Chairman of the Executive Board receives a higher total remuneration than the other Executive Board members. When a member of the Executive Board is appointed for the first time, a lower level of remuneration or reduced remuneration components can be determined for the first-time appointment period.

In addition, within the scope of the annual review of the Executive Board remuneration, the Supervisory Board has the option – if needed – to adjust only individual remuneration components instead of all remuneration components, taking into consideration market conditions and appropriateness considerations. In this way, for example, the short-term or long-term remuneration can be adjusted to reflect changes in market standards.

As a result, certain percentage ranges exist for the proportions of the target total remuneration represented by each of the individual remuneration components in the remuneration system. The proportion of the LTI is always greater than the proportion of the STI. The proportion of the fixed remuneration (base salary, fringe benefits and pension commitments) is between 40% and 50% of the target total remuneration. Going forward, this percentage may vary as a result of a changed functional differentiation or as a result of the annual review and an alignment to the market standard. In terms of the target total remuneration, the proportion of the STI is within a range of 20% to 25% and the proportion of the LTI within a range of 35% to 40%.

#### **Maximum remuneration limits**

The Supervisory Board derives the maximum total remuneration of a member of the Executive Board annually on the basis of the target total remuneration. The maximum total remuneration of an Executive Board member is the maximum limit in terms of amount and thus the actual maximum payment, taking into account the fixed remuneration (including base salary, fringe benefits and pension commitments), STI and LTI, with the variable remuneration components STI and LTI being limited as follows (payout caps):

- Short-term incentive (STI): 200% of the target amount
- Long-term incentive (LTI): 200% of the target amount

The maximum total remuneration is Euro 2,600,000 for the Chairman of the Executive Board Alfred Geißler and Euro 1,450,000 for the ordinary members of the Executive Board.

The Supervisory Board also takes into account the average income of a domestic employee of the DMG MORI AG Group in such a way that the fixed salary and the variable remuneration elements (excluding pension benefits) should not exceed a certain multiple of the average employee income. This is a multiple of 33 for the Chairman of the Executive Board and a multiple of 20 for ordinary members of the Executive Board.

Should the Annual General Meeting pass a resolution to reduce the proposed maximum total remuneration, this vote for a reduction will be reflected in Executive Board employment contracts when these are concluded or extended.

#### **Malus and clawback Provisions for the variable remuneration**

The Supervisory Board has the option of withholding or reclaiming the short-term and long-term variable remuneration in cases of serious breaches of duty or compliance. The same applies in cases of severely unethical behavior.

In cases of grossly negligent or willful breaches of duties of care of a diligent and conscientious manager pursuant to Section 93 (1) AktG by Executive Board members, the Company is furthermore entitled to reclaim from the Executive Board member, with respect to the performance period in which the breach occurred, any paid-out variable remuneration components (STI and/or LTI), in whole or in part, or to withhold any unpaid variable remuneration components (STI and/or LTI), in whole or in part.

If variable remuneration components (STI and/or LTI) linked to the achievement of specific targets were unduly paid out on the basis of incorrect data, the Company is entitled to reclaim the difference in remuneration resulting from the recalculation of the variable remuneration compared to the original payment made to the Executive Board member. The Company has to demonstrate that the underlying data used in the calculation of the remuneration was incorrect and that therefore the variable remuneration of the Executive Board member was too high.

The possibilities to claim repayment also apply if the appointment or employment of the Executive Board member has already ended at the time the claim for repayment is made. Any claims for damages which the Company may have against the Executive Board member remain unaffected.

#### **Deduction of compensation for secondary activities and further activities**

The members of the Executive Board may take up secondary activities (e.g. public offices, seats on supervisory boards or advisory boards and similar positions (including any committee memberships) as well as appointments to scientific bodies) only with the prior approval of the Supervisory Board. If members of the Executive Board serve on a supervisory board or hold similar positions within the Group, the compensation received for such a position will be deducted from the remuneration of the respective Executive Board member. If seats on supervisory boards outside the Group are accepted, the Supervisory Board will decide at its duty-bound discretion on a case-by-case basis whether and to what extent the remuneration for such positions is to be deducted. In this context, a key factor will be the extent to which the activity is in the interest of the Company.

Furthermore, the Supervisory Board reserves the right to waive, in whole or in part, the remuneration of a member of the Executive Board by DMG MORI AKTIENGESELLSCHAFT in respect of any other income received by a member of the Executive Board from companies in the DMG MORI Group, in particular also from DMG MORI CO., LTD.

### **Commitments granted in connection with the commencement of employment of Executive Board members and similar commitments**

When a person is appointed as a member of the Executive Board for the first time, no additional individual remuneration benefits are to be granted under the Executive Board member's individual employment contract. In particular, no compensation for the loss of benefits from the previous employer and no reimbursement of moving expenses are to be paid.

### **Legal acts related to remuneration**

The remuneration of the members of the Executive Board is governed by their employment contracts, with the variable remuneration components being determined by the Supervisory Board on the basis of this remuneration system.

### **Provisions in connection with termination of employment of Executive Board members**

For new Executive Board employment contracts to be concluded (first-time appointment) or an extension of such contracts, no special provisions for a change of control will be negotiated, in particular neither special rights to terminate the contract nor severance payments.

- **Termination by mutual agreement („Good Leaver“):**

If a member of the Executive Board resigns from office at the request of the Supervisory Board for reasons unrelated to the conduct or the person of the member of the Executive Board, all outstanding LTI tranches will be paid out normally at the end of the relevant performance period. The same applies if a member of the Executive Board withdraws from office for any other reasons for which he or she is not responsible (e.g. regular expiration or mutual termination of the employment contract or any other reasons for withdrawing provided for in the contract). This also includes early retirement and the rejection of an offer of reappointment by the Executive Board member.

