



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

27th Annual General Meeting

on May 4, 2016, at 11:00 a.m.,
at 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 2015 fiscal year, the Management Board's proposal for appropriation of net retained profit together as well as the Management Board's explanatory report on the disclosures pursuant to Sections 289 (4) and 315 (4) of the German Commercial Code (HGB) for the fiscal year 2015**

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 Management Board and the Supervisory Board propose that the Company's net retained profit of EUR 345,536,006.44 reported in the annual financial statements of Dürr Aktiengesellschaft for the 2015 fiscal year be appropriated as follows:

- | | |
|---|--------------------|
| - Payout of a dividend of EUR 1.85
per share (ISIN DE0005565204) on
34,601,040 shares | EUR 64,011,924.00 |
| - Balance to be carried forward | EUR 281,524,082.44 |

3. Ratification of the acts of the members of the Management Board for the fiscal year 2015

The Supervisory Board and the Management Board propose that the acts of members of the Management Board in office in the fiscal year 2015 be ratified for the fiscal year 2015.

4. Ratification of the acts of the members of the Supervisory Board for fiscal 2015

The Management Board and the Supervisory Board propose that the acts of members of the Supervisory Board in office in the fiscal year 2015 be ratified for the fiscal year 2015.

5. Election of the auditor of the annual financial statements and of the consolidated financial statements for the fiscal year 2016

The Supervisory Board proposes – backed by the recommendation of the Audit Committee – to elect Ernst & Young GmbH Wirtschaftsprüfungsgesell-

schaft, Stuttgart, as auditors of the annual and consolidated financial statements for the 2016 fiscal year and – if applicable – for audit-related inspection of intra-year financial reports for the 2016 fiscal year and for the first quarter of the 2017 fiscal year.

6. Elections to the Supervisory Board

The term of office of all members of the Supervisory Board acting on behalf of the shareholders will end at the close of this Annual General Meeting on May 4, 2016. For this reason, fresh elections are necessary.

In accordance with Sections 96 (1) and (2), 101 (1) of the German Stock Corporation Act and Sections 1, 6, 7 (1) sentence 1 no. 1 of the Co-determination Act, the Supervisory Board consists of six members to be elected by employees and six to be elected by the shareholders and at least 30% of women and at least 30% of men.

As the Supervisory Board objected to total fulfillment pursuant to Section 96 (2) sentence 1 of the German Stock Corporation Act by unanimous resolution of July 29, 2015 vis-à-vis the Chairman of the Supervisory Board, at least two seats on the Supervisory Board must be filled on the Supervisory Board – both on the part of the shareholders as well as employees – by women and at least two seats by men in order to comply with the minimum share requirement pursuant to Section 96 (2) sentence 1 of the German Stock Corporation Act.

In response to a recommendation by its Nomination Committee, the Supervisory Board proposes that the following persons be elected as Supervisory Board members of the shareholders, effective as at the close of the Annual General Meeting of May 4, 2016.

The information stated under a) relate to membership of supervisory boards required to be formed by law and the information under b) refers to membership of comparable domestic and foreign control bodies of business enterprises.

1. Prof. Dr. Alexandra Dürr

Professor for medical genetics at the University Pierre et Marie Curie (UPMC) and Senior Physician in the Département de Génétique, Groupe Hospitalier Pitié-Salpêtrière, Paris, France, resident in Paris, France; member of the Dürr Supervisory Board since 2006

a) no membership of any other supervisory boards

b) no membership of comparable control bodies

2. Mr. Klaus Eberhardt

Self-employed consultant, former Chairman of the Management Board of Rheinmetall AG, Düsseldorf, resident in Lindau/Lake Constance; member of Dürr's Supervisory Board since 2012

a) - ElringKlinger AG, Dettingen/Erms (with a stock exchange listing)
- MTU Aero Engines AG, Munich (Chairman) (with a stock exchange listing)

b) no membership of comparable control bodies

3. Mr. Gerhard Federer

Self-employed consultant, former Chairman of the Management of Schunk GmbH, Heuchelheim, resident in Gengenbach; not a member of Dürr's Supervisory Board to date

Mr. Federer is planned to be appointed as an independent member of the Audit Committee and meets the requirements of Section 100 (5) of the German Stock Corporation Act, which stipulates that the independent member of the Supervisory Board must have expertise in the fields of accounting or auditing of financial statements.

