

**Internal Rules of Procedure
for the Aufsichtsrat (“Supervisory Board”) of**

DMG MORI

AKTIENGESELLSCHAFT

As amended in: May 2023

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The Aufsichtsrat (hereinafter “Supervisory Board“) of DMG MORI AKTIENGESELLSCHAFT adopted the following Internal Rules of Procedure in its meeting on 25 May 2023:

§ 1

Basic principles

The Supervisory Board performs its tasks in accordance with the statutory provisions, the Articles of Association and these Internal Rules of Procedure. All members of the Supervisory Board have the same rights and duties unless otherwise provided for by law, the Articles of Association or these Internal Rules of Procedure; they are not bound to instructions.

§ 2

Supervisory Board membership

1. Each member of the Supervisory Board is expected to have the expertise, skills and professional experience required for the proper performance of his tasks and to be sufficiently independent. Each member of the Supervisory Board ensures that he is able to devote sufficient time to the performance of his mandate.

The members of the Supervisory Board ensure in their own responsibility their participation in training and further education measures required for performing their tasks.

2. A Supervisory Board member who is at the same time a member of the Vorstand (hereinafter “Executive Board“) of a listed company is expected to hold no more than a total of three supervisory board mandates in listed companies outside the group or in supervisory bodies of companies outside the group where similar requirements have to be met.
3. The Supervisory Board is expected to comprise no more than two former members of the Executive Board of the company. The members of the Supervisory Board are expected not to exercise any executive functions or advisory tasks with key competitors of the company.
4. The preceding rules must be considered when proposing persons for appointment to the Supervisory Board. Only persons who have not reached the age of 75 shall be proposed for appointment to the Supervisory Board.

§ 3

Election of the Chairman, his deputy and committee members

1. The Articles of Association provide that the Supervisory Board, immediately after the commencement of its term of office and in a meeting to be called in writing, elects for the term of its office from among its number and according to the procedure prescribed in § 27 of the MitbestG (German Co-determination Act) the Chairman of the Supervisory Board and the first deputy as well as the members of the committee under § 27 subs. 3 MitbestG.
2. Should the Chairman of the Supervisory Board or his deputy resign before the expiry of the term of office, any member of the Supervisory Board may demand a by-election to take place without undue delay (“unverzüglich”). This also applies in the event that the Chairman of the Supervisory Board or the first deputy should be prevented from exercising his office over a longer period of time.
3. The Supervisory Board may appoint from among its number additional deputies to the Chairman by a simple majority of the votes cast.
4. The Chairman of the Supervisory Board exercises the functions and safeguards the interests of the Supervisory Board in the external relationships with third parties.

§ 4

Meetings and resolutions

1. The meetings of the Supervisory Board are called by the Chairman of the Supervisory Board and are held at the registered office of the company or at another place to be announced in the invitation; § 110 subs. 3 AktG (German Stock Corporation Act) must be observed.
2. The invitation to the meetings must be in writing, stating the place and time of the meeting and the proposed agenda whereby the documents to be discussed in the meeting must be enclosed and the invitation must be sent in due time such that, as a rule, a period of fourteen days – but at least seven days – is left between the invitation and the date of the

meeting. The invitation documents shall state the individual agenda items clearly to enable any members not present at the meeting to exercise their right to cast their votes in writing. In urgent cases, the Chairman of the Supervisory Board is entitled to reasonably shorten the aforesaid notice period and call the meeting orally, by phone or fax or by other common communication means such as email. Cases are deemed to be urgent in the aforesaid sense if, in the reasonably exercised discretion of the Chairman of the Supervisory Board, the discussion of the matter cannot be postponed, especially in situations where compliance with the period for calling a meeting stipulated in the preceding sentence 1 may bring about serious adverse consequences for the company.

3. Items, such as items for discussion and proposed resolutions, which the members of the Supervisory Board have communicated to the Chairman of the Supervisory Board no later than ten days before the meeting must be included in the agenda.
4. The meetings of the Supervisory Board are held at the registered office of the company or at another place to be announced in the invitation and are, as a rule, held as meetings with the members being present in person. On the initiative of the Chairman, meetings of the Supervisory Board may also be held by way of video conference or telephone conference or by individual members of the Supervisory Board being connected to the meeting by video transmission or by telephone, provided that in such cases resolutions may also be adopted in the video conference or by video transmission or telephone.
5. The Chairman of the Supervisory Board or, if he is prevented from attending the meeting, the deputy presides over the meeting. The Chairman of the Supervisory Board decides on the order of the items on the agenda and on the manner of voting.
6. The quorum of the Supervisory Board is determined according to the law and the Articles of Association. Unless otherwise stipulated in the Articles, by law or the Rules of Procedure, the Supervisory Board adopts its resolutions by simple majority. Supervisory Board members abstaining from voting do not take part in the voting; they are not counted for the determination of the results of the voting. The provisions of § 29 MitbestG (German Co-determination Act) shall remain unaffected.
7. Subsequent voting by absent members of the Supervisory Board for resolutions that have been adopted in a meeting is permissible within an adequate period to be determined by the Chairman.

