



## **Dürr Aktiengesellschaft**

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

- WKN 556 520 -  
- ISIN DE0005565204 -

**Dear Shareholders,**

You are hereby invited to our

### **24<sup>th</sup> Annual General Meeting**

**on Friday, April 26, 2013, 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 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**

The aforesaid documents as well as the Board of Management's proposal on the appropriation of net retained profit and the documents on Items 7, 9, 10 and 11 of the Agenda are available for inspection at the offices of Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, and are pub-

lished 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 113,005,980.56 reported in the annual financial statements of Dürr Aktiengesellschaft for the 2012 fiscal year be appropriated as follows:

- Payout of a dividend of EUR 2.25 per share (ISIN DE0005565204) on  
17,300,520 shares EUR 38,926,170.00
  
- Balance to be carried forward EUR 74,079,810.56

## **3. Ratification of the acts of the members of the Board of Management for fiscal 2012**

The Supervisory Board and the Board of Management propose that the acts of the Board of Management for fiscal 2012 be ratified.

## **4. Ratification of the acts of the members of the Supervisory Board for fiscal 2012**

The Board of Management and the Supervisory Board propose that the acts of the Supervisory Board for fiscal 2012 be ratified.

## **5. Election of the independent auditor for fiscal 2013**

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be elected as independent auditor for fiscal 2013. The latter will also audit intra-year financial reports if any such reports are prepared.

## **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 Co-determination Act and consists of twelve members, of whom six members are elected by the employees and six members are elected by the shareholders.

The Chairman of the Supervisory Board, Dr.-Ing. E.h. Heinz Dürr, has given notice of resignation from office on the Supervisory Board by letter of February 20, 2013 with effect as of the close of the Annual General Meeting 2013. Accordingly, a successor to Dr.-Ing. E.h. Dürr is to be elected at the Annual General Meeting. The Supervisory Board has meanwhile appointed Dr.-Ing. E.h. Dürr as Honorary Chairman of the Supervisory Board for life.

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 Dr. Herbert Müller, attorney-at-law, resident in Hessigheim, be elected as successor to Dr.-Ing. E.h. Heinz Dürr as a member of the Supervisory Board of the shareholders with effect as from the close of the Annual General Meeting 2013.

In accordance with Article 10 (3) of the Articles of Incorporation, election is for the resigning member Dr.-Ing. E.h. Heinz Dürr's remaining term of office, namely until the close of the Annual General Meeting in 2016.

Dr. Müller is neither a member of other supervisory boards required by law or any comparable German or foreign supervisory or administrative bodies of commercial enterprises nor is he engaged in personal or business relations with the Company, its control bodies or a shareholder with a substantial stake in the Company.

A curriculum vitae of the candidate nominated for election is published on and can be downloaded from the Company's website at [www.durr.de](http://www.durr.de) – Investor Relations – Annual General Meeting.

After the Annual General Meeting, Supervisory Board member Klaus Eberhardt is to be elected Chairman of the Supervisory Board.

**7. Resolution on revocation of the current authorization to issue convertible bonds, option bonds, profit participation rights, profit participation bonds or of combinations of such instruments as well as the issuance of an appropriate new authorization, the revocation of the past contingent capital and the creation of a new Contingent Capital as well as an amendment to the Articles of Incorporation to that effect**

The Annual General Meeting of April 30, 2010 had requested the Board of Management under item 7 of the Agenda at the time, with the approval of the Supervisory Board, to issue convertible bonds, option bonds, profit participation rights, profit participation bonds or combinations of such instruments to the relevant bearer by April 29, 2015 (“bonds”) and to grant the holders or creditors of convertible or option bonds conversion or option rights to new bearer shares in the form of common shares of Dürr Aktiengesellschaft (“Authorization 2010”). To this end, the capital stock was increased (“Contingent Capital 2012”). No bonds have thus far been issued on the basis of the authorization of 2010.

To standardize the diverging durations in the past for authorizing the issuance of bonds in addition to contingent capital and for authorizing the acquisition of treasury shares (see item 9 of the Agenda below) as well as for authorizing the Board of Management to increase the capital stock from authorized capital (see item 10 of the Agenda below) and for adjustment to changed practices prevailing on the capital market, the authorization conferred at the Annual General Meeting held on April 30, 2010 (item 7 of the Agenda at the time) is to be revoked and an appropriate new authorization for the issuance of bonds is to be adopted. Since no bonds were issued on the basis of the authorization of 2010, the contingent capital 2010 will no longer be needed and is to be replaced by new Contingent Capital.

Accordingly, the Board of Management and the Supervisory Board propose that the following resolution be adopted:

**a) Revocation of the authorization 2010 and adoption of a new authorization for the issuance of convertible bonds, option bonds, profit participation rights, profit participation bonds, or of combinations of such instruments**

The resolution adopted at the Annual General Meeting on April 30, 2010 on item 7 of the Agenda concerning the authorization for the issuance of

convertible or option bonds, profit participation rights or profit participation bonds (or of combinations of such instruments) is revoked.

The Board of Management is authorized, with the consent of the Supervisory Board, to issue bearer convertible bonds, option bonds, profit participation rights, profit participation bonds or combinations of such instruments (collectively referred to as “bonds”) by April 25, 2018, on one or several occasions, with or without a limit being imposed on their duration, in the total nominal amount of up to EUR 800,000.000.00 and to grant the holders or creditors of convertible or option bonds conversion or option rights to new bearer shares in the form of common bearer shares of Dürr Aktiengesellschaft (“bearer shares”) with a prorated amount of the capital stock totaling up to EUR 22,144,665.60. Issuance may also be effected against (non-cash) contributions in kind.

The bonds may be issued in EUR or – in the corresponding equivalent value – in some other statutory currency, for instance of an OECD country. If the borrowing process serves the Group’s financing interests, the bonds may also be issued by direct or indirect Group companies. In such a case, the Board of Management is authorized, with the consent of the Supervisory Board, to assume the guarantee for the bonds on behalf of Dürr Aktiengesellschaft and – if the bonds grant conversion or option rights to bearer shares – to grant the holders such conversion or option rights.

The individual issues are to be divided up into partial bearer bonds on an equal footing.

In the event of convertible bonds being issued, the holders will be entitled to convert their partial bearer bonds into bearer bonds in accordance with the terms and conditions of the bond issue. The exchange ratio is derived by dividing the nominal amount of a partial bond by the fixed conversion price for a bearer share. The exchange ratio may be rounded upward or downward to full integers; moreover, an additional payment to be made in cash may be stipulated. Furthermore, it may be provided for fractions to be combined and/or settled in cash. The prorated amount of the capital stock of the bearer shares to be issued on conversion may not exceed the nominal amount of the convertible bonds. The terms and conditions of the convertible bond issue may also provide for compulsory conversion at the end of the duration (or at an earlier point in time).