- **Non-mutual termination („Bad Leaver“):**

If the Company terminates the employment with a member of the Executive Board for good cause or if a member of the Executive Board unjustifiably terminates the employment contract (“Bad Leaver”), all outstanding allocated LTI amounts that did not complete the three-year performance period will be forfeited.

In the event of the death or permanent disability of an Executive Board member, all outstanding LTI tranches are paid out immediately on the basis of 100% target achievement.

### **Current application of the above-described system**

The present remuneration system for the members of the Executive Board is applicable to the employment contracts currently in force or to be extended as well as any new employment contracts to be concluded.

The following employment contracts are currently in force for members of the Executive Board:

Alfred Geißler: 26 May 2023 until 25 May 2027;

Michael Horn: 15 May 2021 until 14 May 2026

[Note: The employment contract of Executive Board member Horn ends on 31 March 2024 due to an agreement].

The employment contracts each have a fixed term and end automatically on the expiration date stated above. A one-year notice period is provided for in the event that the appointment is revoked for good cause. Other than that, no compensations for dismissal or severance payments are provided for in the employment contracts.

Mr. Hirotake Kobayashi was appointed as a member of the Executive Board for the period from 1 January 2024 to 31 December 2026. In view of his existing employment relationship with DMG MORI COMPANY LIMITED, the Company has not concluded an Executive Board employment contract with him. Nor does DMG MORI AKTIENGESELLSCHAFT pay him any separate Executive Board remuneration.

- End of the presentation of the remuneration system Executive Board remuneration -

Following discussion by the Personnel, Nomination and Remuneration Committee, the Supervisory Board proposes that the remuneration system for the members of the Executive Board as set out above and adopted by the Supervisory Board with effect from 1 January 2024 be approved.

## **6// Resolution on the approval of the remuneration report**

Pursuant to Section 162 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board of a listed stock corporation must prepare a remuneration report on the remuneration of board members for the previous fiscal year and submit it to the Annual General Meeting for approval pursuant to Section 120a para. 4 of the German Stock Corporation Act (AktG). The remuneration report was audited by the auditor of DMG MORI AKTIENGESELLSCHAFT and issued with an audit opinion.

The remuneration system and the remuneration of the Supervisory Board and the Executive Board for the 2023 fiscal year are presented below. The annual preparation of the remuneration report pursuant to Section 162 of the German Stock Corporation Act (AktG) is the responsibility of the Executive Board and the Supervisory Board. Pursuant to Section 162 para. 1 sentence 2 no. 1 of the German Stock Corporation Act (AktG), remuneration is reported on in the fiscal year in which the activity on which the remuneration is based was performed in full.

## 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).

**A.01 // 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: 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>	60,000	0	0	18,000	78,000	12,000	90,000
<b>Prof. Dr. Annette Köhler</b> Chairwoman F&A	60,000	36,000	0	0	96,000	15,000	111,000
<b>James Victor Nudo</b> <sup>5)</sup>	-	-	-	-	-	-	0
<b>Mario Krainhöfner</b> <sup>6)</sup> 1 <sup>st</sup> Deputy chairman SB (until 12 May 2023) SB member (until 12 May 2023)	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 Fondet</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. Mori has not received any Supervisory Board remuneration for 2023.

2) Ulrich Hocker is also a member of the PNR, Nomination and Mediation Committees.

3) Irene Bader has waived her Supervisory Board remuneration in full. Thus, Bader has not received any Supervisory Board remuneration for 2023.

4) Prof. Dr.-Ing. Berend Denkena is a member of the TRP Committee.

5) James Victor Nudo is a member of the F&A, PNR and Nomination Committees. James Victor Nudo has waived 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.

8) Tanja Fondet is a member of the PNR and Mediation Committees.

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

10) Larissa Schikowski is a member of the PNR Committee.

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 A.02 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 these employees on a full-time basis compared to the previous year.

#### A.02 // COMPARISON OF ANNUAL CHANGE IN SUPERVISORY BOARD REMUNERATION

in %	2021 compared to 2020	2022 compared to 2021	2023 compared to 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 118th 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.

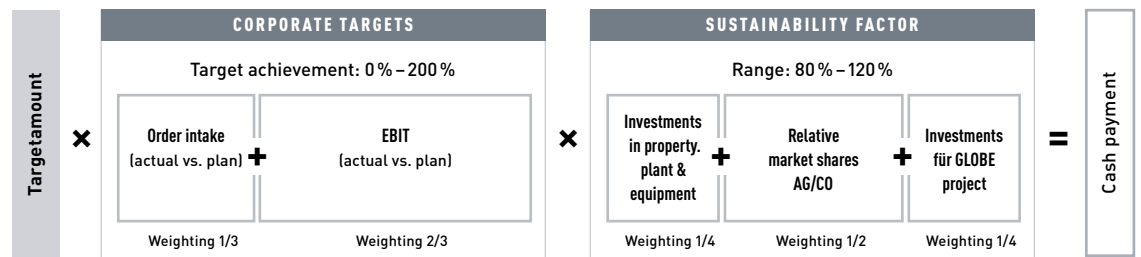
**Retirement provisions:** Each Executive Board member is granted a payment that must be used to add to his personal retirement provisions. The payment is for a certain amount to be invested in an external pension scheme (contribution-based retirement provision).