Resolutions on agenda items that have not been communicated to all Supervisory Board members at least seven days before the meeting may only be adopted if no Supervisory Board members object.

In this case, Supervisory Board members who were not present at the meeting must be given the opportunity to subsequently object to the adoption of the resolution within an adequate period to be determined by the Chairman. The resolution takes effect only when the Supervisory Board members who were not present at the meeting have not objected within the aforesaid period.

8. On the Chairman's initiative, the Supervisory Board may also adopt resolutions outside the meetings, by written vote or by votes cast by fax or email or by votes cast by telephone or in a video conference.
9. The members of the Executive Board take part in the meetings of the Supervisory Board unless the Supervisory Board decides otherwise in individual cases. The Chairman may admit experts or other persons providing information to the meeting of the Supervisory Board unless the Supervisory Board opposes their attendance. The Chairman may also entrust a secretary with the keeping of the minutes of the meeting and admit auxiliary persons (e.g. translators) to the meeting.
10. Minutes must be prepared of the meetings of the Supervisory Board which have to be signed by the Chairman. The minutes must state the place and date of the meeting, the participants, the agenda items, the main content of the discussions and the resolutions adopted by the Supervisory Board. The minutes must be delivered to all members of the Supervisory Board as well as to the Executive Board usually within a period of four weeks. The minutes must be submitted for approval at the next meeting of the Supervisory Board.
11. Resolutions that have been adopted in accordance with section 8 without calling a meeting are to be confirmed by the Chairman and must be included in the minutes of the next meeting.
12. Insofar as the participation in meetings and/or voting takes place via video conference, telephone conference or other telecommunication means in accordance with these Internal Rules of Procedure, each member of the Supervisory Board who participates in such a

way is obliged to carefully ensure confidentiality, in particular to prevent third parties from listening to or watching the meeting. The company will ensure by appropriate measures that the video or telephone conferences it provides correspond to state-of-the-art standards in terms of telecommunications security.

§ 5

Obligation of secrecy

1. Each member of the Supervisory Board is obliged to maintain secrecy about all confidential information and secrets of the company, in particular about trade and business secrets, that become known to him by his work in the Supervisory Board, even after the end of term of office as a member of the Supervisory Board. If a Supervisory Board member wants to disclose to third parties information which cannot be ruled out with certainty that is confidential or concerns company secrets, such member is obliged to inform the Chairman of the Supervisory Board beforehand and give him the opportunity to comment on the intended disclosure. Each member of the Supervisory Board is obliged to ensure that any employees involved by him likewise comply with this obligation of secrecy. Upon expiry of the term of office, all confidential information must be returned to the Chairman of the Supervisory Board. Where, due to the nature of the confidential documents, it is impossible to return them (e.g. emails or files), the respective member of the Supervisory Board, at the request of the Chairman of the Supervisory Board, is obliged to delete or otherwise properly destroy the relevant documents and confirm the deletion or destruction to the Chairman of the Supervisory Board.

The obligation to return, delete or destroy confidential documents does not apply as long as and to the extent that the respective member of the Supervisory Board has a legitimate interest in withholding the documents.

2. Written reports from the Executive Board to the Supervisory Board are handed out to the members of the Supervisory Board unless the Supervisory Board decides otherwise from time to time.

§ 6

Conflict of interests

1. Each member of the Supervisory Board is obliged to disclose any conflicts of interests, especially those which may result from an advisory or executive function exercised for customers, suppliers, lenders or other third parties, to the Supervisory Board without undue delay (“unverzüglich”). The procedure for disclosure is to be agreed with the Chairman of the Supervisory Board.
2. Consultancy contracts and other contracts for work or services concluded between the company and a member of the Supervisory Board or a company in which the member of the Supervisory Board holds a direct or indirect share require the approval of the Supervisory Board. The Supervisory Board may only grant its consent if the activities performed under those contracts do not constitute real supervisory board activities in the classical sense.
3. The Supervisory Board is to report on any conflicts of interests that have arisen and their settlement in its report to be presented to the shareholders in the annual general meeting.
4. Where significant and not only temporary personal conflicts of interests occur with a member of the Supervisory Board, they shall lead to the termination of the office, e.g. by resignation.

§ 7

Committees

1. By virtue of the Articles of Association, the Supervisory Board is authorised to establish committees from among its members and to determine their tasks.
2. The committees fulfil on behalf of and as representatives acting for the Joint Supervisory Board the tasks assigned to them by these Internal Rules of Procedure and special resolutions adopted by the Supervisory Board within the framework of the statutory provisions.
3. For each committee, the Supervisory Board appoints a committee member chairman of the committee; this does not apply for the conciliation committee (§8) for which chairmanship

is by law assigned to the Chairman of the Supervisory Board. The respective chairman of the committee regularly reports to the Supervisory Board on the work of the committee. The Supervisory Board may also appoint another committee member as deputy chairman of a committee.

