



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

28th Annual General Meeting

on Friday, May 5, 2017, 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.)

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 2016 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 2016**

The aforesaid documents are available for inspection at the offices of Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany, and are published on and are available for download from the Company's website at www.durr.com – Investors – 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 363,704,974.61 reported in the annual financial statements of Dürr Aktiengesellschaft for fiscal 2016 be appropriated as follows:

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|---|--------------------|
| - Payout of a dividend of EUR 2.10 per share (ISIN DE0005565204) on 34,601,040 shares | EUR 72,662,184.00 |
| - Balance to be carried forward | EUR 291,042,790.61 |

Pursuant to Section 58 para. 4 sentence 2 of the German Stock Corporation Act (*Aktiengesetz*) in its version applicable as of January 1, 2017, the entitlement to a dividend is due on the third business day following the resolution adopted at the Annual General Meeting, i.e. on Wednesday, May 10, 2017.

3. Ratification of the acts of the members of the Management Board for the fiscal year 2016

The Supervisory Board and the Management Board propose that the acts of members of the Management Board in office in the fiscal year 2016 be ratified for the fiscal year 2016.

4. Ratification of the acts of the members of the Supervisory Board for fiscal 2016

The Management Board and the Supervisory Board propose that the acts of members of the Supervisory Board in office in the fiscal year 2016 be ratified for the fiscal year 2016.

5. Election of the auditor of the annual financial statements and the auditor of the consolidated annual financial statements for the fiscal year 2017

and, in the event of an audit review by the auditor of intra-year financial reports for the fiscal year 2017 as well as for the first quarter of fiscal 2018

The Supervisory Board proposes – backed by the recommendation of the Audit Committee – to elect Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditors of the annual and consolidated financial statements for the 2017 fiscal year and – if applicable – for audit-related inspection of intra-year financial reports for the 2017 fiscal year and for the first quarter of fiscal 2018.

6. Elections to the Supervisory Board

Prof. Dr. Holger Hanselka resigned from his Supervisory Board mandate by letter dated February 26, 2017, effective as at the close of the ordinary General Meeting 2017. He is set to become Chairman of the Technology Council to be established, providing consultancy services to the Management Board. For this reason, a successor to Prof. Dr. Hanselka is to be elected at the Annual General Meeting.

In accordance with Sections 96 paras. 1 and 2, 101 para. 1 of the German Stock Corporation Act and Sections 1, 6, 7 para. 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 para. 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 para. 2 sentence 1 of the German Stock Corporation Act. The composition of the Supervisory Board is in conformity with the statutory parameters on the minimum quota of women and men, already prior to taking account of the person standing for the election.

In response to a recommendation of its Nomination Committee, the Supervisory Board proposes to elect Mr. Richard Bauer as successor to Prof. Dr. Hanselka as a representative of the Supervisory Board members acting on behalf of the shareholders effective as at the close of the Annual General Meeting on May 5, 2017. In accordance with Article 10 (3) of the Articles of Incorporation, election is for the resigning member Prof. Dr. Hanselka's remaining term of office, namely until the close of the Annual General Meeting in 2021.

Mr. Bauer, Professional Supervisory Board Member and resident in Wentorf near Hamburg, is Chairman of the Supervisory Board of Körber AG, Hamburg (Supervisory Board required to be set up in accordance with statutory regulations). At the time of the General Meeting, he neither has personal nor business relations with the Company nor any personal or business relations with its management bodies or with any shareholder with a material holding in the Company.

A curriculum vitae of the candidate nominated for election is published on and can be downloaded from the Company's website at www.durr.com – Investors – Annual General Meeting.

The Supervisory Board has satisfied itself that the candidate proposed will have the necessary and expected time at his disposal to exercise his mandate.

7. Amendments to the Articles of Incorporation

The Articles of Incorporation of Dürr Aktiengesellschaft are to be adjusted in a number of provisions concerning the Supervisory Board.

For this reason, the Board of Management and the Supervisory Board propose the following resolutions for amendment of the Company's Articles of Incorporation:

- (a) Article 12 para. 1 sentence 4 of the Articles of Incorporation is to be reworded as follows:

“The meeting shall be convened in text form subject to a period of notice of at least 14 days.”

- (b) Article 12 para. 1 sentence 6 of the Articles of Incorporation is to be reworded as follows:

“In urgent cases, the Chairman may reduce the period and convene the meeting orally, by telephone, in writing, by facsimile, by email or any by means of other common telecommunications media.”

- (c) Article 12 para. 1 sentence 7 of the Articles of Incorporation is to be reworded as follows:

“A resolution concerning presentations and motions not made known to all members of the Supervisory Board at least 6 days prior to the meeting is permissible only if no member attending the meeting raises an objec-

tion; in such a case, absent Supervisory Board members are to be given the opportunity to object within a reasonable period to be fixed by the Chairman for adoption of the resolution or to cast their votes orally, by telephone, facsimile, email or by means of other common telecommunications media. In calculating the period in question, the date of the announcement and the date of the meeting shall not be included.”

- (d) Article 12 para. 3 sentence 4 of the Articles of Incorporation is to be reworded as follows:

“In such a case, absent Supervisory Board members are to be given the opportunity to object to the resolution within a reasonable period to be stipulated by the Chairman or to cast their vote orally, by telephone, in writing, by facsimile, email or by means of other common telecommunications media.”

- (e) In Article 12 para. 8 of the Articles of Incorporation, a new sentence 2 is to be inserted, with the past sentence 2 becoming sentence 3 in the process:

“A right to raise an objection to this on the part of the other members of the Supervisory Board does not exist.”

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 (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 **Friday, April 14, 2017, 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, April 28, 2017, 12:00h midnight**.

Registration office:

Dürr Aktiengesellschaft
c/o Deutsche Bank AG
Securities Production
General Meetings
P. O. Box 20 01 07
60605 Frankfurt/Main or

Fax: +49 69 12012 86045 or

Email: 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 – Investors – 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:

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

Fax: +49 7142 78 -1473 or

Email: hv2017@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 exer-

cise 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 (email) by **Wednesday, May 3, 2017, 12:00h midnight**, to the following address:

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

Fax: +49 8195 9989-664

Email: durr2017@itteb.de

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

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

Fax: +49 7142 78 -1473 or

Email: hv2017@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 the offer to appoint one of the proxies nominated by the Company and shall remain possible to the full extent.

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 4, 2017, 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

Email: hv2017@durr.com (with a qualified electronic signature in conformity 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 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. Accordingly, the final date of delivery is **Thursday, April 20, 2017, 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 20, 2017, 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

Fax: +49 7142 78 -1473 or

Email: hv2017@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 – Investors – 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.com – Investors – 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 – Investors – Annual General Meeting.

Bietigheim-Bissingen, March 2017

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

Please note:

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