### 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.

**A.03 // SHORT-TERM-INCENTIVE (STI) DIAGRAM**

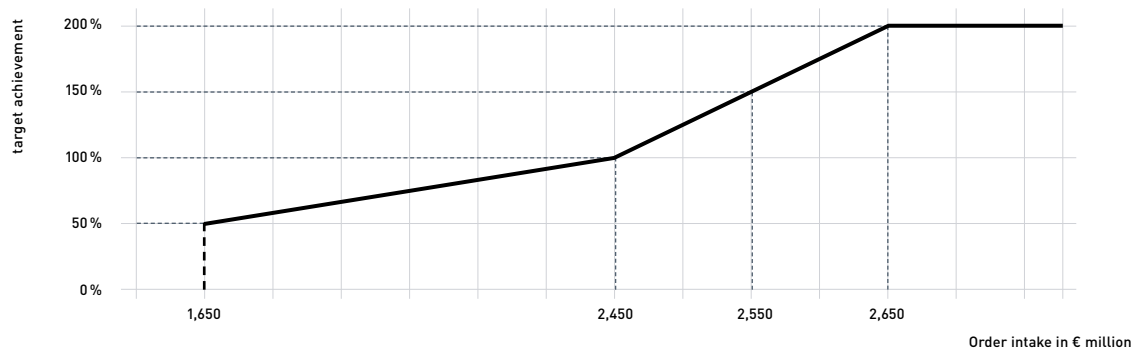


The target achievement levels for the STI 2023 result from the following key figures and factors for 2023 and are determined using the same criteria for all Executive Board members:

**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:

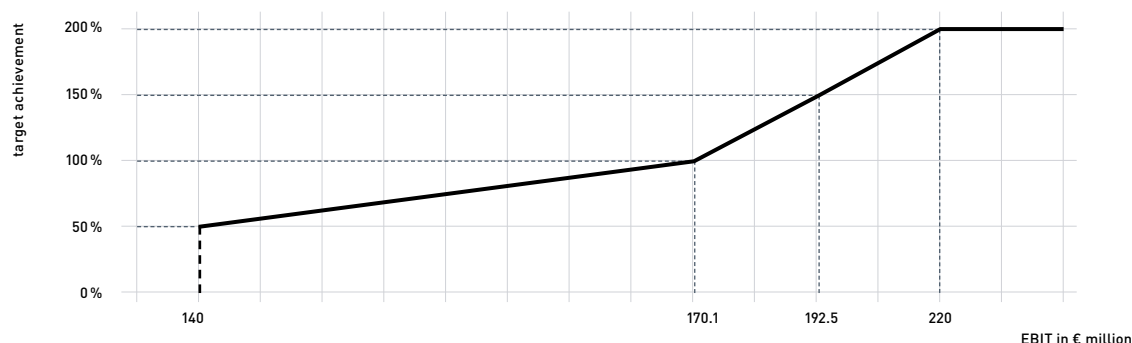
**A.04 // TARGET ACHIEVEMENT ORDER INTAKE 1/3**



**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:

#### A.05 // 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)

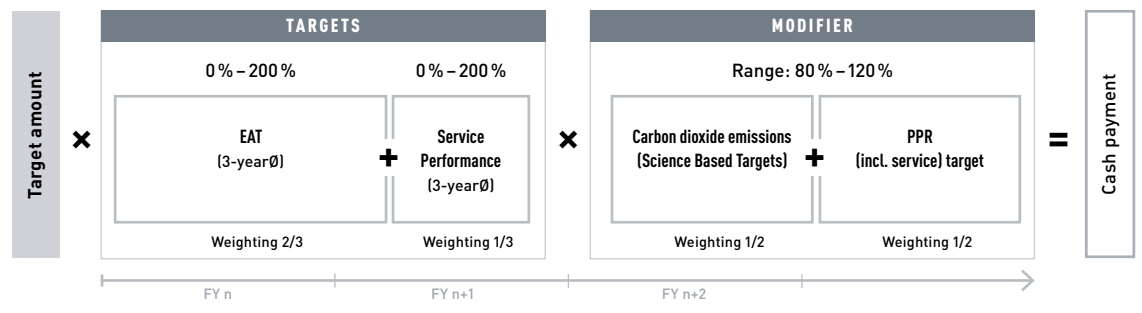
The Executive Board’s work is focused on a long-term, sustainable commitment to DMG MORI AG. It is the only way to promote sustainable growth and achieve a permanent increase in value. The three-year performance period helps to ensure that the Executive Board’s decisions in the current financial year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

**A.06 // LONG-TERM-INCENTIVE (LTI) DIAGRAM**

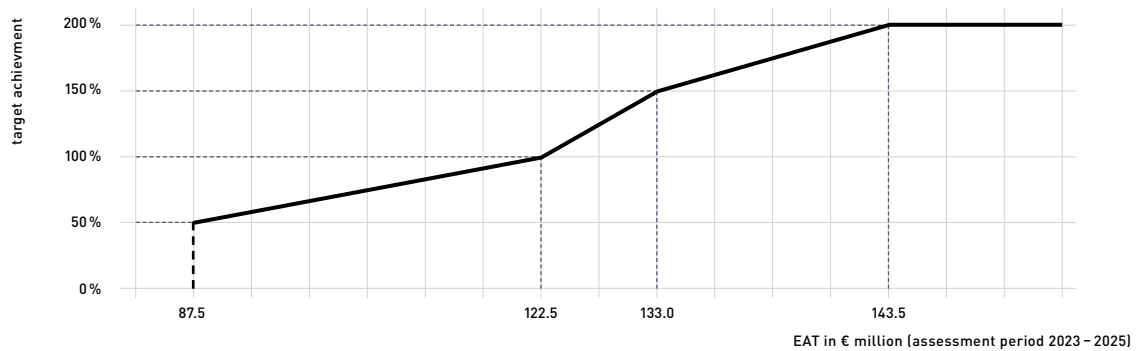


The levels of target achievement result from the following key figures and factors and are determined using the same criteria for all Executive Board members:

