



Dürr Aktiengesellschaft

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

– Securities Identification Code (WKN) 556 520 –
– ISIN DE0005565204 –

Dear Shareholders,

You are hereby invited to our

26th Annual General Meeting

on Friday, May 15, 2015, at 11:00 a.m.,
in 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 of Dürr Aktiengesellschaft, of the consolidated financial statements approved by the Supervisory Board and the consolidated management report of Dürr Aktiengesellschaft and of the Dürr Group as well as the report of the Supervisory Board, in each case for the 2014 fiscal year, the Board of Management's proposal for appropriation of net retained profit together as well as 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 fiscal year 2014**

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 are available for download from the Company's website at www.durr.com – Investor Relations – Annual General Meeting. Copies of the documents will be provided on request to any shareholder free of charge, without delay. The Supervisory Board has approved the annual financial statements and consolidated annual financial statements. The annual financial statements have therefore been adopted. The need for a resolution on this item on the agenda has thus been dispensed with at the General Meeting.

2. Appropriation of net retained profit

The Board of Management and the Supervisory Board propose that the Company's net retained profit of EUR 283,121,936.51 reported in the annual financial statements of Dürr Aktiengesellschaft for the 2014 fiscal year be appropriated as follows:

- | | |
|---|--------------------|
| - Payout of a dividend of EUR 1.65 per share (ISIN DE0005565204) on 34,601,040 shares | EUR 57,091,716.00 |
| - Balance to be carried forward | EUR 226,030,220.51 |

3. Ratification of the acts of the members of the Board of Management for the fiscal year 2014

The Supervisory Board and the Board of Management propose that the acts of members of the Board of Management in office in the fiscal year 2014 be ratified for the fiscal year 2014.

4. Ratification of the acts of the members of the Supervisory Board for fiscal 2014

The Board of Management and the Supervisory Board propose that the acts of members of the Supervisory Board in office in the fiscal year 2014 be ratified for the fiscal year 2014.

5. Election of the auditor of the annual financial statements and of the consolidated financial statements for the fiscal year 2015

The Supervisory Board proposes – supported by the recommendation of the Audit Committee – that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be elected as auditor of the annual financial statements and consoli-

dated financial statements for fiscal 2015. The auditor will also audit intra-year financial reports if any such reports are prepared.

6. Authorization of the Company to acquire treasury shares, also to the exclusion of a tender right, to use such shares also to the exclusion of the statutory subscription right of the shareholders as well as the authorization to redeem treasury shares acquired, to carry out a capital reduction and to revoke the existing authorization

The authorization conferred at the Annual General Meeting of April 30, 2010 to acquire treasury shares pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act and the use of such shares expires on April 29, 2015. The following resolution proposed will grant the Company fresh authorization to acquire treasury shares and to use the treasury shares acquired on the basis of this authorization, with the latter expiring on May 14, 2020.

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

- a) The Board of Management is authorized pursuant to Section 71 (1) No. 8 of the German Stock Corporation act to acquire treasury shares for any permissible purpose within the scope of the statutory limitations and in accordance with the following terms and conditions. This authorization applies until May 14, 2020. It is restricted in total to a share of 10% of the capital stock at the time of the resolution adopted at the Annual General Meeting or – if this value is lower – to the capital stock existing at the time of the exercise of such authorization. The authorization may be exercised directly by the Company or by a company that is dependent on it or in which it has a majority holding or by the Company or by third parties commissioned by the Company or by a company that is dependent on it or in which it has a majority holding and allows treasury shares to be acquired in total or in partial amounts as well as a non-recurring or recurring acquisition.

The acquisition of treasury shares may be made on the stock exchange or by means of a public purchase bid addressed to all shareholders or by a public invitation to submit purchase bids addressed to all shareholders.

- aa) If the acquisition is made via the stock exchange or by means of a public purchase bid, the Company may only pay the equivalent per share (excluding ancillary acquisition costs) that does not exceed or fall below the arithmetic mean of the prices of no-par value shares of the Company at the closing auction in Xetra trading (or an equivalent successor system) on the Frankfurt Securities Exchange during the last ten days of trading prior to conclusion of the transaction giving rise to an obligation if acquisition is made via the stock exchange, or prior to publication of the decision to submit a public purchase bid if the acquisition is effected by way of a public purchase bid, when making an acquisition via the stock exchange, by no more than 10% and, in the event of acquisition via a public purchase bid, by no more than 20%. If, on publication of a public purchase bid, there are substantial deviations from the purchase price offered or the borderline values of the purchase price bandwidth offered, then the bid may be adjusted accordingly. In this case, the decisive amount will correspond to the relevant price on the last day of trading prior to publication of the adjustment; the 20% limit is to be applied to this amount as far as the excess or shortfall is concerned.

The volume of the public purchase bid may be restricted. If, in the case of a public purchase bid, the volume of the shares offered exceeds the existing redemption volume, the acquisition – subject to partial exclusion of a possible right of tender – can be effected according to the ratio of the shares tendered (tender quotas) instead of in the ratio of the holdings of the tendering shareholders in the company (participation quotas). In addition, subject to partial exclusion of a possible tender right, a preferential acceptance of a lower number of shares – up to 100 of such shares tendered – may be provided for per shareholder along with the method of commercial rounding in order to avoid arithmetical fractions of shares.

- bb) If the acquisition is made by public invitation addressed to all shareholders to submit purchase bids, the Company will define a purchase price range per share within which their purchase bids may be submitted. The purchase price range may be adjusted if, during the period of the tender, substantial price

differences occur in relation to the price at the time of publication of the invitation to submit purchase bids. The purchase price per share payable by the Company on the basis of the purchase bids received by it may not exceed or fall short of the arithmetic mean value of the price of the Company's no-par value shares at the final auction in Xetra trading (or a corresponding successor system) on the Frankfurt Securities Exchange during the final three days of trading prior to the effective date described below, without taking account of ancillary acquisition costs, by more than 10%. The effective date is the day on which the Company's Board of Management makes a final decision on the publication of the invitation to submit purchase bids or an adjustment thereof.