a) Homag Group AG, Schopfloch (stock market listing, OTC)

b) no membership of comparable control bodies

4. Prof. Dr.-Ing. Holger Hanselka

President of the Karlsruhe-based Institute for Technology (KIT), Karlsruhe, resident in Darmstadt; member of Dürr's Supervisory Board from 2006 to 2009 and since 2014

a) - Harmonic Drive AG, Limburg a. d. Lahn (unlisted)
- MAFA-Beteiligungsverwaltungsgesellschaft mbH, Aalen

b) no membership of comparable control bodies

5. Dr. Anja Schuler

Specialist (FMH) for psychiatry and psychotherapy, Basel (until March 31, 2016), Supervisory Board member, resident in Zurich, Switzerland, member of Dürr's Supervisory Board since February 2016

a) Homag Group AG, Schopfloch (stock market listing, OTC)

b) no membership of comparable control bodies

6. Mr. Karl-Heinz Streibich

Chairman of the Management Board of Software AG, Darmstadt, resident in Frankfurt/Main; member of Dürr's Supervisory Board since 2011

a) - Deutsche Telekom AG, Bonn (stock exchange listing)

- Deutsche Messe AG, Hanover (unlisted)

b) no membership of comparable control bodies

The elections will be held for the time from the close of the Annual General Meeting on May 4, 2016 until the close of the Annual General Meeting 2021, which will decide on the ratification of the Supervisory Board's acts.

Pursuant to Section 5.4.3 sentence 1 of the German Corporate Governance Code, the elections to the Supervisory Board are carried out as an election of individual persons. From the ranks of the members of the Supervisory Board, it is proposed that Mr. Klaus Eberhardt be elected once again as Chairman of the Supervisory Board.

A curriculum vitae of each of the candidates nominated for election is published on and can be downloaded from the Company's website at www.durr.de – Investor Relations – Annual General Meeting.

In the assessment of the Supervisory Board, with the exception of Prof. Dr. Dürr, none of the above-mentioned candidates is engaged in personal or business relations required to be disclosed with Dürr Aktiengesellschaft or its Group companies, management bodies or key shareholders. The Supervisory Board has satisfied itself that the candidates proposed will have the necessary and expected time at their disposal to exercise their mandates.

7. 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

The legacy authorization to acquire treasury shares and regarding the use thereof has expired. 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 3, 2021.

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

- a) The Management Board 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 3, 2021. 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 and, by no more than 10%. 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 10 % 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 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 effec-

tive 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 Management Board 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 Management Board 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 Management Board 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 subject 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 Management Board – with the approval of the Supervisory Board - may exclude the shareholder's subscription right to fractional amounts.

In addition, the Management Board 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 Management Board 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 Management Board will be authorized to reduce the capital stock by the prorated 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 exercised 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 by a company that is dependent on it or in which it has a majority holding or 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 Management Board at the Annual General Meeting on item 7 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 Management Board is required to prepare a report in writing on the reasons for the authorizations proposed in item 7 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.de – 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), 127 of the German Stock Corporation Act". The report will also be open to inspection by the shareholders at the General Meeting. The report will be published as follows:

Under item 7 of the agenda, it is proposed at the Annual General Meeting to authorize the Management Board pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act for a period of 5 years until May 3, 2021 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 Management Board is also entitled to acquire the shares subject to the limitation of the equal treatment principle 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 Management Board is now to be enabled once again to use the instrument of acquisition of treasury shares. In recent years, the company generated high surplus

appropriations. In order to increase the return on cash & cash equivalents, stock redemptions are also an option in addition to acquisitions. The capital structure is optimized in the process and the key financials per share are boosted accordingly. 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 treatment 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 Management Board 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 rights

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 Management Board 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 Cor-

poration 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 Management Board 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 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.

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 reduc-

tion 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 Management Board will 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.

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 record date in accordance with Section 123 (4) sentence 2 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 **Wednesday, April 13, 2016, 00:00h** (record 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 **Wednesday, April 27, 2016, 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

Facsimile: +49 69 12012 86045 or

E-mail: 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.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 sent to the following address:

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

Facsimile: +49 7142 78 -1473 or

E-mail: hv2016@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 or entities appointed as proxies are required 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) by **Monday, May 2, 2016, 12:00h midnight**, to the following address:

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

Facsimile: +49 8195 9989-664

E-mail: durr2016@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

Facsimile: +49 7142 78 -1473 or

E-mail: hv2016@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 **April 3, 2016, 12:00h 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: hv2016@durr.com (with a qualified signature in accordance with the German Signatures Act)

Motions and election proposals 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 Management Board 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. Accord-

ingly, the final date of delivery is **Tuesday, April 19, 2016, 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 **Tuesday, April 19, 2016, 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 Sections 126 (1) and 127 of the German Stock Corporation Act must be addressed exclusively to:

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

Facsimile: +49 7142 78 -1473 or

E-mail: hv2016@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.de – 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 Management Board 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.de – 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 2016

Dürr Aktiengesellschaft, with registered office in Stuttgart
– The Management Board –

Please note:

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