



**Dürr Aktiengesellschaft**  
with registered office in Stuttgart

WKN 556 520 – ISIN DE 0005565204

**24<sup>th</sup> Annual General Meeting on April 26, 2013**

**Explanatory statement on Item 1 of the Agenda in accordance with Section 124 a sentence 1 No. 2 of the German Stock Corporation Act (AktG)**

No resolution is passed on Item 1 of the Agenda “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 2012 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 2012 fiscal year” for the following reasons:

1. Section 175 of the German Stock Corporation Act provides for the Annual General Meeting to take delivery of the adopted annual financial statements, the management report and, in the case of a group holding company, also the consolidated financial statements approved by the Supervisory Board and the Group management report. A resolution by the Annual General Meeting of Dürr Aktiengesellschaft in respect of these documents is not necessary. The annual financial statements of Dürr Aktiengesellschaft for the 2012 fiscal year have been approved by the Supervisory Board and were thereby adopted. A special case as provided for in Section 173 of the German Stock Corporation Act, where the Board of Management and the Supervisory Board decide to leave the adoption of the annual financial statements to the Annual General Meeting, is not given.
2. A resolution by the Annual General Meeting in respect of the Report of the Supervisory Board is not necessary either. Section 171 (2) of the German Stock Corporation Act requires that the Supervisory Board report in writing to the Annual General Meeting. The report is to inform the shareholders and the public about the result of the Supervisory Board’s examination of the financial statement documents. Furthermore, the report is an account by the Supervisory Board regarding its own activities. A resolution on the Report of the Superviso-

ry Board by the Annual General Meeting is not provided for by law. The Chairman of the Supervisory Board will give explanatory comments on the report at the Annual General Meeting.

3. Finally, no resolution is required by law on 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). The report has only to be presented to the Annual General Meeting and be made available.

Bietigheim-Bissingen, March 18, 2013

Dürr Aktiengesellschaft  
-The Board of Management-

Ralf Dieter – Ralph Heuwing

***Please note:***

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