In the event that option bonds are issued, one or several warrants will be added to each partial bearer bond, entitling the bearer to subscribe to bearer shares in accordance with the terms and conditions of the option (“option right”). The notional nominal amount of the bearer bonds to be subscribed to for each partial bearer bond must not exceed the nominal amount of the partial bearer bond. The conversion ratio may be rounded to an option ratio consisting of integers. Furthermore, it may be provided for fractions to be combined and/or settled in cash.

The terms and conditions of bonds that grant or stipulate a conversion right, mandatory conversion and/or an option right may specify in each case that in the event of a conversion or exercise of an option, the Company’s treasury shares may also be granted. Furthermore, it may be provided that the Company does not grant bearer shares to the person entitled to conversion or to option rights and to the person obliged to carry out the conversion but to pay the equivalent in cash.

The conversion or option price to be fixed from time to time for a bearer share amounts to at least 100% of the volume-weighted average price (“VWAP”) of all trades of Dürr Aktiengesellschaft stock in the XETRA trading system on the Frankfurt Securities Exchange (or in some comparable successor system) determined on the day of placement until the price fixing or – in the event that a subscription right is granted – at least 100% of the volume-weighted average price of all trades of Dürr Aktiengesellschaft stock in the XETRA trading system on the Frankfurt Securities Exchange (or in some comparable successor system) determined on the final day of the subscription period in which the subscription rights to the convertible or option bonds are traded on the Frankfurt Securities Exchange. Section 9 (1) of the German Stock Corporation Act (*Aktien-gesetz*) shall not be affected by the above.

The conversion or option price per bearer share is reduced in accordance with the terms and conditions of the convertible bond or option if, during the conversion or option period, the Company increases the capital stock, granting a subscription right to its shareholders, or issues additional convertible or option bonds and does not grant the holders of existing conversion or option rights a subscription right to an extent they would have been entitled after exercising the conversion or option right. The amount by which the conversion or option price per bearer share is reduced (“reduction amount”) must correspond to the value of the subscription right

per bearer share arising from the capital increase effected during the conversion or option period or, in the event of additional convertible or option bonds being issued during the conversion or option period, to the value of the subscription right per conversion or option right. If the reduction amount cannot be clearly calculated, the Board of Management and the Supervisory Board will be required to obtain an expert opinion from an investment bank acknowledged on an international scale. The reduction amount determined by the investment bank is final and binding for fixing the conversion or option price.

The bonds are to be taken over by a syndicate of banks with the obligation to offer them to the shareholders. However, the Board of Management shall be authorized with the consent of the Supervisory Board to withdraw any fractional amounts arising on account of the subscription ratio from the shareholders' subscription right.

To the extent that convertible or option bonds are issued against cash contributions, the Board of Management shall additionally be authorized with the consent of the Supervisory Board to exclude the shareholders, subscription right provided the issue price does not fall substantially short of the theoretical market value determined according to acknowledged financial accounting methods. However, this authorization to exclude subscription rights applies subject to the application mutatis mutandis of Section 186 (3) sentence 4 of the German Stock Corporation Act only to the extent that the bearer shares already or still to be issued to service the conversion or option rights in total do not exceed ten percent of the capital stock, namely neither at the time of the effectiveness of such authorization nor at the time of exercise thereof. The sale of treasury shares is to be taken into account in this restriction to ten percent of the capital stock if the shares are sold once this authorization becomes effective pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act subject to the exclusion of the subscription rights. Furthermore, those share are to be taken into account in this restriction to ten percent of the capital stock that are issued upon effectiveness of this authorization subject to the use of an authorization adopted at the time of the effectiveness of this authorization or in replacement thereof for issuance of new shares from the authorized capital pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act subject to exclusion of subscription rights.

To the extent that profit participation rights or profit participation bonds are issued without a conversion right, option right or mandatory conversion, the Board of Management shall be authorized to exclude the shareholders' subscription rights as a whole with the consent of the Supervisory Board if such profit participation rights or profit participation bonds have similar features to obligations, i.e. if they do not give rise to any membership rights in the Company, do not grant any participation in liquidation proceeds and are not calculated on the basis of net income, net retained profit or the dividend. Moreover, in this case the interest earned and the issue amount of the profit participation rights or profit participation bonds must correspond to the current market conditions applicable to similar forms of borrowing at the time of issuance.

The Board of Management is also authorized to exclude subscription rights with the consent of the Supervisory Board if this is necessary to be able to grant the holders of conversion or option rights to bearer shares or the creditors of convertible bonds providing for mandatory conversion a subscription right to an extent to which they would be entitled upon exercise of their conversion or option rights or on fulfillment of the conversion obligations.

The Board of Management is also authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right to bonds if these are issued against non-cash contributions in kind for the purpose of acquiring companies, parts thereof or interests in companies and if the value of the non-cash contribution in kind corresponds to a reasonable degree to the value of the bond in question. In the case of convertible or option bonds, the theoretical market value determined according to acknowledged methods will be considered the decisive criterion.

Finally, the Board of Management is authorized to determine the remaining details of issuance and features of the bonds, in particular their interest rate, duration and denomination.

**b) Revocation of Contingent Capital 2010 and creation of new Contingent Capital**

Under revocation of the authorization under Article 4 (4) of the Articles of Incorporation, the Company's capital stock is contingently increased by up to EUR 22,144,665.60 by issuing up to 8,650,260 bearer shares. The contingent capital increase serves to grant bearer shares to the bearers

or to creditors under conversion or option rights arising from bonds issued by the Company in accordance with the above-mentioned authorization under lit. a) by April 25, 2018. The bearer shares are issued at the conversion or option price to be fixed in accordance with lit. a). The contingent capital increase is to be carried out only to the extent to which these rights are actually exercised.

The bearer shares are entitled to profit participation from the beginning of the financial year in which they originate by the exercise of conversion or option rights. The Board of Management is authorized to determine the further details of execution of a contingent capital increase.

