



Dürr Aktiengesellschaft
with registered office in Stuttgart

WKN 556 520 – ISIN DE 0005565204

24th Annual General Meeting on April 26, 2013

**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 enterprises 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 shareholders' 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, tak-

ing account of the interests of the Company and its shareholders as well as the relevant purpose from time to time.

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.