4. The chairman of the committee may consult members of the Supervisory Board who do not belong to the committee for advice. On the initiative of the relevant committee, Executive Board members, experts or other persons to be consulted may be called in to the committee meetings.
5. The committees of the Supervisory Board may adopt internal rules of procedure of their own with the consent of the Supervisory Board. If they do not adopt internal rules of procedure of their own, the provisions of these Internal Rules of Procedure adopted for the Supervisory Board apply accordingly.
6. Committees have a quorum when they consist of at least half of the members provided for in these Internal Rules of Procedure. If these Internal Rules of Procedure provide for a right of nomination on the basis of parity for a certain committee and if the committee is not composed accordingly, an appropriate number of the members on the bench which, due to the non-compliant composition, has a majority, will not exercise their voting rights.

§ 8

Conciliation committee

1. The conciliation committee according to § 27 subs. 3 MitBestG (German Co-determination Act) performs the tasks assigned to it by law.
2. The Chairman of the Supervisory Board, by virtue of his office, is member and chairman of the conciliation committee, the deputy chairman of the Supervisory Board is also member and deputy chairman of the conciliation committee.

§ 9

Personnel, nomination and remuneration committee

1. The Supervisory Board establishes a personnel, nomination and remuneration committee. The personnel, nomination and remuneration committee consists of six members. Both – the representatives of the shareholders and the representatives of the employees – should propose three members each for appointment to the personnel, nomination and remuneration committee.

2. The tasks assigned to the personnel, nomination and remuneration committee include but are not limited to the following:
 - a) Conclusion, amendments as well as termination of contracts with members of the Executive Board, provided the Supervisory Board plenum is responsible for remuneration issues;
 - b) Regular deliberations regarding long-term succession planning for the Executive Board and recommendations to the Supervisory Board on the appointment and dismissal of Executive Board members. At the time the appointment takes effect, the respective Executive Board member should not have exceeded the age of 70 years;
 - c) Review of the structure, size and composition of Executive Board and Supervisory Board as well as review of the expertise and knowledge of the Executive Board members;
 - d) Regular deliberations regarding the remuneration system for the company management including the key issues of the contracts as well as issue of appropriate recommendations in this respect, as well as recommendations to the Supervisory Board regarding the regular review of the remuneration system, the determination of the overall remuneration of the Executive Board members and remuneration adjustments, if any.
 - e) Approval of transactions according to § 13 of the internal rules of procedure of the company's Executive Board;
 - f) Grant of the Supervisory Board's approval in the cases specified in §§ 88, 89, 112, 114 and 115 AktG (German Stock Corporation Act);
 - g) Control of the efficiency of the work of the Supervisory Board. The efficiency review, in addition to the control of the quality criteria to be determined by the Supervisory Board, in particular pertains to the procedures in the Supervisory Board and the information flow and communication between the committees and the plenum as well as to timeous and sufficient supply of information to the Supervisory Board by the Executive Board. For such purpose, the Supervisory Board is to specify the information duties and reporting duties of the Executive Board in more detail.

3. The shareholders' representatives in the personnel, nomination and remuneration committee form at the same time the nomination committee. If only one representative of the shareholders is on the personnel, nomination and remuneration committee, the shareholders' representatives in the Supervisory Board appoint from among their number another member to the nomination committee. The nomination committee is responsible for submitting proposals for suitable candidates for the Supervisory Board to the Supervisory Board plenum which will in turn propose those members to the shareholders in the annual general meeting. At the time the appointment by the annual general meeting takes effect, the respective member of the Supervisory Board should not have exceeded the age of 75.

§ 10

Finance and audit committee

1. The Supervisory Board establishes a finance and audit committee. The finance and audit committee consists of six members. Both – the representatives of the shareholders and the representatives of the employees – should propose three members each for appointment to the finance and audit committee. The chairman is expected to have special expertise and experience in the application of accounting principles and internal control procedures. Neither the Chairman of the Supervisory Board nor any former member of the company's Executive Board whose appointment ended less than two years ago should be appointed chairman of the finance and audit committee.
2. The finance and audit committee is in particular responsible for monitoring the accounting process, the efficiency of the internal control system, the risk management and the internal auditing system, the audit of the financial statements and in particular the impartiality of the engaged auditor, the additional services rendered by the auditor, the engagement of the auditor, the determination of the key aspects of the audit and the fee agreement as well as for compliance control. The finance and audit committee discusses the half-yearly and quarterly financial reports with the Executive Board prior to publication.

§ 11

Calling of committee meetings

The meetings of the committees are called by the respective committee chairman. Each member is entitled to request the chairman to call a committee meeting whereby the member is to state the reason for the requested meeting. Meetings have to be called as often as this appears to be necessary. As a rule, the notice period should not be less than three working days ("Werktage").

§ 12

Quorum of the committees

1. The committees only have a quorum when all members participate. Resolutions of the committees are adopted with a simple majority of the votes unless the law or the Articles of Association provide otherwise. If a committee is unable to adopt a resolution on an issue assigned to it, such as on issues to be discussed or proposals for resolutions, this issue must be submitted to the Supervisory Board for decision without undue delay ("unverzüglich). As to the participation in the meetings and resolutions, the provisions of § 4 of these Internal Rules of Procedure apply accordingly.
2. Minutes must be kept of all committee meetings; § 4 no. 10 of these Internal Rules of Procedure applies accordingly.