The volume of such acceptance may be restricted. If it is not possible for all of a number of similar purchase bids to be accepted on account of the volume restriction, the acquisition may – subject to partial exclusion of a possible tender right – be effected in the ratio of tender quotas instead of participation quotas. In addition, subject to partial exclusion of a possible tender right, a preferential acceptance of a lower number of shares – up to 100 of such shares tendered – may be provided for per shareholder along with the method of commercial rounding in order to avoid arithmetical fractions of shares.

- b) In the event of a sale of treasury shares, the Board of Management is authorized, with the approval of the Supervisory Board, by making an offer to all shareholders, to grant the holders of option or convertible bonds issued by the Company or one of its subordinated Group member companies a subscription right to the shares in the extent to which they would be entitled after exercising the option or conversion right or on performance of the obligatory conversion.

The Board of Management is further authorized with the approval of the Supervisory Board to sell treasury shares in some manner other than on the stock exchange or by an offer to all shareholders if the shares in question are sold at a price that does not fall materially below the stock market price of the Company's shares with the same characteristics at the time of such sale. The shareholders' subscription right is excluded in this case. However, this authorization applies sub-

ject to the requirement that the total number of shares sold under exclusion of subscription rights pursuant to Section 186 (3) Sentence 4 of the German Stock Corporation Act shall not exceed 10% of the Company's capital stock, namely neither at the time of effectiveness nor – if this value is lower – at the time of the exercise of this authorization. The shares to be taken into account as regards the 10% limit of the capital stock are those that are issued from authorized capital during the lifetime of this authorization until issuance of treasury shares free from subscription rights in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act, to the exclusion of the subscription right pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act. Furthermore, the shares to be taken into consideration in terms of this 10% limit of the capital stock are those that are or still remain to be issued to service bonds with conversion or option rights or conversion obligations if the bonds are issued during the term of this authorization to the exclusion of subscription rights subject to appropriate application of Section 186 (3) sentence 4 of the German Stock Corporation Act.

The shareholders' statutory subscription right to these treasury shares is excluded pursuant to Sections 71 (1) No. 8, 186 (3) sentence 4 of the German Stock Corporation Act to the extent that such shares are used in accordance with the authorizations referred to above. Moreover, in the event of a sale of treasury shares through an offer to all shareholders the Board of Management – with the approval of the Supervisory Board - may exclude the shareholder's subscription right to fractional amounts.

In addition, the Board of Management is authorized to redeem treasury shares without such redemption and the execution thereof necessitating a further resolution to be adopted at a General Meeting. According to Section 237 (3) No. 3 of the German Stock Corporation Act, such redemption without a capital reduction can also be carried out in such a manner that the redemption of the shares causes the proportion 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. The redemption may also be associated with a capital reduction; in this case the Board of Management will be authorized to reduce the capital stock by the pro-rated amount of the capital stock accounted for by the redeemed shares and to

adjust the number of shares and the capital stock in the Articles of Incorporation accordingly.

The authorizations referred to above may be utilized on one or several occasions, either wholly or in part, individually or jointly. They also extend to include the utilization of the Company's shares that are acquired on the basis of Section 71d sentence 5 of the German Stock Corporation Act or (i) by a company that is dependent on it or in which it has a majority holding or (ii) by third parties for the Account of the Company or by third parties for the account of a company that is dependent on it or in which it has a majority holding.

Report by the Board of Management at the Annual General Meeting on item 6 of the agenda in accordance with Sections 71 (1) No. 8, 186 (4) sentence 2 of the German Stock Corporation Act

In accordance with Sections 77 (1) No. 8, 186 (4) sentence 2 of the German Stock Corporation Act, the Board of Management is required to prepare a report in writing on the reasons for the authorizations proposed in item 6 of the Agenda for the exclusion of a possible subscription right of the shareholders when acquiring treasury shares and of the subscription right when selling treasury shares purchased back. The report is accessible on the Internet at www.durr.com – Investor Relations – Annual General Meeting from the date of the convening notice of the General Meeting. The report will also be available for inspection by shareholders at the Company's offices (Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen) from the time the Annual General Meeting is convened until the close of the Annual General Meeting. Copies of the report will be provided on request to any shareholder without delay and free of charge. The request must be sent to the address listed under "Motions and election proposals of shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act". It will also be open to inspection by the shareholders at the General Meeting itself. The report will be published as follows:

Under item 6 of the agenda, it is proposed at the Annual General Meeting to authorize the Board of Management pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act for a period of 5 years until May 14, 2020 to acquire treasury shares of up to 10% of the capital stock at the time of the resolution being adopted at the Annual General Meeting or – if this value is lower – of the capital stock existing at the time of the exercise of the authorization. According to the proposed resolution, the Board of Management is also entitled to acquire the shares subject to the limitation of the equal treatment princi-

ple and a possible tender right of the shareholders and to use the treasury shares acquired on the basis of this authorization resolution to the exclusion of the shareholders' subscription right.

The Company had already adopted resolutions to acquire shares at earlier General Meetings, with the last such meeting authorizing the purchase of shares until April 29, 2015. In keeping with the earlier practice, the Board of Management is now to be enabled once again to use the instrument of acquisition of treasury shares. There are no specific plans at present for utilization of the authorization granted. This authorization is subject to the statutory proviso that any new shares additionally acquired, together with treasury shares already existing, must not exceed the limit imposed by Section 71 (2) Sentence 1 of the German Stock Corporation Act of 10% of the capital stock. The acquisition of treasury shares can be made via the stock exchange or by means of a purchase offer addressed to all shareholders. This will equally give all shareholders the opportunity to sell shares to the Company if the latter makes use of the authorization to acquire treasury shares. However, the authorization also provides for the shares to be capable of being purchased subject to the limitation of the equal treatment principle and a possible tender right of the shareholders.

