



**Dürr Aktiengesellschaft**

Registered Office: Stuttgart  
Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen

- WKN 556 520 -  
- ISIN DE 0005565204 -

**Dear Shareholders,**

You are hereby invited to our

**23<sup>rd</sup> Annual General Meeting**

**on Friday, April 27, 2012, at 11.00 a.m.,**  
in the Foyer of the Head Office Building  
of Dürr Aktiengesellschaft,  
Carl-Benz-Strasse 34,  
74321 Bietigheim-Bissingen  
(admission from 10.00 a.m. onwards)

**Agenda**

- 1. Presentation of the adopted annual financial statements and the management report, the consolidated financial statements approved by the Supervisory Board, the Group management report and the report of the Supervisory Board, in each case for the 2011 fiscal year, together with the Board of Management's explanatory report on the disclosures pursuant to Sections 289 (4) and (5) and 315 (4) of the German Commercial Code (HGB) for the 2011 fiscal year**

The aforesaid documents are available for inspection at the offices of Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, and are published on and can be downloaded from the Company's website at [www.durr.com](http://www.durr.com) – Investor Relations – Annual General Meeting. Copies of the documents will be provided on request to any shareholder without delay and free of charge. Explanatory statements why it is proposed that no resolution be passed on this item of the Agenda are also published on the Company's website at the aforesaid Internet address.

## **2. Appropriation of net retained profit**

The Board of Management and the Supervisory Board propose that the Company's net retained profit of EUR 76,962,151.04 reported for the 2011 fiscal year be appropriated as follows:

- |   |                   |
|---|-------------------|
| - Payment of a dividend of EUR 1.20<br>per share (ISIN DE 0005565204) on<br>17,300,520 shares | EUR 20,760,624.00 |
| - Balance to be carried forward   | EUR 56,201,527.04 |

## **3. Ratification of the acts of the members of the Board of Management for fiscal 2011**

The Supervisory Board and the Board of Management propose that the acts of the Board of Management be ratified.

## **4. Ratification of the acts of the members of the Supervisory Board for fiscal 2011**

The Board of Management and the Supervisory Board propose that the acts of the Supervisory Board be ratified.

## **5. Appointment of the independent auditor for fiscal 2012**

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed as independent auditor for fiscal 2012.

## **6. Elections to the Supervisory Board**

The Supervisory Board is comprised as provided for in Sections 96 (1) and 101 (1) of the German Stock Corporation Act and Sections 1, 6 and 7 of the German Codetermination Act and consists of twelve members, of whom six members are elected by the employees and six members are elected by the shareholders.

Joachim Schielke has given notice by letter dated February 14, 2012 of his resignation from office on the Supervisory Board with effect as of the close of the Annual General Meeting 2012. It is therefore proposed to elect a successor to Mr. Schielke at the Annual General Meeting.

The members of the Supervisory Board representing the shareholders are elected by the Annual General Meeting. The Annual General Meeting is not bound by election proposals.

The Supervisory Board proposes to the Annual General Meeting that the following person be elected to the Supervisory Board as representative of the shareholders with effect as from the close of the Annual General Meeting 2012:

Mr. Klaus Eberhardt, Chairman of the Executive Board of Rheinmetall AG, Düsseldorf, resident in Düsseldorf.

Mr. Eberhardt holds seats on the following supervisory boards required by law stated under letter a) and on the following comparable German and foreign supervisory or administrative bodies of commercial enterprises stated under letter b):

- a) - KSPG AG, Neckarsulm (Chairman)
  - MTU Aero Engines Holding AG, Munich (Chairman)
  - MTU Aero Engines GmbH, Munich (Chairman)
- b) - Rheinmetall MAN Military Vehicles GmbH, Munich (Chairman of the Supervisory Board)
  - Hirschmann Automotive GmbH, Rankweil, Austria (Member of the Supervisory Board)

In accordance with Article 10 (3) of the Articles of Incorporation, election is for the resigning member Mr. Joachim Schielke's remaining term of office, namely until the close of the Annual General Meeting in 2016.