**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:

**A.07 // TARGET ACHIEVEMENT EAT 2/3**

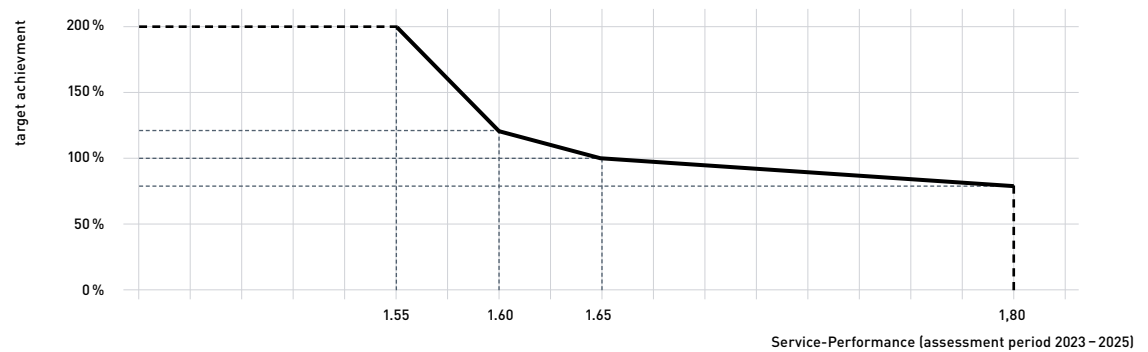


**Service performance** over a period of three years is weighted at 1/3. This means the LTI includes a key performance indicator of DMG MORI AG. The service performance is the average number of service calls per machine under warranty over the last 12 months. The service performance component of the 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:

#### A.08 // 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 A.09].

#### A.09 // TARGET AND MAXIMUM REMUNERATION (REMUNERATION COMPONENTS 2021)

in €	Christian Thönes		Björn Biermann		Michael Horn	
	2021 (ACTUAL)	2021 (MAX)	2021 (ACTUAL)	2021 (MAX)	2021 (ACTUAL)	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 A.10]. 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 A.10].

#### A.10 // 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 Kapitza 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 A.11 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.

## A.11 // 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 expenses <sup>2)</sup>	-	-	175	12 %	450	9 %	450	2 %
<b>Total remuneration excluding 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 remuneration 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>	
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	Björn Biermann Executive Board member (until 31 Dec. 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 expenses <sup>2)</sup>	200	8 %	200	2 %	200	8 %	200	10 %
<b>Total remuneration excluding 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 remuneration 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>-</b>	<b>2,500</b>
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	Total for Executive Board			
	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 expenses <sup>2)</sup>	850	9 %	1,025	3 %
<b>Total remuneration excluding 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 remuneration with advance payment Remuneration pursuant to Section 162 (1) sent. 1 AktG)</b>	<b>11,416</b>		<b>-</b>	<b>35,223</b>	
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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 A.12 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.

**A.12 // COMPARISON OF ANNUAL CHANGE IN EXECUTIVE BOARD'S REMUNERATION (SECTION 162 (1) NO. 2 AKTG)**

	2021 compared to 2020 in %	2022 compared to 2021 in %	2023 compared to 2022 in %
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

– End of the remuneration report –

The Supervisory Board and Executive Board propose that the remuneration report for the 2023 fiscal year, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), be approved.

## **7 // Resolution on the appointment of the auditor**

The Supervisory Board proposes – on the recommendation of the Finance and Audit Committee – that PwC PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor and Group auditor for the 2024 fiscal year.

In accordance with Article 16 para. 2 subpara. 3 of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014), the Finance and Audit Committee has declared that its recommendation is free from undue influence by third parties and that no restrictions have been imposed on it with regard to the selection of a particular auditor (Article 16 para. 6 of the EU Statutory Audit Regulation).

## **8// Resolution on the appointment of the auditor of the sustainability report**

According to the Corporate Sustainability Reporting Directive („CSRD“) which came into force on 5 January 2023, large capital market-oriented companies with more than 500 employees must add a (group) sustainability report to their (group) management report for financial years beginning after 31 December 2023, which must be audited externally by the auditor or – at the option of the respective member state – another (financial statement) auditor or an independent provider of assurance services. This means that companies like DMG MORI AKTIENGESELLSCHAFT that are already subject to non-financial reporting within the meaning of Section 289b para. 1 and Section 315b para.1 HGB (German Commercial Code) must prepare a sustainability report for the Company and the group for the first time for the 2024 financial year and have it externally audited.

The EU member states must transpose the CSRD into national law by 6 July 2024.

It can therefore be assumed that the German legislator will pass a law to transpose the CSRD into German law („CSRD Implementation Act“) and that the CSRD Implementation Act will enter into force by the end of the implementation period. A corresponding draft bill is not yet available.

The Supervisory Board of the Company therefore proposes – based on the recommendation of the Finance and Audit Committee – that PwC PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is being appointed as the auditor of the sustainability report for the 2024 financial year with effect from the date on which the CSRD Implementation Act comes into force. The resolution will only be implemented in accordance with the CSRD Implementation Act, if a sustainability report to be prepared for the 2024 financial year is to be audited externally by an auditor to be appointed by the Annual General Meeting.

In its recommendation pursuant to Article 16 para. 2 subparagraph 3 of the EU Statutory Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC), the Finance and Audit Committee has declared that it is free from undue influence by third parties and that no clause of the type referred to in Article 16 para. 6 of the EU Statutory Audit Regulation restricting the selection options of the Annual General Meeting has been imposed on it.

## INFORMATION

Starting on the date of the notice convening the Annual General Meeting, the documents listed under Agenda Items 1 to 8 will be available on the Company's website at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). All documents will also be available there during the Annual General Meeting on 30 April 2024, which will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxy holders.