Specifically:

Acquisition of treasury shares to the exclusion of a possible tender right

The acquisition of the treasury shares is to be possible initially on the stock exchange, by means of a public purchase bid addressed to all shareholders of the Company or by a public invitation to submit purchase bids addressed to all shareholders.

In the case of a public purchase bid or a public invitation to submit purchase bids, there may be a situation in which the number of shares of the Company offered by the shareholders exceeds the number of shares in demand by the Company. In this case, allocation must be made on the basis of quotas. In the process, it is to be possible to provide for privileged acceptance of smaller-scale bids or smaller-scale quotas of bids up to a maximum number of 100 shares. This possibility serves to avoid broken amounts in determining the quotas to be acquired and minor residual holdings, which serves to facilitate the technical processing of the share redemption. A *de facto* adverse treat-

ment of small shareholders can also be avoided in this way. Moreover, the apportionment can be made in the ratio of shares offered (tender quotas) rather than by participation quotas because it is possible for the acquisition process to thus be technically processed in a commercially sensible manner. Finally, rounding according to commercial principles is to be provided for in order to avoid fractional shares having to be calculated. Accordingly, the acquisition quota and the number of shares to be purchased from individual tendering shareholders can be rounded in the necessary manner to render it possible for whole shares to be acquired in technical processing terms. The Board of Management considers an inherent exclusion of a possible further-reaching tender right of shareholders to be justified in the circumstances and also appropriate in relation to the shareholders.

Utilization of treasury shares acquired and exclusion of subscription right

Owing to statutory provisions, treasury shares acquired may be resold by public offer to all shareholders or on the stock market. With the options for sale of the treasury shares acquired, when selling the relevant shares the shareholders' right to equal treatment is safeguarded.

In the event of a sale of treasury shares by public offer to all shareholders, the Board of Management is to be authorized with the approval of the Supervisory Board to exclude the shareholders' subscription right to fractional amounts. The exclusion of the subscription right to fractional amounts is necessary in order to make the sale of treasury shares acquired technically feasible by way of a sale offer to the relevant shareholders. The treasury shares excluded from the shareholders' subscription right as free fractional amounts are realized in the best manner possible for the Company, either by sale on the stock exchange or in any other manner.

The proposed authorization for exclusion of the subscription right with the objective of granting the holders of option and/or convertible bonds issued by the Company or one of its subordinate Group member companies a subscription right to the shares in the extent to which they would be entitled on exercising the option or conversion right or on performance of the conversion obligation has the advantage that in the event of the exercise of the authorization of the option or conversion price for holders of already outstanding option and/or conversion rights or conversion obligations does not need to be reduced.

The proposed authorization for exclusion of the subscription right on the sale of shares against cash payment at a price that does not materially undercut the stock market price of the Company's shares with the same characteristics at the time of sale makes use of the possibility of facilitated exclusion of subscription rights permissible by Section 71 (1) No. 8 of the German Stock Corporation Act, read in conjunction with Section 186 (3) sentence 4 of the German Stock Corporation Act. The notion of shareholders' protection against dilution is taken into account by ensuring that shares may only be sold at a price that does not materially undercut the stock market price applicable. The final fixing of the selling price for treasury shares is made on a timely basis prior to the sale. The Board of Management will make a possible discount in relation to the stock market price as low as possible in the market conditions prevailing at the time of the placement. The discount of the stock market price at the time of exercising the authorization will in no circumstances amount to more than 5% of the current stock market price. This authorization applies subject to the proviso that the treasury shares sold in this way may not exceed 10% of the capital stock, namely neither at the time of effectiveness nor – if this value is lower – at the time of the exercise of this authorization. The shares to be taken into account as regards the 10% limit of the capital stock are those that are issued during the term of this authorization from authorized capital, free from the subscription right pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act. Furthermore, the shares to be taken into consideration in terms of this 10% limit of the capital stock are those that are or still remain to be issued to service bonds with conversion or option rights or conversion obligations if the bonds are issued during the term of this authorization to the exclusion of subscription rights subject to appropriate application of Section 186 (3) sentence 4 of the German Stock Corporation Act. These instances of items being taken into account serve to ensure that no treasury shares acquired to the exclusion of the subscription right pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act are sold if this would lead to the shareholders' subscription right being excluded for a total of over 10% of the capital stock in direct or indirect application of Section 186 (3) sentence 4 of the German Stock Corporation Act. This restriction and the regulation that the issue price must rely for guidance on the stock market price serve to give the shareholders asset and voting rights appropriate protection. The relevant shareholders may acquire a number of shares necessary to maintain their participation quotas at more or less the same prices and terms on the stock exchange. Moreover, the authorization is in the interests of the Company because it serves to provide greater flexibility and the option of extending the circle of shareholders also by means of a targeted issuances of shares to cooperation partners, to institutional or to financial investors. In this way, the Company is

also to be enabled to react speedily and flexibly to favorable stock market situations.

The utilization options referred to above may not only be made use of for such shares that were acquired on account of this authorization resolution. Instead, the resolution also extends to include those shares that were acquired in accordance with Section 71d sentence 5 of the German Stock Corporation Act. It is beneficial and creates additional flexibility to be able to use such treasury shares in the same manner as the shares acquired in accordance with this authorization resolution.

Finally, the authorization provides for treasury shares acquired to also be redeemed again. Such redemption is to be possible both in the form of a reduction of the Company's capital stock on redemption and also without such a capital reduction by pure redemption of the shares and simultaneously increasing the prorated amount of the capital stock accounted for by the remaining shares. The rights of the shareholders will not be impaired in either of the two cases indicated above.