**c) Amendments to the Articles of Incorporation**

Article 4 (4) of the Articles of Incorporation is newly worded as follows:

*„The Company’s capital stock is to be contingently increased by up to EUR 22,144,665.60 by issuing up to 8,650,260 new bearer shares in the form of common shares (Contingent Capital). The Contingent Capital increase is effected only to the extent that the bearers or creditors under conversion or option rights arising from bonds that were issued by the Company or a Group company on the basis of the authorization resolution adopted at the Annual General Meeting of April 26, 2013 by April 25, 2018 exercise their conversion or option rights or if the bearers or creditors required to execute conversion of the convertible bonds issued by the Company or a Group company on the basis of the authorization resolution adopted at the Annual General Meeting of April 26, 2013 by April 25, 2018 subject to mandatory conversion fulfill their conversion obligation and no treasury shares are used to service such borrowing. The bearer shares to be issued are entitled to profit participation from the beginning of the financial year in which they originate by the exercise of conversion or option rights or in fulfillment of conversion obligations. The Supervisory Board is authorized to amend the Articles of Incorporation to reflect the extent of the capital increase from contingent capital.”*

**Report of the Board of Management on item 7 of the Agenda pursuant to Section 221 (4) sentence 2 of the German Stock Corporation Act, read in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act**

The term of the authorization for the issuance of convertible bonds, option bonds, profit participation rights, profit participation bonds or of combinations of such instruments (collectively referred to as “bonds”) is to be adjusted to the term of the new authorization for the acquisition of treasury shares (see item 9 of the Agenda below) and the new authorization of the Board of Management to increase the capital stock from authorized capital (see item 10 of the Agenda below). In addition, an adjustment is to be made to reflect the changed practices on the capital market.

The issuance of bonds and the opportunity of also being able to issue bonds without a restriction on their duration enables the Company, in addition to the classical forms of borrowing and equity, to make use of attractive financing alternatives on the capital market, depending on the prevailing market situation. In particular, the authorization for issuance of profit-dependent or profit-oriented instruments such as profit participation rights and profit participation bonds extends the existing possibilities of Dürr Aktiengesellschaft to reinforce its financial resources by issuing so-called hybrid financing instruments and to ensure the prerequisites for its future business development in the process. In the case of the so-called hybrid financing instruments, innovative forms of financing that also provide for an unlimited term or duration are meanwhile becoming more widespread. Against this backdrop, a rigid fixation on instruments with a limited term to maturity does not appear to be sensible. For this reason, a proposal will be made at the Annual General Meeting for the creation of a new authorization for the issuance of convertible bonds, option bonds, profit participation rights, profit participation bonds or of combinations of such instruments also without restrictions of their duration and possibly against non-cash contributions in kind. The proposed new formulation is to facilitate both an adjustment to current statutory and market practices and a further flexibilization. In total, it is to be possible for bonds of up to a total nominal amount of up to EUR 800,000,000.00 to be issued and the bearers or creditors of convertible or option bonds to be granted conversion or option rights to new bearer shares in the form of common shares of Dürr Aktiengesellschaft (“common bearer shares”) with a prorated amount of the capital stock totaling up to EUR 22,144,665.60.

The issuance of bonds as contemplated above facilitates borrowing of external capital that can be qualified as equity or in the nature of equity (depending on the terms and conditions of the bond issue), both for rating and for balance sheet purposes, subject to attractive terms and conditions. The possible equity qualification is beneficial to the Company’s capital base and thus enables it to

make use of attractive financing options and an inflow of capital at a low current interest rate. The additional alternative planned, namely of also establishing conversion obligations in addition to granting conversion or option rights, as well as the possible combination of convertible bonds, option bonds, profit participation rights and profit participation bonds, extends the scope for making use of such financing instruments. Moreover, the authorization also affords the Company the necessary flexibility to place the bonds itself or to have them placed by direct or indirect Group companies. Bonds may be issued in euros but also in other currencies, for instance in legal tender of an OECD country, with or without restrictions on their term to maturity.

To increase the level of flexibility, the terms and conditions of bond issues may provide for the Company not to grant shares to a person entitled to conversion or an option, but to pay out the equivalent in cash, either wholly or in part. The conversion or option price to be fixed from time to time for a bearer share amounts to at least 100% of the volume-weighted average price of all transactions in Dürr Aktiengesellschaft stock in the XETRA trading system on the Frankfurt Securities Exchange (or in some comparable successor system) determined on the day of placement until the price fixing or – in the event that a subscription right is granted – at least 100% of the volume-weighted average price of all transactions in Dürr Aktiengesellschaft stock in the XETRA trading system on the Frankfurt Securities Exchange (or in some comparable successor system) determined on the final day of the subscription period in which the subscription rights to the convertible or option bonds are traded on the Frankfurt Securities Exchange.

The shareholders are to be granted a subscription right on principle. However, the Board of Management is authorized, with the consent of the Supervisory Board, to exclude fractional amounts from subscription rights. Such fractional amounts may arise from the amount of the respective issuing volume and the presentation of a practicable subscription ratio. In such cases, the exclusion of the subscription right facilitates the processing of the issue. The free fractional amounts excluded from the shareholders' subscription right are realized at best possible prices either by sale on the stock exchange or in any other manner.

Furthermore, the exclusion of the subscription right is to be possible if the following prerequisites apply.

To the extent that convertible or option bonds are issued, the Board of Management is to be authorized, with the consent of the Supervisory Board, to ex-

clude the subscription right subject to appropriate application of Section 186 (3) sentence 4 of the German Stock Corporation Act to such an extent so as to ensure that the issuance of shares on the basis of conversion or option rights or conversion obligations is restricted to up to ten percent of the Company's capital stock. The issuance of new shares against cash is to be taken into account in this restriction to ten percent of the capital stock if, once this authorization becomes effective, it is made by utilizing an authorization adopted at the time of effectiveness of this authorization or a substitution thereof for the issuance of new shares from authorized capital pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act providing for the exclusion of the subscription right. By the same token, the sale of treasury shares is to be taken into account if the shares, once this authorization becomes effective, are sold on the basis of an authorization applicable at the time of effectiveness of this authorization or in substitution thereof pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act providing for the exclusion of the subscription right. These instances of items being taken into account serve to ensure that no convertible or option bonds are issued if this results in the shareholders' subscription right being excluded for a total of over ten percent of the Company's capital stock in direct or indirect application of Section 186 (3) sentence 4 of the German Stock Corporation Act. This further restriction is in the interests of the shareholders in preserving their participation quota. In the case of such an exclusion of subscription rights, the analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act results in the requirement of the fixing of the issuing price of the bonds at a level that is not considerably below market value. This takes account of the need to protect shareholders from a possible dilution of their shareholdings. On the basis of the fixing of the issuing price of the bonds at a level not considerably below the notional market value as provided for in the authorization, the value of a subscription right would no longer reflect any magnitude of note. To ensure that this requirement for issuance of bonds is met, the issuing price must not be substantially lower than the theoretical market value of the convertible or option bonds determined according to acknowledged financial accounting methods. This will ensure that the shareholders are protected from dilution of their shareholdings, and the shareholders will not sustain a financial disadvantage due to the exclusion of subscription rights. Shareholders who wish to maintain their share of the Company's capital stock can achieve this by acquiring additional shares via the market.