### ADDITIONAL INFORMATION CONCERNING THE CONVENING OF THE ANNUAL GENERAL MEETING

#### 1// Total number of shares and voting rights

At the date of the notice convening the Annual General Meeting, the Company's registered share capital is divided into 78,817,994 no-par value shares. Each share entitles the holder to one vote. At as the date of the notice convening the Annual General Meeting, the Company did not hold any treasury shares. Therefore, the total number of shares and voting rights as at the date of the notice convening the Annual General Meeting amount to 78,817,994.

#### 2// Company Virtual Annual General Meeting and exercisable shareholder rights

In accordance with Section 15 para. 10 of the Company's Articles of Association, the Executive Board is authorized to provide for a meeting to be held without the physical presence of shareholders or their proxy holders at the venue of the Annual General Meeting (virtual Annual General Meeting). The Executive Board has made use of this authorization and decided that the 122<sup>nd</sup> 2024 Annual General Meeting will be held as a virtual Annual General Meeting in accordance with Section 118a Of the German Stock Corporation Act (AktG).

This means the following in particular for this year's Annual General Meeting:

- The location of the meeting for the purpose of the German Stock Corporation Act shall be the Company's premises at Gildemeisterstraße 60, 33689 Bielefeld, Germany. The chairman of the meeting, the Company's Executive Board and the notary public, who will be taking the minutes of the Annual General Meeting, as well as the voting rights proxy holders designated by the Company, will all be present during the Annual General Meeting.
- It is not possible for shareholders or their proxy holders to attend on site.
- Shareholders who have duly registered for the Annual General Meeting and their proxy holders have the opportunity to connect to the Annual General Meeting electronically via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) and to follow the Annual General Meeting live in audio and video („participation“) and to exercise their shareholder rights (for further details, see sections 3. – 12. below).



- Duly registered shareholders or their proxy holders can exercise their **voting rights by postal vote electronically via the** password-protected Annual General Meeting portal of the Company at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) **as well as in writing**, i.e. by regular mail, fax or e-mail to the address of DMG MORI AKTIEN-GESELLSCHAFT (for further details see below under items 6. and 7.). They also have the option of entrusting the exercise of their voting rights to the voting rights proxy holders designated by the Company, who are required to cast votes in accordance with instructions (for further details, see item 8 below). There are no other options for exercising voting rights. Voting rights can be exercised electronically, i.e. via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) by means of electronic absentee voting and electronic proxy of the proxy holders appointed by the Company until the time specified by the chairman of the meeting on the day of the Annual General Meeting during voting. For organizational reasons, shorter deadlines apply to the written exercise of voting rights or the written appointment of proxy holders designated by the Company (for further details, see items 6, 7 and 8 below).
- Shareholders connected to the Annual General Meeting electronically are granted the right to speak and request information at the meeting by means of video communication, as well as the right to submit motions and nominations. They are also granted the right to object to a resolution of the Annual General Meeting by means of electronic communication.
- Shareholders who have duly registered for the Annual General Meeting also have the right to submit statements prior to the meeting by means of electronic communication.
- Any objections to the notary's minutes against resolutions of the Annual General Meeting can be declared by shareholders or their proxy holders who have exercised their voting rights during the Annual General Meeting via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) (for further details, see item 11 below).

The minimum technical requirement for a live video feed is an internet-enabled device with a camera and microphone as well as a stable internet connection.

### **3// Proof of entitlement, registration for the Annual General Meeting, explanation of the significance of the Record Date and generation of personal access credentials**

Only those shareholders are entitled to exercise their voting rights and other exercisable shareholder rights who provide proof of share ownership in text form (126b of the German Civil Code (BGB) via the last intermediary in accordance with Section 67 c para. 3 of the German Stock Corporation Act (AktG). Pursuant to Section 123 para. 4 sentence 2 of the German Stock Corporation Act (AktG), as amended by the Act on the Financing of Future-Proof Investments (ZukunftsfinanzierungsG), the proof must refer to the close of business on the 22nd day before the virtual Annual General Meeting – i.e. **Monday, 8 April 2024, 24:00 hours (CEST)** (hereinafter „Record Date“). In terms of substantive law, the Record Date corresponds to the relevant time under the previous provision of Section 123 para. 4 sentence 2 of the German Stock Corporation Act (AktG) (old version), the beginning of the 21<sup>st</sup> day before the Annual General Meeting, i.e. Tuesday, 9 April 2024, 00:00 hours (CEST).

In relation to the Company, only those shareholders who have provided proof are deemed to be shareholders for the purposes of exercising voting rights and other exercisable shareholder rights. The entitlement to exercise voting rights and other exercisable shareholder rights is based solely on the shareholder's shareholding on the Record Date.

The Record Date is not associated with a block on the sale ability of the shareholding. Even in the event of the complete or partial sale of the shareholding after the Record Date, only the shareholding of the shareholder on the Record Date is relevant for the exercise of voting rights and other exercisable shareholder rights; i.e. sales of shares after the Record Date have no effect on the entitlement to exercise voting rights and other exercisable shareholder rights. The same applies to additional purchases of shares after the Record Date. Persons who do not yet own any shares on the Record Date and only become shareholders after this date are generally not entitled to exercise voting rights or other exercisable shareholder rights for the shares they hold; this does not apply if and to the extent that they are authorized by the previous owner, who still held the shares on the Record Date, or are authorized to exercise rights. The Record Date has no significance for the entitlement to receive the compensation payment under the domination and profit transfer agreement.

Registration and proof of shareholding must be received by the registration office specified below no later than **Tuesday, 23 April 2024, 24:00 hours (CEST)**. Registration and proof of shareholding must be in German or English language. Text form is sufficient for registration and proof of shareholding (Section 126b of the German Civil Code (BGB)).