The Board of Management present its report at the General Meeting following the possible exercise of the authorization to acquire treasury shares pursuant to Section 71 (3) sentence 1 of the German Stock Corporation Act or read in conjunction with Section 160 (1) No. 2 of the Stock Corporation Act, if applicable.

7. Resolution on approval of entry into a Controlling and Profit Transfer Agreement between Dürr Aktiengesellschaft and Dürr Technologies GmbH

Dürr Aktiengesellschaft entered into a Controlling and Profit Transfer Agreement with its wholly owned subsidiary, Dürr Technologies GmbH. In order to be effective, in addition to the approval at the shareholder meeting of Dürr Technologies GmbH, which has already been given, this Agreement is also subject to the approval at the General Meeting of Dürr Aktiengesellschaft.

The Controlling and Profit Transfer Agreement is subject to the following material content:

- Dürr Technologies GmbH subordinates its management to Dürr Aktiengesellschaft.

- The latter is entitled to issue instructions to the managers of Dürr Technologies GmbH with regard to the management thereof. The managers of Dürr Technologies GmbH are obligated to obey such instructions.
- Dürr Technologies GmbH undertakes to transfer its entire profit to Dürr Aktiengesellschaft in accordance with Section 301 of the German Stock Corporation Act in its current version from time to time. With the consent of Dürr Aktiengesellschaft, Dürr Technologies GmbH may thus transfer amounts from its profit for the year to other revenue reserves (Section 272 (3) of the German Commercial Code (“HGB”)) to the extent that this is permissible under commercial law and economically justified in terms of a reasonable commercial assessment. Other reserves or a profit carried forward from the time prior to the commencement of this Agreement may neither be transferred as a profit nor used in settlement of a loss for a given year.
- Dürr Aktiengesellschaft is obligated to assume a loss in accordance with Section 302 of the German Stock Corporation Act in its version from time to time.
- The Agreement shall enter into force on its entry in the Commercial Register of Dürr Technologies GmbH and – with the exception of the right to issue instructions – it shall apply retrospectively to the beginning of the fiscal year of Dürr Technologies GmbH in which it is entered in the Commercial Register. Accordingly, the entitlement to a profit transfer or assumption of loss shall apply for the first time to the full fiscal year of Dürr Technologies GmbH in which the entry is made in the Commercial Register.
- The Agreement is entered into for an indefinite period. It may be terminated for the first time after expiry of five years (60 months) after the beginning of the fiscal year of Dürr Technologies GmbH in which the Agreement became effective if the fiscal year of Dürr Technologies GmbH ends on that date; otherwise termination subject to the same period of notice shall be permissible for the first time at the end of the fiscal year of Dürr Technologies GmbH on that day. The right to termination for good cause remains unaffected by the above.

The Controlling and Profit Transfer Agreement has the following content:

“Controlling and

Profit Transfer Agreement

entered into by and between

Dürr Aktiengesellschaft

Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen (“Dürr AG”)

and

Dürr Technologies GmbH

Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen (“the Company”)

Preliminary note

- (A) *The Company, headquartered in Stuttgart, is entered in the Commercial Register of the District Court of Stuttgart under HRB 748980.*
- (B) *Dürr AG, headquartered in Stuttgart, entered in the Commercial Register of the District Court of Stuttgart under HRB 13677, holds all the sum total of shares in the Company.*

Art. 1 Management

- (1) *The Company subordinates its management to Dürr AG.*
- (2) *Accordingly, Dürr AG is entitled to issue instructions to the managers of the Company with regard to its corporate governance. The managers of the Company are under an obligation to obey such instructions. Dürr AG may at any time request to inspect the Company’s books and records and to obtain information on the Company’s business affairs. The management and representation of the Company remain vested in the Company’s managers.*
- (3) *Dürr AG will issue instructions via its Board of management or – to the extent legally permissible – by persons commissioned to do so, stating the extent and*

duration of its authority to give instructions. In carrying out instructions, the duty of care of a prudent and conscientious business head is to be exercised.

- (4) Instructions are to be given in writing or by facsimile or, if issued orally, they must be confirmed in writing or by facsimile without delay.*
- (5) Dürr AG may not give the managers of the Company the instruction to amend, maintain or terminate this Agreement.*

Art. 2 Profit Transfer

- (1) The Company undertakes to transfer its entire profit to Dürr AG in accordance with the provisions of Section 301 of the German Stock Corporation Act ("AktG") in its current version from time to time.*
- (2) The Company may, with the consent of Dürr AG, transfer amounts from its profit for the year to other revenue reserves (Section 272 (3) of the German Commercial Code) to the extent that this is permissible under commercial law and economically justified in terms of a reasonable commercial assessment.*
- (3) Other reserves or a profit carried forward from the time prior to the commencement of this Agreement may neither be transferred as a profit nor used in settlement of a loss for a given year.*
- (4) The entitlement to a profit transfer is due at the end of each fiscal year of the Company, as the case may be.*

Art. 3 Assumption of loss

- (1) The provisions of Section 302 of the German Stock Corporation Act in its current version from time to time apply accordingly to the assumption of loss.*
- (2) Section 2 (4) is of analogous application.*

Art. 4 Effectiveness and contractual duration

- (1) The Agreement is entered into subject to the approval at the General Meeting of Dürr AG and at the shareholder meeting of the Company. It shall enter into force on entry in the Commercial Register of the Company and - with the ex-*

ception of the right to issue instructions in accordance with Section 1 - it shall apply retrospectively to the beginning of the fiscal year of the Company in which it is entered in the Commercial Register. Accordingly, the entitlement to a profit transfer or assumption of loss shall apply for the first time to the full fiscal year of the company in which the entry is made in the Commercial Register.