To the extent that profit participation rights or profit participation bonds are to be issued without a conversion right, option right or mandatory conversion, the

Board of Management shall be authorized to exclude the shareholders' subscription rights as a whole with the consent of the Supervisory Board if such profit participation rights or profit participation bonds have similar features to obligations, i.e. if they do not give rise to any membership rights in the Company, do not grant any participation in liquidation proceeds and are not calculated on the basis of net income, net retained profit or the dividend. Moreover, it is necessary for the interest earned or paid and the issue amount of the profit participation rights or profit participation bonds to correspond to the current market conditions applicable to similar forms of borrowing at the time of issuance. If the preconditions stipulated have been met, then no disadvantages from the exclusion of subscription rights will result for the shareholders since the profit participation rights or profit participation bonds do not give rise to any membership rights and do not grant a share in the liquidation proceeds or in the Company's profit either. Whereas it may be provided for interest to be made dependent on the availability of net income, net retained profit or a dividend, in contrast a rule would not be permissible if higher net income, higher net retained profit or a higher dividend would result in higher interest being payable. Accordingly, the issuance of profit participation rights or profit participation bonds does not result in voting rights or the participation of the shareholders in the Company and their profit being modified or diluted. Moreover, due to the issuing terms and conditions in conformity with market conditions, which are stipulated in a binding manner for this case of subscription rights being excluded, this does not give rise to a subscription rights value of note.

The two possibilities last mentioned of excluding subscription rights give the Company the flexibility to take advantage of favorable capital market situations at short notice and enable it to benefit in a flexible manner from a low level of interest rates or a favorable demand situation to execute an issue. The objective of achieving an issuing result that is as beneficial as possible depends to a considerable degree on the ability to react at short notice to market developments as they unfold. As a rule, favorable terms and conditions in conformity with those prevailing on the market if possible, can only be guaranteed if the Company is not tied to the terms and conditions for an excessively long offer period. According to Section 186 (2) of the German Stock Corporation Act, in the case of issues with subscription rights the subscription price (and, therefore, as regards option and convertible bonds, the terms and conditions of this bond issue) must be published no later than three days prior to the expiry of the subscription period. However, even within this short period of time there still is a market risk that would lead to substantial safety margins in determining the terms and conditions of the bond issue, which would have an impact on the

issuing result to the detriment of the Company. Moreover, the lead period associated with the subscription right is eliminated, which is beneficial both in view of the costs of borrowing and in respect of the placement risk.

Furthermore, the Board of Management is to be given the opportunity, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in order to grant the bearers of, or creditors under, convertible or option rights, or convertible bonds subject to mandatory conversion, a subscription right to which they would be entitled to an extent applicable after the exercise of the conversion or option rights or after fulfillment of the conversion obligations. This prevents the option or conversion price for holders of already existing conversion or option rights at the time of the exercise of authorization from being reduced or cash compensation having to be paid to the holders of such rights to protect them from dilution as provided for in the relevant option and conversion terms and conditions.

Finally, it is to be made possible for the shareholders' subscription right to the bonds to be excluded with the consent of the Supervisory Board if the bonds are issued against non-cash contributions in kind for the purpose of acquiring enterprises, parts thereof or holdings in enterprises and if this is in the interests of the Company. A precondition for this is that the value of the non-cash contribution in kind must be in an appropriate ratio to the value of the bond. In the case of convertible or option bonds, the theoretical market value determined according to acknowledged methods will be considered the decisive criterion. The issuance of bonds against non-cash contributions in kind opens up the possibility of using the bonds in suitable individual cases as an acquisition currency in connection with the purchase of enterprises, parts thereof, or holdings therein. In supplementation of the authorized capital, this creates the necessary scope for opportunities unfolding for the acquisition of enterprises, parts thereof or holdings therein to be used for the benefit of saving the Company's liquidity. Even under the aspect of an ideal financing structure, a strategy of this kind may be sensible, depending on the facts and circumstances of each individual case.

The contingent capital planned is used to service the conversion or option rights associated with the convertible or option bonds or to meet conversion obligations to the extent that treasury shares are not used to this end.

## **8. Capital increase from Company funds (issuance of bonus shares)**

According to the annual financial statements of the Company, adopted and issued with the unqualified audit certificate of the auditor, the Company's capital reserve amounts to EUR 200,463,561.82 as at December 31, 2012. It exceeds the required amount of 10% of the Company's capital stock (EUR 4,428,933.12) by an amount of EUR 196,034,628.70. This amount not included in the capital reserve is to be converted into capital stock in an amount of EUR 44,289,331.20. The capital increase is to be carried out by way of a capital increase from Company funds (Sections 207 ff. of the German Stock Corporation Act) by issuing so-called bonus shares to the Company's existing shareholders in a ratio of 1:1.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

- a) Capital increase from Company funds
  - aa) The Company's capital stock, pursuant to the provisions of the German Stock Corporation Act on capital increases from company funds (Sections 207 ff. of the German Stock Corporation Act), is to be increased from EUR 44,289,331.20 by EUR 44,289,331.20 to reach EUR 88,578,662.40, namely by converting an amount of EUR 44,289,331.20 of the capital reserve reported in the Company's balance sheet referred to below into capital stock. The capital increase is to be executed by issuing 17,300,520 new common bearer shares with a notional share of the capital stock amounting to EUR 2.56 each. The shareholders will be entitled to the new shares in a ratio of 1:1, with each existing legacy share giving rise to one new share. The new shares will be entitled to a dividend as of January 1, 2013. The capital increase is based on the annual financial statements adopted by the Supervisory Board as at December 31, 2012. The said annual financial statements were issued with the unqualified audit certificate of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart.
  - bb) The Board of Management is authorized with the consent of the Supervisory Board to fix the relevant details of the capital increase.

b) Adjustment to Article 4 (1) of the Articles of Incorporation

Article 4 (1) of the Articles of Incorporation is newly worded as follows:

*“The Company’s capital stock amounts to EUR 88,578,662.40.*

*It is divided up into 34,601,040 common shares.*

*The shares are issued to bearer.”*

c) Instruction for registration

The Board of Management is instructed to ensure that the resolution according to lit. a) and lit. b) above is filed for entry in the Commercial Register no earlier than two weeks after entry therein of the resolution adopted under item 7 of the Agenda.

The instruction for registration in lit. c) above is to ensure that the capital increase from Company funds is entered in the Commercial Register after entry therein of the contingent capital (cf. item 7 of the Agenda). This is to achieve that Section 218 (1) of the German Stock Corporation Act will be applicable, according to which, in the case of a capital increase from Company funds, any existing contingent capital is increased to the same extent as the capital stock.

**9. Authorization for acquisition of treasury shares**

The authorization adopted at the Annual General Meeting on April 30, 2010 for the acquisition of treasury shares is scheduled to expire on April 29, 2015. In the wake of the capital increase from Company funds proposed under item 8 of the Agenda (issuance of bonus shares) and to standardize the previously diverging durations of authorizations to acquire treasury shares and the authorization of the Board of Management to increase the capital stock from Company funds (see item 10 of the Agenda below) and the authorization for issuance of convertible bonds, option bonds, profit participation rights, profit participation bonds as well as of combinations of such instruments alongside contingent capital (see item 7 of the Agenda above), the Board of Management is to be authorized once again to acquire treasury shares and the previ-

ous authorization is to be revoked. The new authorization is to apply for a duration of five years.