### **Documents available for examination**

The following documents will be available for inspection by shareholders at the Company's website ([www.durr.com](http://www.durr.com) – Investor Relations – Annual General Meeting) from the time when the Annual General Meeting is called until the close of the Annual General Meeting:

- The adopted annual financial statements, the approved consolidated financial statements, the management report, the Group management report, the report of the Supervisory Board, in each case for the 2011 fiscal year, and the Board of Management's explanatory report on the disclosures pursuant to Sections 289 (4) and (5) and 315 (4) of the German Commercial Code (HGB) for the 2011 fiscal year (Item 1 of the Agenda),
- The Board of Management's proposal on the appropriation of net retained profit (Item 2 of the Agenda)

The aforesaid documents will also be available for inspection by shareholders at the Company's offices (Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen) from the time when the Annual General Meeting is called until the close of the Annual General Meeting. Copies of all the aforesaid documents will be provided on request to any shareholder without delay and free of charge.

### **Total number of shares and voting rights at the time of calling the Annual General Meeting**

The Company's capital stock amounts to EUR 44,289,331.20 and is divided into 17,300,520 shares. Each share confers one vote. The total number of shares and voting rights at the time of calling the Annual General Meeting is therefore 17,300,520.

### **Participation in the Annual General Meeting**

Shareholders will be entitled to attend the Annual General Meeting and to exercise their voting right only if, in accordance with Article 17 of the Articles of Incorporation, they have registered with the Company in due time and have furnished proof to the Company of their right to attend the Annual General Meeting and to exercise their voting right. The registration application must be submitted in text or written form and must be in German or English.

Proof of the right to attend the Annual General Meeting and to exercise the voting right is to be provided in the form of a special proof of the shareholding issued in text form by the custodian institution. The special proof of the shareholding issued by the custodian institution must be in German or English, must relate to the beginning of the day of April 6, 2012 (i.e. April 6, 2012, 0.00 hours) ("time of proof"), and must be received by the Company together with the registration application at the following address by no later than the end of the day of April 20, 2012 (i.e. no later than April 20, 2012, 24.00 hours):

Dürr Aktiengesellschaft  
c/o Landesbank Baden-Württemberg  
Abteilung 4027 H – Hauptversammlungen  
Am Hauptbahnhof 2  
70173 Stuttgart  
Fax: +49 (0)711 127-792 64  
E-mail: HV-Anmeldung@LBBW.de

The rights in the foregoing sense are based solely and exclusively on the shareholder's shareholding as of the time of proof without implying that this imposes a block on the sale of the shareholding. If the shareholding is sold in full or in part after the time of proof, the shareholding as of the time of proof shall be the sole relevant basis for the rights; in other words, shares sold or purchased after the time of proof have no effect on the right to attend the Annual General Meeting and to exercise the voting rights.

### **Exercise of voting rights by proxy**

Shareholders who cannot or do not wish to attend the Annual General Meeting themselves may exercise their voting rights through a proxy, including an association of shareholders, by issuing an appropriate authorization. Issuance of the proxy authorization, its revocation, and proof of the authorization to the Company must be in text form. A form that can be used to issue the proxy authorization will be distributed to shareholders together with the admission ticket for the Annual General Meeting. The form will also be provided on request to any shareholder without delay and free of charge. The request is to be addressed to:

Dürr Aktiengesellschaft  
Legal Department  
Carl-Benz-Strasse 34  
74321 Bietigheim-Bissingen  
Fax: +49 (0)7142 78-1473

Proof of the authorization can be transmitted to the Company by e-mail to the following e-mail address: hv2012@durr.com. No further proof of the authorization is required if the proof of the authorization is submitted electronically in the aforesaid manner.