- (2) In order to meet the time-related requirements of Section 14 (1) sentence 1 no. 3 sentence 1 of the German Corporate Income Tax Act (KStG), the Agreement may be terminated for the first time after expiry of five years (60 months) after the beginning of the Company's fiscal year in which the Agreement became effective if the Company's fiscal year ends on that date; otherwise termination subject to the same period of notice shall be permissible for the first time at the end of the Company's fiscal year on that day. If the Agreement is not terminated, it shall be extended until the end of the Company's following fiscal year from time to time, subject to the same period of notice. Notice of termination must be given in writing. Compliance with the period of notice shall depend on the time of receipt of the letter of termination by the respective other party.*
- (3) The right to terminate the Agreement for good cause without notice shall remain unaffected. Dürr AG shall be entitled to termination for good cause at any time if it is no longer entitled to the majority of voting rights of the Company or if there is a material reason as contemplated by Section 297 (1) of the German Stock Corporation Act or Section 14 (1) sentence 1 No. 3 sentence 2 of the German Corporate Income Tax Act – KStG (in particular, a material reason will be presumed to apply with regard to the sale or contribution of Dürr Technologies GmbH by Dürr AG, the merger, de-merger or liquidation of Dürr AG or Dürr Technologies GmbH) in their current versions from time to time. In lieu of such termination, the parties may also terminate the Agreement with immediate effect by mutual agreement if the prerequisites for termination apply for good cause.*
- (4) If the Agreement comes to an end, Dürr AG shall provide the Company's creditors with collateral security in accordance with Section 303 of the German Stock Corporation Act.*

Art. 5 Final provisions

- (1) The costs of notarial execution of the approval resolution at the Company's shareholder meeting to this Agreement and the costs of entry in the Commercial Register shall be borne by the Company.*

- (2) *If any provision of this Agreement should be or become invalid, the remaining provisions thereof shall remain in force nevertheless. The parties undertake to replace the invalid provision by such a valid provision that corresponds most closely to the commercial purpose intended by the contracting parties. The corresponding rule applies if the Agreement should contain a contractual gap.*

Bietigheim-Bissingen, February 25, 2015

Bietigheim-Bissingen, February 25, 2015

Dürr Aktiengesellschaft

Dürr Technologies GmbH

Ralf Dieter

Ralph Heuwing

Torsten Hartmann

Stefan Ott“

The Board of Management and the Supervisory Board therefore propose that the following resolution be adopted: The Controlling and Profit Transfer Agreement dated February 25, 2015 entered into by and between Dürr Aktiengesellschaft and Dürr Technologies GmbH is approved.

8. Resolution on approval of entry into a Profit Transfer Agreement between Dürr Aktiengesellschaft and Carl Schenck Aktiengesellschaft

Dürr Aktiengesellschaft entered into a Profit Transfer Agreement with its wholly owned subsidiary, Carl Schenck Aktiengesellschaft. In order to be effective, in addition to the approval at the General Meeting of Carl Schenck Aktiengesellschaft, which has already been given, this Agreement is also subject to the approval at the General Meeting of Dürr Aktiengesellschaft.

The Profit Transfer Agreement has the following material content:

- Carl Schenck Aktiengesellschaft undertakes to transfer its entire profit pursuant to Section 301 of the German Stock Corporation Act in its current version from time to time. With the approval of Dürr AG, the company Carl Schenck Aktiengesellschaft may transfer amounts from its profit for the year to other revenue reserves (Section 272 (3) of the German Commercial Code) to the extent that this is permissible under commercial

law and economically justified in terms of a reasonable commercial assessment. Other reserves or a profit carried forward from the time prior to the commencement of this Agreement may neither be transferred as a profit nor used in settlement of a loss for a given year.

- Dürr Aktiengesellschaft is under an obligation to assume a loss in accordance with Section 302 of the German Stock Corporation Act in its current version from time to time.
- The Agreement shall enter into force on entry of the company Carl Schenck Aktiengesellschaft in the Commercial Register and shall apply retrospectively to the beginning of the fiscal year of Carl Schenck Aktiengesellschaft in which it is entered in the Commercial Register. Accordingly, the entitlement to a profit transfer or assumption of loss shall apply for the first time to the full fiscal year of Carl Schenck Aktiengesellschaft in which the entry is made in the Commercial Register.
- The Agreement is entered into for an indefinite period. It may be terminated for the first time after expiry of five years (60 months) after the beginning of the fiscal year of Carl Schenck Aktiengesellschaft in which the Agreement became effective, subject to six months' notice, if the fiscal year of Carl Schenck Aktiengesellschaft ends on that date; otherwise termination subject to the same period of notice shall be permissible for the first time at the end of the fiscal year of Carl Schenck Aktiengesellschaft on that day. The right to termination for good cause remains unaffected by the above.

The Profit Transfer agreement is worded as follows:

"Profit Transfer Agreement

entered into by and between

Dürr Aktiengesellschaft

Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen ("Dürr AG")

and

Carl Schenck Aktiengesellschaft

Landwehrstrasse 55, 64293 Darmstadt ("the Company")

Preliminary note

- (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 Profit Transfer Agreement (“the **Agreement**”) subject to the following terms and conditions.*

Art. 1 Profit Transfer

- (1) *The Company undertakes to transfer its entire profit to Dürr AG in accordance with the provisions of Section 301 of the German Stock Corporation Act (“AktG”) in its current version from time to time.*
- (2) *The Company may, with the consent of Dürr AG, transfer amounts from its profit for the year to other revenue reserves (Section 272 (3) of the German Commercial Code to the extent that this is permissible under commercial law and economically justified in terms of a reasonable commercial assessment.*
- (3) *Other reserves or a profit carried forward from the time prior to the commencement of this Agreement may neither be transferred as a profit nor used in settlement of a loss for a given year.*
- (4) *The entitlement to a profit transfer is due at the end of each fiscal year of the Company, as the case may be.*

Art. 2 Assumption of loss

- (1) *The provisions of Section 302 of the German Stock Corporation Act in its current version from time to time apply to the assumption of loss.*
- (2) *Section 1 (4) is of analogous application.*