Accordingly, the Board of Management and the Supervisory Board propose that the following resolution be adopted:

- a) Within the scope of the statutory limits, the Board of Management is to be authorized to acquire treasury common bearer shares of the Company (the “shares”) by April 25, 2018 on one or several occasions, in pursuit of one or a number of purposes on the stock exchange or by means of a public purchase offer addressed to all shareholders.

In the process, the shares acquired on the basis of this authorization and the shares attributable to the Company pursuant to Sections 71 ff. of the German Stock Corporation Act must at no time amount to more than ten percent of the respective capital stock of the Company. The authorization may not be used by the Company for the purpose of trading in its treasury shares; in addition, the determination of the purpose of the acquisition is at the discretion of the Board of Management. The restrictive provisions of Section 71 (2) of the German Stock Corporation Act are to be observed.

In the event of acquisition on the stock exchange, the counter-value for the acquisition of the shares (excluding ancillary acquisition costs) may not differ by more than ten percent from the stock market price. In the event of a public purchase offer to all shareholders, the acquisition price offered and paid (excluding ancillary acquisition costs) per share may be up to twenty percent higher than the stock market price; the acquisition price must correspond at least to the stock market price. In this context, the decisive stock market price as contemplated by the rules above is the average of the closing price of the share in the XETRA trading system on the Frankfurt Securities Exchange (or a comparable successor system) during the last five stock market trading days prior to the acquisition of the shares and prior to the publication of the purchase bid, respectively.

If the acquisition is made via a public purchase offer to all shareholders, then the volume of the offer may be restricted. If the entire subscription of the offer exceeds this volume, then acceptance must be made on a quota basis. Privileged acceptance of a lower number of units of up to 100 shares tendered per shareholder may be provided for. The public purchase offer may provide for additional terms and conditions.

- b) Moreover, the Board of Management is authorized, with the consent of the Supervisory Board, to sell shares in the Company acquired on account of the authorization in accordance with lit. a) on the stock exchange or by public offer to all shareholders. In the two following cases, the shares may also be sold in some other manner and, therefore, to the exclusion of the shareholders' subscription right:
- (1) Resale of shares in the notional amount of up to ten percent of the capital stock against payment of a sum of money provided the latter does not fall substantially short of the prevailing stock market price. As regards the utilization of the 10% limit, the exclusion of the subscription right on the basis of other authorizations pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act is to be taken into consideration as well. The decisive stock exchange price as contemplated by sentence 1 is the average value of the closing prices of the Company's stock in the XETRA trading system on the Frankfurt Securities Exchange (or a comparable successor system) during the last five stock market trading days prior to the sale of the shares.
  - (2) Issuance of shares by way of consideration for the purpose of acquiring companies or holdings therein.
- c) Furthermore, the Board of Management is authorized, with the consent of the Supervisory Board, to redeem treasury shares acquired in accordance with the authorization according to lit. a) either wholly or in part, without such redemption making it necessary for a further resolution to be adopted at an Annual General Meeting. According to Section 237 (3) No. 3 of the German Stock Corporation Act, such redemption without a capital reduction is to be carried out in such a manner that the redemption of the shares causes the share of the capital stock accounted for by the remaining shares to increase in accordance with Section 8 (3) of the German Stock Corporation Act. The Board of Management is authorized pursuant to Section 237 (3) No. 3, second clause of the German Stock Corporation Act to adjust the data on the number of shares accordingly in the Articles of Incorporation.
- d) The authorizations pursuant to lit. b) and c) above may be utilized once or on a number of occasions, individually or jointly.

- e) The authorization granted at the Annual General Meeting on April 30, 2010 for the acquisition and use of treasury shares is revoked once this new authorization becomes effective (lit. a) to d) above).

**Report of the Board of Management on item 9 of the Agenda pursuant to Section 71 (1) No. 8 sentence 5 of the German Stock Corporation Act, read in conjunction with Section 186 (4) sentence 2 of the same Act**

Under item 9, lit. b) No. (1) of the Agenda, the Board of Management applies for permission to exclude the shareholders' subscription right in applying Section 186 (3) sentence 4 of the German Stock Corporation Act for new shares in the notional amount of up to 10% of the capital stock, with the 10% limit as a whole, i.e. in combination with any other authorizations pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act, not being allowed to be exceeded. The possibility to exclude the subscription right facilitated with the authorization is in the interests of the Company to be able to sell treasury shares to institutional investors, for instance. Moreover, this will make it possible to acquire additional, new groups of shareholders in Germany and abroad. The possibility of excluding the subscription right enables Management to take advantage of opportunities as they unfold in the stock market climate from time to time without any time-consuming and costly processing of a subscription right especially for speedier and more favorably priced placement. In making use of its authorization, the Board of Management will fix the selling price of common treasury bearer shares in such a manner as to ensure that the discount on the stock market price amounts to no more than 5% of the current stock market price of the Company's common bearer share. This parameter protects the shareholders from inadmissible dilution of their shareholdings.

The authorization applied for under item 9 lit. b) No. (2) of the Agenda for the exclusion of subscription rights enables the Board of Management to have the Company's treasury shares available at short notice for the acquisition of enterprises or holdings therein without having to resort to the stock exchange. Dürr Aktiengesellschaft remains engaged in fierce competition with other companies, both on a national and international scale and must therefore be in a position at all times to act speedily and flexibly in the interests of its shareholders, and this also includes being able to acquire enterprises or holdings therein to improve the Company's competitive situation. When acquiring enterprises or holdings therein, substantial consideration frequently needs to be paid. Such consideration can often not be provided in cash without endangering the Company's liquidity position. For this reason, the consideration is frequently provid-

ed in the form of shares of the acquiring company. The authorization proposed to this end is to give Dürr Aktiengesellschaft the necessary degree of flexibility to be able to take advantage of opportunities to acquire enterprises or holdings therein speedily and flexibly, in particular by also granting common treasury bearer shares.

**10. Resolution on the revocation of the existing Authorized Capital, the creation of new Authorized Capital and a corresponding amendment to the Articles of Incorporation**

The authorization of the Board of Management adopted at the Annual General Meeting held on April 30, 2009 to increase the capital stock from authorized capital is scheduled to expire on April 30, 2014. Against the backdrop of the capital increase from Company funds proposed under item 8 of the Agenda (issuance of bonus shares) and for the standardization of diverging durations in the past of authorizations of the Board of Management to increase the capital stock from authorized capital and the authorization to acquire treasury shares (see item 9 of the Agenda above) as well as the authorization for issuance of convertible bonds, option bonds, profit participation rights, profit participation bonds or combinations of such instruments along with contingent capital (see item 7 of the Agenda above), subject to the suspensive condition of entry of the capital increase from Company funds proposed under item 8 of the Agenda (issuance of bonus shares) in the in the Commercial Register the past authorized capital is to be revoked and new authorized capital is to be created.

