

**Remuneration system for the members of the Supervisory Board  
of  
DMG MORI AKTIENGESELLSCHAFT**

- Publication pursuant to Section 113 (3) AktG -

Pursuant to Section 113 (3) AktG (German Stock Corporation Act), in the case of listed companies a resolution on the remuneration of the members of the Supervisory Board must be passed at least every four years. Also, a resolution confirming the existing remuneration is permissible.

The Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT last approved the remuneration system for the members of the Supervisory Board by resolution of 7 May 2021.

The remuneration system for Supervisory Board members is governed by Section 12 of the Articles of Association, which reads as follows:

*(1) Each member of the Supervisory Board shall receive – subject to the provisions of para. 2 hereinafter – in addition to the reimbursement of his expenses and including the value added tax applicable to the Supervisory Board remuneration, a fixed remuneration of € 60,000.00, which shall be payable at the end of the financial year.*

*(2) The chairman of the Supervisory Board shall receive 2½ times and each deputy shall receive 1½ times the compensation set forth in para. 1.*

*(3) Members of committees – with the exception of the committee governed by § 27 para. 3 of the Co-Determination Act and the nomination committee – shall receive an additional fixed remuneration of € 18,000.00 for every committee membership, and furthermore, committee chairmen shall receive an additional fixed remuneration of € 18,000.00 for each chairmanship and deputy chairmen of committees shall receive an additional € 6,000.00. The compensation pursuant to the foregoing sentence 1 is payable annually at the end of the financial year.*

*(4) Members of the Supervisory Board and committee members who were Supervisory Board or committee members merely for a portion of the financial year shall receive compensation on a pro rata temporis basis.*

*(5) The members of the Supervisory Board and its committees will receive a remuneration for attending meetings of the Supervisory Board and meetings of committees of the Supervisory Board in an amount of € 1,500.00 for each meeting attended by them as members.*

*(6) The Company may take out liability insurance to the benefit of the members of the Supervisory Board to cover the statutory liability of the members of the Supervisory Board. Furthermore, it may take out legal protection insurance to cover the risks of prosecution and defense arising in connection with the Supervisory Board work performed by the members of the Supervisory Board.*

*(7) This arrangement will for the first time apply for the financial year 2015.*

The remuneration for the members of the Supervisory Board set forth in Section 12 of the Articles of Association was still appropriate and did not require any adjustments. In particular, the remuneration system still complies with recommendation G.17 (taking into account the increased time required for chairmanship and deputy chairmanship of the Supervisory Board and its committees) and suggestion G.18 (fixed remuneration) of the German Corporate Governance Code.

Against this background, the Executive Board and the Supervisory Board proposed to the 123<sup>rd</sup> Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT to confirm the remuneration system for the members of the Supervisory Board as set out below and last approved by the Annual General Meeting by resolution of May 7<sup>th</sup>, 2021.

The 123<sup>rd</sup> Annual General Meeting of DMG MORI AKTIENGESELLSCHAFT approved the resolution under agenda item 4 with 99,94 % of the votes cast on May 9<sup>th</sup>, 2025.

## **1. Main features of the remuneration system for the members of the Supervisory Board of DMG MORI AKTIENGESELLSCHAFT**

The system for the remuneration of the members of the Supervisory Board is based on legal requirements and takes into account German and international corporate governance guidelines, in particular those of the German Corporate Governance Code. The Supervisory Board's remuneration system at DMG MORI AKTIENGESELLSCHAFT takes into account the responsibility and scope of the Supervisory Board's activities. The Supervisory Board contributes to the promotion of the business strategy and the long-term development of the Company through the supervision of the Executive Board which is incumbent upon it. The remuneration of the members of the Supervisory Board shall be balanced and commensurate with the responsibilities and tasks of the Supervisory Board members and the situation of the Company.

In accordance with the recommendation of the German Corporate Governance Code, the members of the Supervisory Board receive merely fixed remuneration to ensure the independence of the Supervisory Board. This is to enable an objective and neutral performance of the advisory and supervisory function as well as independent personnel and remuneration decisions. The workload and liability risk of the Supervisory Board members increases in difficult times, as there is a more intensive need for advice and supervision. The remuneration of the Supervisory Board is thus at the same time independent of the remuneration of the Executive Board, which is characterized by variable components.

The fixed remuneration increases for the Chairman of the Supervisory Board and his deputies as well as for committee memberships and the assumption of positions as committee chairman or deputy committee chairman. Such mandates require greater effort and are a prerequisite for the best possible advice to and supervision of the Executive Board. In accordance with the recommendation of the German Corporate Governance Code, the higher time expenditure of the chairperson and deputy chairpersons of the Supervisory Board as well as the chairpersons and members of committees (but not in the Mediation and Nomination Committee) shall be appropriately taken into account by a corresponding additional remuneration.

The members of the Supervisory Board shall receive an attendance fee in an appropriate amount. Participation by telephone, video conference or similar common means of communication shall also be entitled to a meeting allowance.

The members of the Supervisory Board shall be included in a pecuniary loss liability insurance policy maintained by the Company in the interest of and at the expense of the Company in an appropriate amount. In addition, legal expenses insurance may be taken out for the members of the Supervisory Board.

The Company shall reimburse each member of the Supervisory Board for his expenses and, if the relevant requirements are met, for the value added tax payable on his remuneration.

The Supervisory Board shall review at regular intervals, at the latest every four years, whether the remuneration of its members is appropriate, taking into account their tasks and the situation of the Company. The remuneration system for the Supervisory Board is presented to the Annual General Meeting at least every four years. If there is cause to adjust the remuneration system, corresponding proposals for amendments to Section 12 of the Articles of Association shall be submitted by the Executive Board and the Supervisory Board.

The rules for dealing with conflicts of interest set out in the rules of procedure for the Executive Board and the Supervisory Board are observed in the procedures for establishing, implementing, and reviewing the remuneration system.

## **2. Components of the Supervisory Board's remuneration system**

According to the principles described above, the remuneration of the Supervisory Board consists of a fixed remuneration, a likewise fixed remuneration for activities in committees and an attendance fee. The decisive factors of the remuneration system of the Supervisory Board are the time taken up by the members of the Supervisory Board as well as the Supervisory Board remuneration granted by other, comparable companies. A comparison with employee remuneration is out of the question due to the special nature of the Supervisory Board's activities as a supervisory body of the Executive Board.

The fixed annual remuneration of the members of the Supervisory Board differs in the amount for the Chairman (€ 150,000.00), his deputies (€ 90,000.00) and the other members (€ 60,000.00).

Committee members (except those of the Mediation and Nomination Committees) receive an additional fixed fee (€ 18,000.00) for each committee position. Chairpersons of committees shall also receive an additional fixed fee (€ 18,000.00) for each chairmanship. Vice-chairmen of committees (except those of the Mediation and Nominating Committees) shall receive an additional fixed fee (€ 6,000.00) for each vice-chairmanship.

All remuneration of the members of the Supervisory Board shall be paid annually after the end of the financial year.

Supervisory Board members who belong to the Supervisory Board for only part of the respective financial year receive pro rata remuneration.

In addition, the members of the Supervisory Board receive an attendance fee (€ 1,500.00) for each meeting of the Supervisory Board and its committees they have attended.