As an exception to the foregoing principle, no formal requirements for the proxy authorization are stipulated by law or by the Company's Articles of Incorporation if a

bank, a shareholders' association, or another entity of equivalent status for the purposes of Section 135 of the German Stock Corporation Act is authorized as proxy. However, we would draw your attention to the fact that in these cases the banks, shareholders' associations, or the entities of equivalent status to be authorized as proxies might require a specific form of authorization since Section 135 of the German Stock Corporation Act requires that they record the proxy authorization in verifiable form. Shareholders wishing to appoint a bank, a shareholders' association, or an entity of equivalent status for the purposes of Section 135 of the German Stock Corporation Act as proxy should therefore consult them about any formal requirements for the proxy authorization that might be necessary.

As in previous years, the Company offers its shareholders the possibility to authorize a proxy nominated by the Company, who may exercise the voting rights only on the strength of specific voting instructions issued by the shareholder, already before the Annual General Meeting. To authorize the proxy nominated by the Company, shareholders must be in possession of an admission ticket to the Annual General Meeting. Issuance of the authorization to the proxy nominated by the Company, its revocation, and the issuance of instructions must be in text form. Shareholders will receive a proxy authorization form and further information together with the admission ticket for the Annual General Meeting.

### **Shareholder rights pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Act**

Pursuant to Section 122 (2) of the German Stock Corporation Act, shareholders whose shares equal the aggregate of one twentieth of the capital stock or the pro rata nominal amount of EUR 500,000.-- may request that items of business be placed on the agenda and be announced ("supplementary motion"). Such requests must be received by the Company in writing at the following address by no later than Tuesday, March 27, 2012, 24.00 hours:

Dürr Aktiengesellschaft  
Legal Department  
Carl-Benz-Strasse 34  
74321 Bietigheim-Bissingen

Pursuant to Section 126 (1) of the German Stock Corporation Act, any shareholder can submit a counter motion to a proposal of the Board of Management and the Supervisory Board on a specific item of the agenda. A counter motion must be

published on the Company's website, as regulated in Section 126 (1) and (2) of the German Stock Corporation Act, if it is received by the Company at the address stated below by no later than Thursday, April 12, 2012, 24.00 hours.

In addition, as regulated in Section 127 of the German Stock Corporation Act, any shareholder may submit an election proposal for the election of members of the Supervisory Board or for the appointment of the independent auditor. The election proposal must be published on the Company's website, as regulated in Sections 127 and 126 (1) and (2) of the German Stock Corporation Act, if it is received by the Company at the address stated below by no later than Thursday, April 12, 2012, 24.00 hours.

We will publish counter motions or election proposals received in due time on our website at [www.durr.com](http://www.durr.com) – Investor Relations – Annual General Meeting provided they comply with the statutory requirements. Any comments by the Company's corporate bodies will also be published on our website at the above Internet address. Supplementary motions that are received in due time will be published provided they comply with the statutory requirements.

All shareholder counter motions and election proposals must be directed solely to the following address:

Dürr Aktiengesellschaft  
Legal Department  
Carl-Benz-Strasse 34  
74321 Bietigheim-Bissingen  
Fax: +49 (0)7142 78-1473  
E-mail: [hv2012@durr.com](mailto:hv2012@durr.com)

We would point out, in accordance with Section 121 (3) No. 3 of the German Stock Corporation Act, that every shareholder must at their request be given information at the Annual General Meeting by the Board of Management on the Company's affairs to the extent that this is necessary to form an appropriate opinion on items of the agenda (Section 131 (1) of the German Stock Corporation Act). The right to information can be exercised at the Annual General Meeting without prior notification or other communication being required.

Further explanations and information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Act can

be found on the Company's website at [www.durr.com](http://www.durr.com) – Investor Relations – Annual General Meeting.

**Reference to the Company's website and the information available there pursuant to Section 124a of the German Stock Corporation Act**

The information on the Annual General Meeting pursuant to Section 124a of the German Stock Corporation Act can be found on the Company's website at [www.durr.com](http://www.durr.com) – Investor Relations – Annual General Meeting.

Bietigheim-Bissingen, March 2012

Dürr Aktiengesellschaft with registered office in Stuttgart  
- The Board of Management –

***Please note:***  
**This is a convenience translation. Only the German text is legally binding.**