Accordingly, the Board of Management and the Supervisory Board propose that the following resolution be adopted:

**a) Revocation of an existing and grant of a new authorization**

On revocation of the authorization pursuant to Article 5 of the Articles of Incorporation to increase the Company's capital stock with the consent of the Supervisory Board by up to EUR 22,144,665.60 by April 30, 2014 (Authorized Capital), the Board of Management is authorized with the consent of the Supervisory Board to increase the Company's capital stock by April 25, 2018 by issuing up to 17,300,520 new common bearer shares against cash or non-cash contributions on one or a number of occasions, in total by no more than EUR 44,289,331.20 (in words: forty-four million, two hundred and eighty-nine thousand, three hundred and thirty-one point 20 euros) (Authorized Capital). Bearer shares are allowed to be issued, namely common shares and/or non-voting preference shares, the

terms and conditions of which (preferred and additional dividend) are defined on a final and binding basis in Article 23 (3) of the Articles of Incorporation of the Company. The authorization comprises permission when issuing preferred shares to issue additional preferred shares which rank first or have equal status with preferred shares issued earlier when it comes to distributing the profit or the Company's assets. The Board of Management, with the consent of the Supervisory Board, may do the following:

- aa) exclude the shareholders' subscription right in the case of capital increases against cash contributions that do not exceed a prorated amount of the capital stock totaling ten percent of the capital stock either at the time of effectiveness or at the time of exercising this authorization (10% limit) in order to issue the new shares at an issue amount that does not fall substantially below the stock market price (Section 186 (3) sentence 4 of the German Stock Corporation Act); as regards the question of utilization of the 10% limit, the exclusion of the subscription right on the basis of other authorizations pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act must likewise be taken into consideration; the decisive stock market price in this context is the average of the closing prices of the share in the respective share class of the Company in the XETRA trading system on the Frankfurt Securities Exchange (or in a comparable successor system) during the last five stock market days of trading prior to the point in time of the final fixing of the issuing price by the Board of Management;
- bb) exclude the shareholders' subscription right for the purpose of acquiring enterprises, parts thereof or holdings therein;
- cc) exclude the shareholders' subscription right if this is necessary to grant holders of convertible bonds or option bonds of the Company or its Group companies a subscription right to new shares for the purpose of protection against dilution in the extent to which they would be entitled after exercising the conversion or option right;
- dd) exclude the subscription right of holders of a class of shares to shares of the other class if preferred shares have already been issued and common and preferred shares are to be issued in the ratio of the proportion of the capital stock accounted for by the relevant

share classes (so-called disapplication of pre-emptive rights to other classes of shares); and

ee) exclude the shareholders' subscription rights to fractional amounts.

The Board of Management is authorized with the consent of the Supervisory Board to fix the relevant details for capital increases from authorized capital. The Supervisory Board is authorized to amend the Articles of Incorporation to reflect the respective extent of the increase in the capital stock from the authorized capital.

**b) Amendment to the Articles of Incorporation**

Article 5 (Authorized Capital) of the Articles of Incorporation is newly worded as follows:

*“The Board of Management is authorized to increase the Company’s capital stock with the consent of the Supervisory Board by April 25, 2018 by issuing up to 17,300,520 new common bearer shares against non-cash contributions in kind or cash contributions, on one or a number of occasions, however by a maximum of EUR 44,289,331.20 (in words: forty-four million, two hundred and eighty-nine thousand, three hundred and thirty-one point twenty euros) (Authorized Capital). Common shares and/or non-voting preference shares are allowed to be issued, the terms and conditions of which (preferred and additional dividend) are defined on a final and binding basis in Article 23 (3) of the Articles of Incorporation of the Company. The authorization comprises permission when issuing preferred shares to issue additional preferred shares which rank first or have equal status with preferred shares issued earlier when it comes to distributing the profit or the Company’s assets. The Board of Management, with the consent of the Supervisory Board, may do the following*

*a) exclude the shareholders’ subscription right in the case of capital increases against cash contributions that do not exceed a prorated amount of the capital stock totaling ten percent of the capital stock either at the time of effectiveness or at the time of exercising this authorization (10% limit) in order to issue the new shares at an issue amount that does not fall substantially below the stock market price (Section 186 (3) sentence 4 of the German Stock Corporation Act); as regards the question of utilization of the 10% limit, the*

*exclusion of the subscription right on the basis of other authorizations pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act must likewise be taken into consideration; the decisive stock market price in this context is the average of the closing prices of the share in the respective share class of the Company in the XETRA trading system on the Frankfurt Securities Exchange (or in a comparable successor system) during the last five stock market days of trading prior to the point in time of the final fixing of the issuing price by the Board of Management;*

- b) exclude the shareholders' subscription right for the purpose of acquiring enterprises, parts thereof or holdings therein;*
- c) exclude the shareholders' subscription right if this is necessary to grant holders of convertible bonds or option bonds of the Company or its Group companies a subscription right to new shares for the purpose of protection against dilution in the extent to which they would be entitled after exercising the conversion or option right;*
- d) exclude the subscription right of holders of a class of shares to shares of the other class if preferred shares have already been issued and common and preferred shares are to be issued in the ratio of the proportion of the capital stock accounted for by the relevant share classes (so-called disapplication of pre-emptive rights to other classes of shares); and*
- e) exclude the shareholders' subscription rights to fractional amounts.*

*The Board of Management is authorized with the consent of the Supervisory Board to fix the relevant details for capital increases from authorized capital. The Supervisory Board is authorized to amend the Articles of Incorporation to reflect the respective extent of the increase in the capital stock from the Authorized Capital."*

**c) Suspensive condition and instructions for registration**

The resolution adopted under lit. a) and lit. b) above is subject to the suspensive condition of entry of the capital increase from Company funds proposed under item 8 of the Agenda (issuance of bonus shares) in the Commercial Register. The Board of Management is instructed, when filing the resolution for entry in the Commercial Register in accordance with lit. b) above, to ensure that the entry of the resolution is made only after

prior entry in the Commercial Register of the resolution adopted in accordance with item 8 of the Agenda.”

Unlike an existing Contingent Capital, an existing Authorized Capital will not increase by operation of law in the event of a capital increase from Company funds (cf. Section 218 sentence 1 of the German Stock Corporation Act). Accordingly, the suspensive condition and the instruction for entry in accordance with lit. c) above are intended to ensure that the new authorized capital already taking account of the increased capital stock in accordance with item 8 of the Agenda is entered in the Commercial Register only once the capital increase from Company funds (cf. item 8 of the Agenda) has become effective.