Registration Office:  
DMG MORI AKTIENGESELLSCHAFT  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0)89 3090 373 907  
E-Mail: anmeldestelle@computershare.de

After receipt of the registration and the proof of shareholding, the shareholders or their authorized representatives will be sent registration confirmations including the access data for using the Annual General Meeting portal. The registration confirmation is needed in order to be able to use the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). In order to ensure that the registration confirmation is received in time, we ask that shareholders be sure to send the registration and proof of shareholding well in advance. This does not constitute any limitation on the exercise of voting rights or other exercisable shareholder rights.

#### **4// Audiovisual broadcast of the Annual General Meeting**

Properly registered shareholders or their proxy holders will be able to view a live audiovisual broadcast of the entire Annual General Meeting on 30 April 2024, from 10:00 a.m. (CEST), including the answering of submitted questions during the Annual General Meeting and vote tallies, at the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). Shareholders will receive the necessary access data with the registration confirmation.

There will be no freely accessible video and audio transmission of the Annual General Meeting.

#### **5// Procedure for casting votes by means of postal vote**

Only those shareholders who have properly registered and furnished proof of entitlement are entitled to exercise their voting rights by postal vote.

The casting of votes by means of postal vote takes place either **electronically**, i.e. by using the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting), or in writing, i.e. by regular mail, fax or e-mail sent to the address of DMG MORI AKTIENGESELLSCHAFT.

Address:  
DMG MORI AKTIENGESELLSCHAFT  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0)89 3090 373 907  
E-Mail: anmeldestelle@computershare.de

If the postal vote is cast **electronically**, i.e. via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting), the postal vote can be cast by means of an electronic postal vote via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) until the time specified by the chairman of the meeting on the day of the Annual General Meeting (Tuesday, 30 April 2024) as part of the voting process.

However, a postal vote cast in **writing**, i.e. by regular mail, fax or e-mail, should be received at the Company's address stated above by no later than **29 April 2024, 24:00 hours (CEST)** (receipt by the Company). A form for casting votes in writing by postal vote will be sent with the registration confirmation after proper registration and can also be downloaded from the Company's website at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). It can also be requested by regular mail, fax or e-mail from the above address for the Annual General Meeting.

Votes already cast electronically or in writing can be changed or revoked electronically, i.e. via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting), until the time specified by the chairman of the meeting on the day of the Annual General Meeting (Tuesday, April 30, 2024) as part of the voting process. An amendment or revocation in writing should be sent to the above-mentioned address by **29 April 2024, 24:00 hours (CEST)** (receipt by the Company).

## **6// Procedure for exercising voting rights and other exercisable shareholder rights through proxy holders**

Shareholders who are unable to or prefer not to personally exercise their voting rights or other exercisable shareholder rights may exercise these rights through a proxy holder, e.g. through an intermediary covered by Section 135 of the German Stock Corporation Act (AktG), a shareholders' association or another third party. Here as well, timely registration and proof of share ownership are required for the relevant shareholding.

If a shareholder grants a proxy to more than one person, the Company may reject one or more of them.

Shareholders entitled to vote may grant a proxy to a representative by making a declaration directly to the Company electronically, i.e. via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting), or in writing, i.e. by regular mail, fax or e-mail to the following address:

DMG MORI AKTIENGESELLSCHAFT  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0)89 3090 373 907  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The revocation of a previously granted proxy may also be declared **directly to the Company** through the aforementioned transmission channels. Separate proof concerning the granting of the proxy is no longer necessary in such case.

Shareholders who would like to grant a proxy to a representative by making a declaration directly to the Company, i.e. by regular mail, fax or e-mail to the address listed under this item 7, are requested to use the forms provided by the Company for this purpose. Following proper registration, shareholders will be sent together with the registration confirmation a proxy form which can also be downloaded from the Company's website at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). In addition, the form may be requested by sending a letter, fax or e-mail to the address given above under this item 7.

If the proxy is not **granted** directly to the Company, but **to the representative** (so-called internal proxy), the granting of the proxy, for the proof of authorization to the Company concerning the grant and, in principle, the revocation of the proxy must be in text form. Proof of a proxy granted internally can be provided by sending the proof by regular mail, fax or e-mail to the address stated above under this item 7.

Shareholders are also requested to use the forms provided by the Company for issuing a proxy by declaration to the representative.

Where a proxy is granted to an intermediary covered by Section 135 of the German Stock Corporation Act (AktG), a voting rights consultant, a shareholders' association or a person who professionally offers shareholders his services in exercising voting rights at the Annual General Meeting, special conditions need to be observed as a rule, which should be clarified with the proxy holder directly.

In any case, a proxy holder may exercise the exercisable shareholder rights **electronically** only if the shareholder has given him the personal access credentials to the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) and if the proxy holder is on file as a proxy holder in the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting).

In order to be able to ensure that proxy holder is on file as a proxy holder, the following shall apply:

If a proxy is granted directly to the Company electronically, i.e. via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting), the proxy can be granted via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) until the time specified by the chairman of the meeting on the day of the Annual General Meeting (Tuesday, 30 April 2024) as part of the voting process.

For organizational reasons, however, a written proxy, i.e. by regular mail, fax or e-mail, issued directly to the Company or proof of proxy issued to the representative must be received at the address stated above under this item 7 by no later than **29 April 2024, 24:00 hours (CEST)** (receipt by the Company).

Further information on registration, on personal access data for the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) and on granting proxies as well as the corresponding forms for granting a proxy can be found in the documentation that is being sent to shareholders and is also available for download at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). Procedure for exercising voting rights through the voting rights proxy holders designated by the Company.

