Board of Management Report

on Item 6 of the Agenda of the Annual Shareholders' Meeting on April 30, 2009 in compliance with Sec. 203 (2) and Sec. 186 (4) sentence 2 of the German Stock Corporation Act

Under Item 6 a) aa) of the Agenda the Board of Management proposes that, in appropriate application of Sec. 186 (3) sentence 4 of the German Stock Corporation Act, it be authorized to exclude shareholders' preemptive rights of subscription to new shares in the arithmetical nominal amount of up to ten percent of the capital stock, whereby the limit of ten percent may not be exceeded in aggregate, in other words including any other authorizations pursuant to Sec. 186 (3) sentence 4 of the German Stock Corporation Act. The possibility to exclude shareholders' preemptive rights of subscription on the basis of this authorization serves the Company's interest to be able to place shares with institutional investors for instance. Additional new groups of shareholders in Germany and abroad can be won in this way. The possibility to exclude shareholders' preemptive rights of subscription enables management to seize on opportunities arising from prevailing stock market conditions especially for a faster and less expensive placement without the time-consuming and costly procedure associated with a rights issue. When exercising the authorization, the Board of Management will fix the issue price of each new share so that any discount to the trading price will probably not exceed three percent, and at most will not exceed five percent of the then current quoted market price of the respective class of the Company's shares. This procedure will protect shareholders against any undue dilution of their ownership interest. To maintain their voting interest shareholders have the possibility to buy in the market.

The authorization to exclude shareholders' preemptive rights proposed under Item 6 a) bb) of the Agenda enables the Board of Management to have Company shares at its disposal at short notice to acquire companies or equity interests, placing the Company in a position to act swiftly and flexibly in the interests of its shareholders. This includes the possibility to acquire companies or equity interests to improve the Company's competitive position. It has to be expected that it may not be possible for the price of such acquisitions to be paid in cash without placing the Company's liquidity at risk. In comparable transactions it is therefore common for the consideration to be paid in the form of stock of the acquiring company. The proposed authorization is intended to provide Dürr Aktiengesellschaft with the necessary flexibility to be able to seize upon opportunities to acquire companies or equity interests quickly and flexibly as such opportunities arise.

The authorization to exclude shareholders' preemptive rights proposed under Item 6 a) cc) of the Agenda enables the Board of Management to grant Company stock to holders of convertible bonds and warrants in order to afford them, to the extent provided for in the respective conditions of issue of the bonds, in this way with protection against a dilution of their potential future shareholder status which they would otherwise suffer. Consequently, the granting of Company stock is only necessary on the scale to which holders of convertible bonds or warrants would be entitled after exercising their option or conversion rights.

The authorization to exclude shareholders' preemptive rights proposed under Item 6 a) dd) of the Agenda would take effect if preference shares are issued in future so that there would be another class of share besides the ordinary shares. If this is the case, and it is planned for additional new preference and ordinary shares to be issued from authorized capital in proportion to the share of the capital stock attributable to each class of share, the Board of Management will be authorized, subject to the consent of the Supervisory Board, to exclude a preemptive right of holders of ordinary shares to subscribe to the preference shares and of holders of preference shares to subscribe to the ordinary shares (so-called "exclusion of cross-subscription rights"). By excluding rights of subscription to the respective other class of share it is possible to take account of the existing shareholder structure and preserve the status quo of the shareholder groups in relation to each other.

The exclusion of shareholders' preemptive rights in respect of fractional amounts proposed additionally under Item 6 a) ee) of the Agenda enables the capital increase to be based on a round subscription ratio. This simplifies the handling of shareholders' subscription rights. The new shares representing fractional amounts excluded from shareholders' preemptive rights are either sold in the market or realized in some other way in the best interests of the Company.

Insofar as the exclusion of shareholders' preemptive rights is not in appropriate application of Sec. 186 (3) sentence 4 of the German Stock Corporation Act the Board of Management will fix the issue price of the new shares reasonably taking the interests of the Company and its shareholders and the respective purpose into account.

Stuttgart, March 2009

Dürr Aktiengeselslchaft

Ralf Dieter Ralph Heuwing