**Report of the Board of Management on item 10 of the Agenda in accordance with Sections 203 (2), 186 (4) sentence 2 of the German Stock Corporation Act**

Under item 10, lit. a) aa) of the Agenda, the Board of Management applies for permission to exclude the shareholders' subscription right in applying Section 186 (3) sentence 4 of the German Stock Corporation Act for shares in the notional amount of up to ten percent of the capital stock, with the 10% limit as a whole, i.e. in combination with any other authorizations pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act, not capable of being exceeded. The possibility to exclude the subscription right facilitated with the authorization is in the interests of the Company to be able to issue treasury shares to institutional investors, for instance. This will enable additional, new groups of shareholders to be acquired in Germany and abroad. The possibility of excluding the subscription right enables Management to take advantage of opportunities as they unfold in the stock market climate from time to time without any time-consuming and costly processing of a subscription right especially for speedier and more favorably priced placement. In making use of its authorization, the Board of Management will fix the issuing amount per new share in such a manner as to ensure that the discount in relation to the stock market price will predictably amount to no more than 3% or definitely no more than 5% of the then current stock market price of the Company's shares in the relevant class. This parameter protects the shareholders from inadmissible dilution of their shareholdings. To maintain their voting right quota, the shareholders may acquire additional shares on the stock exchange.

The authorization applied for under item 10 lit. a) bb) of the Agenda for the exclusion of subscription rights enables the Board of Management to have the Company's treasury shares available at short notice for the acquisition of en-

terprises or holdings therein. As a result, the Company will be enabled to act speedily and flexibly in the interests of its shareholders. This also extends to include the opportunity to acquire enterprises or holdings therein to improve the Company's competitive situation. It is expected that the consideration for such an acquisition cannot be made in cash without this endangering the liquidity of the Company. For this reason, the consideration is frequently provided in the form of shares of the acquiring company in comparable transactions. The authorization proposed to this end is to give Dürr Aktiengesellschaft the necessary degree of flexibility to be able to take advantage of opportunities to acquire enterprises or holdings therein speedily and flexibly.

The authorization applied for under item 10 lit. a) cc) of the Agenda for the exclusion of subscription rights will enable the Board of Management to grant Company shares to holders of convertible bonds or option bonds to provide them with protection against dilution in this manner in accordance with the respective terms and conditions of the bond issue, which they would otherwise suffer with regard to their potential future shareholder position. Accordingly, granting Company shares is necessary only to the extent to which holders of convertible or option bonds would be entitled to a subscription right on exercising their option or conversion right.

The authorization proposed under item 10 lit. a) dd) of the Agenda on the exclusion of subscription rights will apply if, in future, preferred shares are to be issued and, therefore, a further class of shares should exist alongside the common shares. If these preconditions apply and new preferred and common shares should be created in the ratio of the proportion of the capital stock accounted for by each share class from authorized capital, this will enable the Board of Management to exclude the subscription rights of common shareholders to preferred shares and the subscription rights of preferred shareholders to common shares with the consent of the Supervisory Board (so-called disapplication of pre-emptive rights to other classes of shares). The exclusion of subscription rights to shares of the respective other share class enables justice to be done to the past shareholder structure and for the status quo of the shareholder groups to be preserved in relation to one another.

The further exclusion of subscription rights to fractional amounts proposed under item 10 lit. a) ee) of the Agenda enables the capital increase to be executed to produce an even subscription ratio. This facilitates the processing of the shareholders' subscription rights. The new shares excluded from the share-

holders' subscription rights as free fractional amounts are realized in the best manner possible, either by sale on the stock exchange or in any other manner.

To the extent that the exclusion of subscription rights is not effected subject to the appropriate application of Section 186 (3) sentence 4 of the German Stock Corporation Act, the Board of Management will fix the issue price of the new shares, taking account of the interests of the Company and its shareholders as well as the relevant purpose from time to time.

#### **11. Resolution on approval of entry into a Controlling Agreement between Dürr Aktiengesellschaft and Carl Schenck Aktiengesellschaft**

Dürr Aktiengesellschaft holds all shares in Carl Schenck Aktiengesellschaft, Darmstadt. The profit transfer agreement entered into on March 12, 2008 between Dürr Aktiengesellschaft and Carl Schenck Aktiengesellschaft was terminated by mutual consent effective at the close of December 31, 2012 and is to be superseded by a pure Controlling Agreement. Dürr Aktiengesellschaft and Carl Schenck Aktiengesellschaft intend to enter into a Controlling Agreement with the following content:

##### ***“Controlling Agreement***

*entered into by and between*

(1) ***Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, represented by the Board of Management,***

*- hereinafter referred to as “Dürr AG” -*

*and*

(2) ***Carl Schenck Aktiengesellschaft, Landwehrstrasse 55, 64293 Darmstadt, represented by the Board of Management,***

*- hereinafter referred to as “the Company” -*

## **WHEREAS:**

- (A) *The Company with registered office in Darmstadt is entered in the Commercial Register of the District Court of Darmstadt under No. HRB 1818.*
- (B) *Dürr AG, with registered office in Stuttgart, listed in the Commercial Register of the District Court of Stuttgart under No. HRB 13677, holds all shares in the Company.*
- (C) *Dürr AG and the Company intend to enter into a Controlling Agreement (“the Agreement”) subject to the following terms and conditions.*

*NOW THEREFORE, the parties hereto agree the following:*

### **§ 1 Management**

- (1) *The Company subjects the management of its enterprise to Dürr AG.*
- (2) *Accordingly, Dürr AG is entitled to issue instructions to the Board of Management of the Company concerning the management thereof. The Board of Management of the Company shall be obliged to obey such instructions. Dürr AG may demand to inspect the books and documents of the Company and obtain information on the Company’s business affairs at any time. The management and representation of the Company remain within the scope of responsibility of the Company’s Board of Management.*
- (3) *Dürr AG shall arrange for instructions to be carried out by its Board of Management or – to the extent legally permissible – by persons commissioned to do so, stating the extent and duration of their authority to accept instructions. In carrying out instructions, the degree of care of a prudent and conscientious business executive is to be exercised.*
- (4) *Instructions shall be issued in writing or by facsimile or, if expressed orally, confirmed without delay in writing or by facsimile.*

- (5) *Dürr AG may not instruct the Board of Management of the Company to amend, maintain or terminate this Agreement.*