## **7 // Procedure for the exercise of voting rights by the proxy holders appointed by the company**

The Company is offering as a special service to properly registered shareholders the option of granting a proxy to the voting rights proxy holders designated by the Company. In addition to being granted a proxy, the voting rights proxy holders designated by the Company must also be issued instructions for exercising the voting rights. The voting rights proxy holders are obliged to cast votes in accordance with the instructions; they may not exercise the voting rights at their own discretion. We ask the shareholders to bear in mind that the voting rights proxy holders can exercise the voting rights only for those agenda items for which they have received instructions and that they cannot be instructed to make motions or to declare objections to resolutions adopted by the Annual General Meeting.

The proxy and instructions to the voting rights proxy holders designated by the Company are to be issued either **electronically**, i.e. via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) or in writing, i.e. by regular mail, fax or e-mail to the following address:

DMG MORI AKTIENGESELLSCHAFT  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0)89 3090 373 907  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Properly registered shareholders will receive a form for issuing written proxy and instructions to the proxy holders designated by the Company together with the registration confirmation after proper registration. The form for issuing written proxy and instructions to the proxy holders designated by the Company can also be downloaded from the Company's website at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). It can also be requested by regular mail, fax or e-mail from the address stated above under this item 7.

Shareholders who would like to grant a proxy to the voting rights proxy holders designated by the Company **electronically**, i.e. via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting), can submit proxies together with instructions on the day of the Annual General Meeting (Tuesday, 30 April 2024) by the time specified by the chairman of the meeting on the day of the Annual General Meeting (Tuesday, 30 April 2024) in the context of voting via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). The proxy holders designated by the Company will then exercise the voting rights in accordance with the instructions issued to them when voting begins after the question and answer session formally ends.

Shareholders who would like to grant a proxy to the voting rights proxy holders designated by the Company **in writing**, i.e. by regular mail, fax or e-mail, may send the proxy along with the instructions up by **29 April 2024, 24:00 hours (CEST)** (receipt by the Company) by regular mail, fax or e-mail to the address stated above under this item 7. The same applies to a change or the amendment and revocation of proxy holders that have been granted proxies and instructions that have been issued in this way.

By electronic means, i.e. via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting), changes and revocation of proxies already granted – electronically and in writing – together with instructions can be made on the day of the Annual General Meeting (Tuesday, 30 April 2024) until the time specified by the chairman of the meeting on the day of the Annual General Meeting (Tuesday, 30 April 2024) during voting.

Further information on registration, on personal access data for the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) and on granting proxies as well as the corresponding forms for granting a proxy can be found in the documents sent to shareholders and are also available on the Internet at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting).

## 8 // Further information on exercising voting rights

If voting rights are exercised in due time by several means (letter, e-mail, electronically via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) or in accordance with Section 67 c para. 1 and para. 2 sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Article 2 para. 1 and 3 and Article 9 para. 4 of the Implementing Regulation ((EU) 2018/1212)) by postal vote or proxy and, if applicable, instructions are issued, these will be taken into account in the following order, regardless of the time of receipt instructions are issued, these will be considered in the following order regardless of the time of receipt: 1. electronically via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting) 2. in accordance with Section 67 c para. 1 and para. 2 sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Article 2 para. 1 and para. 3 and Article 9 para. 4 of Implementing Regulation (EU) 2018/1212, 3. by e-mail, 4. by fax and 5. in writing, i.e. by regular mail.

If declarations with more than one form of voting right exercise be received by the same means, the following shall apply: postal votes shall have priority over the granting of proxy and, if applicable, instructions to the proxy holders of the Company.

If an intermediary, a shareholders' association, a voting rights advisor pursuant to Section 134a of the German Stock Corporation Act (AktG) or a person equivalent to these pursuant to Section 135 para. 8 of the German Stock Corporation Act (AktG) is not willing to act as proxy holder, the proxy holders of the Company shall be authorized to act in accordance with the instructions.

The last withdrawal of a declaration received in due time shall be decisive.

If an individual vote is held on an agenda item instead of a collective vote, the absentee vote or instruction issued for this agenda item shall apply accordingly to each item of the individual vote.

## 9 // Right to submit statements in accordance with Section 130a para. 1 to para. 4 of the German Stock Corporation Act (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 [stellungnahmen@dmgmori.com](mailto:stellungnahmen@dmgmori.com) and must be received there by **24 April 2024, 24:00 hours (CEST)** at the latest. It is re-requested 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](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](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). For online access to the Company's password-protected Annual General Meeting portal, please refer to the information in item 3 above.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance in accordance with Section 131 para. 1a of the German Stock Corporation Act (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 this invitation.

## **10 // 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 of the German Stock Corporation Act (AktG). Motions and election proposals (Section 118a para. 1 sentence 2 no. 3 of the German Stock Corporation Act (AktG)) as well as all types of requests for information including questions (Section 131 of the German Stock Corporation Act (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 of the German Stock Corporation Act (AktG), insofar as the information is necessary for the proper assessment of an item on the agenda. In addition, in accordance with Section 131 (1d) of the German Stock Corporation Act (AktG), the Annual General Meeting has 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.

The prerequisite for exercising the right to speak, submit motions, request information and ask questions in accordance with this section is proper registration and electronic connection to the Annual General Meeting. Please refer to the information in item 4. The rights to speak, submit motions, request information and ask questions may also be exercised by authorized third parties of a shareholder. However, the proxy holders appointed by the Company do not exercise these rights on behalf of the shareholders authorizing them.

To exercise the right to speak, submit motions, request information and ask questions, shareholders must use the password-protected Annual General Meeting portal provided by the Company at [➔ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting), which requires shareholders to be connected electronically to the Annual General Meeting (see item 4). To exercise this right, each shareholder or their proxy holder must first submit a request to speak using the „Request to speak“ button provided on the Company's password-protected Annual General Meeting portal.