Art. 3 Effectiveness and contractual duration

- (1) *The Agreement is entered into subject to the approval at the General Meeting of Dürr AG and at the General Meeting of the Company. It shall enter into force on entry in the Commercial Register of the Company and shall apply retrospectively to the beginning of the fiscal year of the Company in which it is entered in the Commercial Register. Accordingly, the entitlement to a profit transfer or assumption of loss shall apply for the first time to the full fiscal year of the company in which the entry is made in the Commercial Register.*
- (2) *In order to meet the time-related requirements of Section 14 (1) sentence 1 no. 3 sentence 1 of the German Corporate Income Tax Act (KStG), the Agreement may be terminated for the first time after expiry of five years (60 months) after the beginning of the Company's fiscal year in which the Agreement became effective if the Company's fiscal year ends on that date; otherwise termination subject to the same period of notice shall be permissible for the first time at the end of the Company's fiscal year on that day. If the Agreement is not terminated, it shall be extended until the end of the Company's following fiscal year from time to time, subject to the same period of notice. Notice of termination must be given in writing. Compliance with the period of notice shall depend on the time of receipt of the letter of termination by the respective other party.*
- (3) *The right to terminate the Agreement for good cause without notice shall remain unaffected. Dürr AG shall be entitled to termination for good cause at any time if it is no longer entitled to the majority of voting rights of the Company or if there is a material reason as contemplated by Section 297 (1) of the German Stock Corporation Act or Section 14 (1) sentence 1 No. 3 sentence 2 of the German Corporate Income Tax Act – KStG (in particular, a material reason will be presumed to apply with regard to the sale or contribution of the company by Dürr AG, the merger, de-merger or liquidation of Dürr AG or the company) in their current versions from time to time. In lieu of such termination, the parties may also terminate the Agreement with immediate effect by mutual agreement if the prerequisites for termination apply for good cause.*
- (4) *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.*

Art. 4 Final provisions

- (1) *The costs of notarial execution of the approval resolution at the Company's General Meeting to this Agreement and the costs of entry in the Commercial Register shall be borne by the Company.*

- (2) *If any provision of this Agreement should be or become invalid, the remaining provisions thereof shall remain in force nevertheless. The parties undertake to replace the invalid provision by such a valid provision that corresponds most closely to the commercial purpose intended by the contracting parties. The corresponding rule applies if the Agreement should contain a contractual gap.*

Bietigheim-Bissingen, March 9, 2015

Darmstadt, March 6, 2015

Dürr Aktiengesellschaft

Carl Schenck Aktiengesellschaft

Ralf Dieter

Andreas Birk

Torsten Hartmann

Dr. Ralf-Michael Fuchs"

The Board of Management and the Supervisory Board therefore propose that the following resolution be adopted: The Profit Transfer Agreement dated March 6/ March 9, 2015 between Dürr Aktiengesellschaft and Carl Schenck Aktiengesellschaft is approved.

Records for the General Meeting

From the time of the convening notice of the General Meeting until the close thereof, the following records on Agenda Items 7 and 8 are available on the Internet at www.durr.com – Investor Relations – Annual General Meeting, namely:

1. the Controlling and Profit Transfer Agreement dated February 25, 2015 between Dürr Aktiengesellschaft and Dürr Technologies GmbH, Stuttgart, as well as the Profit Transfer Agreement dated March 6/March 09, 2015 between Dürr Aktiengesellschaft and Carl Schenck Aktiengesellschaft,
2. the annual financial statements and management reports of Dürr Aktiengesellschaft and the annual financial statements of Carl Schenck Aktiengesellschaft for the last three financial years (2012, 2013, 2014; in the case of Dürr Aktiengesellschaft for the year 2014 and the management report consolidated with the Dürr Group) and the annual financial statements of Dürr Technologies GmbH established in 2014 for fiscal 2014 as well as

3. the joint report in writing by the Board of Management of Dürr Aktiengesellschaft and the Management of Dürr Technologies GmbH on the Controlling and Profit Transfer Agreement between Dürr Aktiengesellschaft and Dürr Technologies GmbH as well as the joint report in writing by the Board of Management of Dürr Aktiengesellschaft and the Board of Management of Carl Schenck Aktiengesellschaft on the Profit Transfer Agreement between Dürr Aktiengesellschaft and Carl Schenck Aktiengesellschaft.

The aforementioned records will also be made available at the General Meeting. As Dürr Technologies GmbH and Carl Schenck Aktiengesellschaft are direct, wholly-owned subsidiaries of Dürr Aktiengesellschaft, an inspection of the relevant agreement by a contract auditor is not planned.

Moreover, the aforementioned records are available for inspection from the time of the convening of the General Meeting at the business premises of Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen. If requested, a copy of such records will be sent to each shareholder without delay, free of charge. Such request is to be addressed to:

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

by facsimile to: +49 7142 78 -1473 or

by e-mail to: hv2015@durr.com

9. Amendment to the Articles of Incorporation on Supervisory Board remuneration

Owing to the positive corporate development, the threshold for the maximum amount of variable remuneration of the members of the Supervisory Board was exceeded on a number of occasions. Accordingly, the Management has decided to raise the threshold value and adjust the calculation formula accordingly. In its deliberations, the Management assumes that the Company will continue to operate on a sustainable basis at a increased yield level compared with the past. The rule relating to fixed and variable remuneration of the Supervisory Board in place since 2011 is to be adjusted. By means of the proposed amendment to the Articles of Incorporation, the share of fixed remuneration is to be raised and the proportion of variable remuneration is to be

lowered. The latter is to be calculated from a revolving annual average of the EBT margin for the last three financial years in order to meet the requirements of the German Corporate Governance Code in the sense that success-oriented remuneration is to rely for guidance on the long-term corporate success. The extent of variable remuneration is to be capped.