## **§ 2 Assumption of loss**

- (1) *In accordance with the provisions of Section 302 of the German Stock Corporation Act, which is to be applied to this Agreement in its current version and in its entirety from time to time, for the duration of the Agreement Dürr AG shall be obligated to settle any annual deficit or shortfall that would otherwise arise to the extent that such deficit or shortfall would not be settled using amounts withdrawn from other revenue reserves to the extent legally possible that were apportioned to such reserves during the term of the Agreement.*
- (2) *Dürr AG shall only be entitled to declare a set-off vis-à-vis a claim by the Company for the assumption of loss in accordance with (1) above with claims of its own or exercise a right of retention if the claim raised by Dürr AG is valuable in nature. In particular, the claim will not be deemed to be valuable if the Company's existence is in danger.*
- (3) *Dürr AG undertakes to pay interest on the claim for the assumption of loss at a rate of 5 percent from the respective balance sheet date of the Company (maturity).*
- (4) *The obligation to assume a loss incurred applies for the first time to the financial year 2013 of the Company commencing on January 1, 2013. In the event that this Agreement should not be entered in the Commercial Register by the close of December 31, 2013, there shall be an obligation to assume the loss for the first time in the financial year of the Company in which this Agreement becomes effective by entry in the Commercial Register at the registered office of the Company (cf. Section § 3 (2) below).*
- (5) *In addition, Sections 302 (3) and (4) of the German Stock Corporation Act shall apply accordingly in its current version prevailing from time to time.*

## **§ 3 Effective date and duration of the Agreement**

- (1) *To be legally effective, the Agreement shall be subject to the approval at the Annual General Meeting of Dürr AG and the Annual General Meeting of the Company.*
- (2) *The Agreement shall become effective upon entry in the Commercial Register at the Company's registered office.*
- (3) *The Agreement is entered into for an indefinite period. It may be terminated at the end of a financial year of the Company subject to six months' prior notice. Such notice of termination shall be in writing.*
- (4) *The right to extraordinary termination of the Agreement for good cause shall remain unaffected. In particular, Dürr AG shall be entitled to termination for good cause if it is no longer entitled to the majority of voting rights conferred by the shares in the Company.*
- (5) *If the Agreement is terminated, Dürr AG shall provide the Company's creditors with collateral security pursuant to Section 303 of the German Stock Corporation Act.*

#### **§ 4 Severability clause**

*Should any provision of this Agreement or any provision included in it in the future be or become invalid or unfeasible either wholly or in part, or should this Agreement contain a legal gap, this shall not affect the validity of the remaining provisions thereof. The parties undertake to agree to an appropriate provision in lieu of the invalid or unfeasible provision or to fill the gap encountered that best approximates what is legally permissible, what the parties intended or what they would have intended concerning the sense and purpose of this Agreement, had they considered the point in question.*

*Bietigheim-Bissingen, ..., 2013*

*Darmstadt, ..., 2013*

*Dürr Aktiengesellschaft*

*Carl Schenck Aktiengesellschaft*

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*Ralf Dieter*

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*Dr. Ralf-Michael Fuchs*

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*Ralph Heuwing*

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*Andreas Birk*

The Board of Management and the Supervisory Board propose that the Controlling Agreement be approved.

The following documents will 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 thereof:

- The draft of the Controlling Agreement between Dürr Aktiengesellschaft and Carl Schenck Aktiengesellschaft;
- The annual financial statements and management reports of Dürr Aktiengesellschaft and the annual financial statements of Carl Schenck Aktiengesellschaft for the financial years 2010, 2011 and 2012;
- The consolidated financial statements and consolidated management reports of Dürr Aktiengesellschaft for the financial years 2010, 2011 and 2012;
- The joint report of the Board of Management of Dürr Aktiengesellschaft and of Carl Schenck Aktiengesellschaft on the Controlling Agreement pursuant to Section 293a of the German Stock Corporation Act.

Copies of all the aforesaid documents will 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, or

Fax: +49 (0)7142 78-1473, or

E-mail: hv2013@durr.com.

The documents will be open to inspection at the Annual General Meeting. They are also available for download from the Company's website ([www.durr.de](http://www.durr.de) – Investor Relations – Annual General Meeting).

## **12. Amendment to Art. 3 (1) of the Articles of Incorporation (Announcements)**

Effective as of April 1, 2012, the designation of the former “electronic Federal Government Gazette” was changed to “Federal Government Gazette”. The Articles of Incorporation of Dürr Aktiengesellschaft also include the rule under Article 3 (1) that announcements by the Company, if required to be made in the Company news, are published exclusively in the electronic Federal Government Gazette. Against the backdrop of the renaming of the Federal Government Gazette, the Articles of Incorporation of Dürr Aktiengesellschaft are to be adjusted to the new wording of Section 25 sentence 1 of the German Stock Corporation Act.

For this reason, the Board of Management and the Supervisory Board propose that the following resolution be adopted to amend the Company's Articles of Incorporation:

Article 3 (1) of the Articles of Incorporation is newly worded as follows:

*“To the extent that any announcements by the Company are to appear in the Company news, such announcements will be exclusively published in the Federal Government Gazette.”*

### **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 2012 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 2012 fiscal year,

- The Board of Management's proposal on the appropriation of net retained profit for the financial year 2012,
- The documents relating to items 7, 9, 10 and 11 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. The request is to be addressed to:

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

Fax: +49 (0)7142 78-1473, or

E-mail: hv2013@durr.com.

### **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 at the Annual General Meeting. The total number of shares and voting rights at the time of calling the Annual General Meeting is therefore 17,300,520. At the time of convening the Annual General Meeting, the Company has no own shares.

### **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 5, 2013 (i.e. Friday, April 5, 2013, 00.00 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 close of April 19, 2013** (i.e. no later than Friday, April 19, 2013, 24.00 hours):

Dürr Aktiengesellschaft  
c/o Landesbank Baden-Württemberg  
Abteilung 4027 H – Hauptversammlungen  
Am Hauptbahnhof 2  
70173 Stuttgart, or

Fax: +49 (0)711,127 -79264, or

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. In addition, a form can also be downloaded from website at [www.durr.de](http://www.durr.de) - Investor Relations – 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 directed to the following address:

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

Fax: +49 (0)7142 78-1473, or

E-mail: [hv2013@durr.com](mailto:hv2013@durr.com).

This address is also available from the point in time at which the Annual General Meeting is convened for the grant of proxy votes vis-à-vis the Company, the delivery of evidence of authorization in relation to the proxy and revocation of any authorizations.

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. 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, proxy

instructions and further information together with the admission ticket for the Annual General Meeting.

### **Rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 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”). The request must be addressed to the Board of Management in writing and received by the Company no later than Tuesday, March 26, 2013, 24.00 hours. You are kindly requested to send such petitions to the following address:

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

Pursuant to Section 126 (1) of the German Stock Corporation Act, any shareholder of the Company 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 governed by 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 11, 2013, 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 11, 2013, 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, or

Fax: +49 (0)7142 78-1473, or

E-mail: hv2013@durr.com

We wish to 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 2013

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.**