This is only possible on the day of the Annual General Meeting from 09:00 a.m. (CEST) – i.e. one hour before the start of the Annual General Meeting – until the time set by the chairman of the meeting on the day of the Annual General Meeting (Tuesday, 30 April 2024).

The Company reserves the right to check the functionality of the video communication between the shareholder or proxy holder and the Company at the meeting beforehand and to reject the request to speak if the functionality is not ensured.

In accordance with Section 15 para. 5 of the Company's Articles of Association, the chairman of the meeting is also authorized to impose reasonable time limits on the shareholders' and shareholder representatives' right to speak and ask questions. In particular, he is authorized to set a reasonable time frame for the entire course of the Annual General Meeting, for individual agenda items and individual questions and speeches. This authorization also applies to the virtual Annual General Meeting.

The right to speak and the right to submit motions can only be exercised at the Annual General Meeting by means of video communication. It is intended that the chairman of the Annual General Meeting will stipulate in accordance with Section 131 para. 1f of the German Stock Corporation Act (AktG) that all types of the right to information pursuant to Section 131 Of the German Stock Corporation Act (AktG) can only be exercised at the Annual General Meeting by means of video communication via the Company's password-protected Annual General Meeting portal at [↗ https://en.dmgmori-ag.com/investor-relations/annual-general-meeting](https://en.dmgmori-ag.com/investor-relations/annual-general-meeting). No other submission of questions by means of electronic or other communication is intended either before or during the Annual General Meeting.

The general rights to refuse to provide information pursuant to Section 131 para. 3 of the German Stock Corporation Act (AktG) apply. The Executive Board may refrain from answering the questions, for example, because providing the information is likely to cause a significant disadvantage to the Company or an affiliated Company according to sound business judgment (e.g. no disclosure of business secrets) or because it would make itself liable to prosecution by providing the information.

## **11// 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](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.

**12// Information concerning rights of shareholders under Section 122 para. 2, Section 126 para. 1, Section 127 and Section 131 para. 1 of the German Stock Corporation Act (AktG)**

***a) Motions to add items to the agenda at the demand of a minority pursuant to Section 122 para. 2 of the German Stock Corporation Act (AktG)***

Shareholders whose shares represent in aggregate the proportionate amount of € 500,000.00 of the share capital, corresponding to 192,308 no-par value shares, may demand that items be put on the agenda and published. The demand must be sent in writing to the Company's Executive Board and must be received by the Company not later than **30 March 2024, 24:00 hours (CEST)** (receipt by the Company). Each new agenda item must be accompanied by a statement of reasons or a proposed resolution. Demands by shareholders for an addition to the agenda pursuant to Section 122 para. 2 of the German Stock Corporation Act (AktG) must be sent to the Executive Board at following address of the Company:

DMG MORI AKTIENGESELLSCHAFT  
Executive Board  
– Office of the CEO –  
Gildemeisterstraße 60  
33689 Bielefeld  
Germany

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board decides on the request. § Section 70 of the German Stock Corporation Act (AktG) applies when calculating the shareholding period. The day of receipt of the request is not included in the calculation. A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day shall not be considered. Sections 187 to 193 of the German Civil Code (BGB) shall not apply accordingly.

Additions to the agenda that the Company is obliged to publish will be published in the Federal Gazette promptly following receipt of the request. They will also be published on the Internet at ↗ <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> and communicated to the shareholders.

The proposed resolution published in connection with a permissible addition to the agenda will be voted on during the Annual General Meeting.

***b) Countermotions and election proposals from shareholders pursuant to Sections 126 para. 1 and 127 of the German Stock Corporation Act (AktG)***

Shareholders may submit countermotions to proposals by the Executive Board and/or Supervisory Board on specific items on the agenda as well as nominations for the election of Supervisory Board members or auditors.

In accordance with Sections 126 and 127 of the German Stock Corporation Act (AktG), countermotions and election proposals to be made accessible will be published by the Company on the Internet at <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting> if they are sent to the following address with proof of shareholder status by **15 April 2024, 24:00 hours (CEST)** (receipt by the Company) at the latest:

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

Countermotions or election proposals addressed otherwise will not be considered.

The exclusions set out in Section 126 para. 2 of the German Stock Corporation Act (AktG) apply.

Countermotions and election proposals that must be made accessible in accordance with Section 126 or Section 127 of the German Stock Corporation Act (AktG) are deemed to have been submitted at the time of publication in accordance with Section 126 para. 4 of the German Stock Corporation Act (AktG). Voting rights can be exercised for these after proper registration in the ways described above (see item 3 above). 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.

Any comments by the management will also be published at the aforementioned internet address after 15 April 2024.

### **13// Notes on data protection**

If you register for the Annual General Meeting or issue a proxy, we will collect the personal data about you and/or your proxy holder that you provide to us when you register. This is done to enable shareholders to exercise their voting rights and other exercisable shareholder rights.

DMG MORI AKTIENGESELLSCHAFT processes your data as the controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of your personal data and your rights under the GDPR can be found on the Internet at ↗ <https://en.dmgmori-ag.com/data-privacy-information>.

### **14// Publications on the website**

The content of this notice convening the Annual General Meeting, including the explanations about what happens if no resolution is to be adopted on an agenda item, the documents to be made available to the meeting, the total number of shares and voting rights at the date of the notice convening the Annual General Meeting and the demands of shareholders for additions to the agenda within the meaning of Section 122 para. 2 of the German Stock Corporation Act (AktG) that the Company is obliged to make available to the meeting without delay, as well as a variety of other information about the Annual General Meeting are also available on the Company's website at ↗ <https://en.dmgmori-ag.com/investor-relations/annual-general-meeting>.

Bielefeld, Germany, March 2024

DMG MORI AKTIENGESELLSCHAFT

The Executive Board