The remuneration for work on committees, meeting fees, maturities and multipliers for chairing management bodies are to remain unchanged. Only the remuneration of the members of the Audit Committee is to be raised slightly by 1,000 euros on account of a further increase in requirements. The new arrangement is to apply as of the coming financial year 2016.

Accordingly, the Supervisory Board and the Board of Management propose that Section 15 (1), (2) sentence 1 and (6) be reworded as follows:

- (1) *In addition to compensation for their out-of-pocket expenses, the members of the Supervisory Board shall receive a fixed remuneration of 40,000 euros per annum. In addition, they shall receive variable remuneration based on the EBT margin of the Dürr Group disclosed in its consolidated financial statements. In order to calculate the variable remuneration, the average EBT margin of the Dürr Group for the past three fiscal years from time to time is computed. If the average EBT margin does not reach at least 4.0%, then no variable remuneration will be paid. The maximum remuneration limit (cap) is reached on an average margin of 8.0% and more. If the average EBT margin reaches a level between 4.0% and less than 5.0%, the Supervisory Board member shall receive 10,000 euro, between 5.0% and less than 6.0%: 13,500 euros, between 6.0% and less than 7.0%: 17,000 euros, between 7.0% and less than 8.0%: 20,500 euros and from 8.0%: 24,000 euros in variable remuneration. The fixed remuneration is due and payable at the end of each financial year. The variable remuneration is due and payable after the Supervisory Board meeting approving the consolidated financial statements. The Chairman of the Supervisory Board receives the three-fold amount, the Deputy and possible a further Deputy Chairman receives one-and-a-half times the total remuneration of a simple member. Section 113 (3) of the German Stock Corporation Act shall remain unaffected by the above.*
- (2) *The members of the Audit Committee receive remuneration of 10,000 euros per annum; the Chairman of this body receives double this amount in remuneration.*

- (6) *The reworded provision of Art. 15 (1) and (2) sentence 1 applies for the first time to the remuneration payable for the financial year 2016. For calculating the variable remuneration for the financial year 2016, only the EBT margin for that fiscal year shall be used as a basis; for calculating the variable remuneration for the financial year 2017 the average for the financial years 2016 and 2017 shall be used and for calculating the variable remuneration for financial years as of 2018 the sliding three-year average shall be used.*“

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

The Company's capital stock amounts to EUR 88,578,662.40 and is divided into 34,601,040 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 34,601,040. At the time of convening the Annual General Meeting, the Company has no treasury shares.

Prerequisites for attendance at the General Meeting and exercise of voting rights (including the evidence reference date in accordance with Section 123 (3) sentence 3 of the German Stock Corporation Act and its significance)

Only those persons are entitled to attend the General meeting and exercise voting rights who are shareholders of the Company (entitlement) at the start of the 21st day prior to the General Meeting, i.e. on **Friday, April 24, 2015, 00:00h** (evidence reference date) and who register for attendance at the General Meeting by presenting evidence of such entitlement. The registration and evidence of entitlement shall be in text form and must be submitted in the German or English language. A special shareholding record created in text form and issued by the custodian institution will suffice as evidence of such entitlement. The registration and evidence of shareholding relating to the evidence reference date must be received by the following registration office no later than **Friday, May 8, 2015, 12:00h midnight**.

Registration office:

Dürr Aktiengesellschaft
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07

60605 Frankfurt am Main or

by facsimile to: +49 69 12012 86045 or

by e-mail to wp.hv@db-is.com

In relation to the Company, attendance at the meeting or the exercise of voting rights as a shareholder shall apply only to those persons who furnished the relevant evidence. In the process, the entitlement to attend the meeting and the scope of voting rights are measured exclusively according to the shareholding included in the evidence presented by the shareholder as at the evidence reference date. The evidence reference date does not entail any blocking as regards the salability of the shares. Even in the event of full or partial sale of the shares after the evidence reference date, only the shareholder's holding as at the evidence reference date shall determine the attendance and scope of voting rights, i.e. any sales of shares after the evidence reference date shall have no impacts on the attendance entitlement and scope of voting rights. The same applies to purchases and additional purchases of shares after the evidence reference date. Persons who do not own any shares as at the evidence reference date and only become shareholders afterwards are not entitled to attend and vote at a meeting. Moreover, the evidence reference date is no date of relevance to dividend entitlements.

Following due and proper receipt of registration and evidence of shareholding by the registration office, the shareholders will be sent entrance tickets to the General Meeting. To ensure timely receipt of the entrance tickets, shareholders are kindly requested to ensure that the registration and evidence of shareholding are sent to the registration office at the aforementioned address in good time.

Proxy votes

Shareholders may also exercise their voting rights at the General Meeting through a proxy, e.g. by a credit institution or an association of shareholders, and to have their voting right exercised by the authorized person in question. Even so, registration and proof of shareholding must be submitted according to schedule.

Issuance of the proxy authorization, its revocation, and proof of the authorization to the Company must be in text form; Section 135 of the German Stock Corporation Act shall not be affected. For the purpose of issuing proxies, shareholders may use the proxy form they receive along with the entrance ticket; however shareholders may also issue a separate proxy in text form. In addition, a form can also be downloaded from website at www.durr.com – Investor Relations – Annual General Meet-

ing. The form will also be provided on request to any shareholder without delay and free of charge. The request is to be sent to the following address:

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

by facsimile to: +49 7142 78 -1473 or

by e-mail to hv2015@durr.com

If proxies for exercise of voting rights are issued to credit institutions, to similar institutions or companies in accordance with the provisions under German company law (Sections 135 (10), 125 (5) of the Stock Corporation Act) as well as to shareholder associations or persons as contemplated by Section 135 (8) of the Stock Corporation Act, the proxy declaration must be retained by the person appointed as proxy for inspection purposes. Moreover, the proxy statement must be complete and may only contain statements associated with the exercise of voting rights. Accordingly, if you wish to appoint a credit institution, a shareholder association or some other institution, enterprise or persons classified in the same category by Section 135 of the Stock Corporation Act, please consult with the entity to be appointed proxy about the form of such proxy declaration. In such cases, the proxy may only be conferred on a certain authorized person or entity. However, any violation of the aforementioned and certain other requirements stated in Section 135 of the Stock Corporation Act for the appointment as proxy of the entities or persons stated in this Section 135 (7) of the Stock Corporation Act shall have no influence on the effectiveness of the vote cast.

Furthermore, we offer our shareholders to appoint proxies subject to fixed voting instructions nominated by the Company already prior to the General Meeting to exercise their voting rights. To the extent that proxies nominated by the Company are authorized to vote, in this case instructions for the exercise of the voting rights must be given without fail. Without such instructions, the proxy shall be invalid. The persons appointed as proxies are obligated to vote in accordance with their instructions; they cannot exercise the voting rights at their own discretion. According to the aforementioned provisions, timely receipt of the registration and evidence of shareholding are also required in the event of one of the proxies nominated by the Company being appointed.

Shareholders are requested to send instructions to proxies required to act in accordance with such instructions by post, facsimile or electronic means (e-mail) no later than **Wednesday, May 13, 2015, 12:00h midnight** to the following address:

Dürr Aktiengesellschaft
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring

by facsimile to: +49 8195 9989-664

by e-mail to: durr@itteb.de

General proxies may be sent to the Company by post, facsimile or electronic means (e-mail) to the following address:

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

by facsimile to: +49 7142 78 -1473 or

by e-mail to hv2015@durr.com

If the shareholder grants a proxy to more than one person, then the Company may reject one or several of such persons.

Shareholders will receive a proxy authorization form, proxy instructions and further information together with the admission ticket for the Annual General Meeting.

All the aforementioned forms of attendance and representation, in particular personal attendance or attendance by a proxy, namely by a credit institution or shareholder association, are not affected by an offer to appoint one of the proxies nominated by the Company and shall remain possible to the full extent, as in the past.

Rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act

Motions for the inclusion of supplementary items on the Agenda at the request of a minority (Section 122 (2) of the 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"). Each new item of the agenda must be accompanied by reasons or a motion to be submitted for approval. Such request must be submitted in writing or in electronic format in accordance with Section 126a of the German Civil Code (i.e. bearing a qualified electronic signature pursuant to German Signatures Act) and must have been served on the Company by **Tuesday, April 14, 2015, 12:00 midnight**. A request for a supplementary motion is to be sent to the following address:

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

E-mail: hv2015@durr.com (with a qualified signature in accordance with the German Signatures Act)

Motions and election nominations of shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act

Shareholders may submit motions on specific items on the agenda; this also applies to proposals for the election of Supervisory Board members or of auditors of the financial statements.

Motions by shareholders, including the shareholder's name, the grounds for the motion and any comments of the management, are to be made available to the relevant entitled persons set forth in Section 125 (1) to (3) of the Stock Corporation Act under the conditions set forth therein (shareholders, *inter alia*, who make such a request), provided that the shareholder has sent a counter-motion to the relevant address stated in the convening notice against a proposal of the Board of Management and the Supervisory Board with respect to a particular item of the agenda, including the grounds for the counter-motion, no later than 14 days prior to the General Meeting of the Company. The day of receipt shall not be counted in this regard. Accordingly, the final date of delivery is **Thursday, April 30, 12:00h midnight**. A counter-motion and/or the reasons therefor need not be made accessible if one of the facts and circumstances giving rise to exclusion applies in accordance with Section 126 (2) of the Stock Corporation Act.

No reasons need to be stated for election proposals by shareholders pursuant to Section 127 of the Stock Corporation Act. Election proposals are made accessible only if they contain the name, the profession and place of residence of the person nominated and, in the case of an election of Supervisory Board members, their membership of other supervisory boards required to be constituted by law. According to Section 127 (1) of the Stock Corporation Act, read in conjunction with Section 126 of the same Act, there are other reasons where election proposals do not need to be made accessible. Moreover, the prerequisites and rules for making motions accessible apply accordingly, in particular, in this context **Thursday, April 30, 2015, 12:00h midnight**, likewise is the final possible date by which election proposals must have been received at the aforementioned address in order for these to be made accessible.

Any motions (together with reasons) or election proposals by shareholders pursuant to Section 126 (1) and Section 127 of the German Stock Corporation Act must be addressed exclusively to:

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

by facsimile to: +49 7142 78 -1473 or

by e-mail to: hv2015@durr.com

Motions and election proposals by shareholders (including the name of the shareholder and – in the case of motions – the relevant reasons) are made accessible without delay on the Company's website at www.durr.com – Investor Relations – Annual General Meeting. Any statements by management are likewise published on the aforementioned URL.

Shareholder's right to information pursuant to Section 131 (1) of the German Stock Corporation Act

If requested, each shareholder must be provided with information by the Board of Management on the Company's affairs, including its legal and business relations with affiliated companies and on the situation of the Group and the entities included in the consolidated financial statements to the extent that such information is necessary for a proper assessment of the relevant agenda item. Pursuant to Article 19a of the Articles of Incorporation, the chairman of the meeting may restrict the shareholders' right to raise questions and speak.

Publications on the Company's website

As soon as the General Meeting has been convened, the following information and records will be accessible via the Company's website at www.durr.com – Investor Relations – Annual General Meeting (cf. Section 124a of the Stock Corporation Act).

- the content of the convening notice, with explanatory notes on the absence of a resolution on item 1 of the agenda, along with the total number of shares and voting rights at the time of the convening notice;
- the records to be made accessible to the meeting;
- and the form that may be used for casting proxy votes.

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 – Investor Relations – Annual General Meeting.

Bietigheim-Bissingen, March 2015

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.