



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

31st Annual General Meeting

on May 28, 2020, 14:00h

Pursuant to the Act concerning measures under the law of societies, associations, co-operatives, clubs, foundations and residential property rights in order to combat the impacts of the COVID-19 pandemic of March 27, 2020 ("COVID-19 Act"), the Annual General Meeting of the Company will be held without the shareholders or their proxies being present (virtual Annual General Meeting). You will find further particulars in this regard in the section *Additional information on convocation*. The address of the venue for the Annual General Meeting as contemplated by the German Stock Corporation Act is Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany.

The shareholders and their proxies (with the exception of proxies of the Company) are neither entitled nor capable of being physically present at the venue of the Annual General Meeting. A video and sound transmission of the entire meeting will be available on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting; this transmission does not facility physical attendance at the Annual General Meeting as envisaged by Section 118 para. 1 of the German Stock Corporation Act.

Please note:

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

I. Agenda

- 1. Presentation of the adopted annual financial statements of Dürr Aktiengesellschaft, of the consolidated annual 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 2019 financial year, the Board of Management's proposal for appropriation of net retained profit as well as the Board of Management's explanatory report on the disclosures pursuant to Sections 289a para. 1, 315a para. 1 of the German Commercial Code (*HGB*) for the 2019 financial year**

The aforementioned documents are accessible to the shareholders on the Internet at www.durr-group.com/en/investor-relations/annual-general-meeting. The said documents will also remain accessible at this website during the virtual Annual General Meeting.

The Supervisory Board has approved the annual financial statements and consolidated annual financial statements. The annual financial statements have therefore been adopted. Pursuant to the statutory regulations, no resolution is therefore planned to be considered regarding this agenda item.

- 2. Appropriation of net retained profit**

The Board of Management and the Supervisory Board propose that the Company's net retained profit of EUR 569,859,885.10 reported in the annual financial statements of Dürr Aktiengesellschaft for the 2019 fiscal year be appropriated as follows:

- Payout of a dividend of EUR 0.80
per share (ISIN DE0005565204) on
69,202,080 shares EUR 55,361,664.00
- Balance to be carried forward to new accounts EUR 514,498,221.10

Pursuant to Section 58 para. 4 sentence 2 of the German Stock Corporation Act (*Aktiengesetz*), 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, June 3, 2020.

3. Ratification of the acts of the members of the Board of Management for the 2019 financial year

The Supervisory Board and the Board of Management propose that the acts of members of the Board of Management in office in fiscal 2019 be ratified for the 2019 financial year.

4. Ratification of the acts of the members of the Supervisory Board for the 2019 financial year

The Board of Management and the Supervisory Board propose that the acts of members of the Supervisory Board in office in fiscal 2019 be ratified for the 2019 financial year.

5. Election of the auditor of the annual financial statements and the auditor of the consolidated annual financial statements for the 2020 financial year and, in the event of an audit review by the auditor of intra-year financial reports for the 2020 financial year, as well as for the first quarter of fiscal 2021

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 2020 fiscal year and – if applicable – for audit-related inspection of intra-year financial reports for the 2020 fiscal year and for the first quarter of the 2021 fiscal year.

In its recommendation, the Audit Committee declared that its recommendation was free from any undue influence being exerted by third parties and that no restriction had been imposed on it in the selection of a certain auditor of any financial statements.

6. Elections to the Supervisory Board

Mr. Karl-Heinz Streibich gave notice of his decision to resign from his Supervisory Board mandate in a letter dated March 25, 2020, effective at the close of the 2020 Annual General Meeting, in order to safeguard corporate governance, in particular to avoid overboarding. For this reason, a successor to Mr. Karl-Heinz Streibich is to be elected at the virtual 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-determi-

nation Act, the Supervisory Board consists of six members to be elected by employees and six to be elected by the shareholders, with at least 30% consisting 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 – 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 by its Nomination Committee, the Supervisory Board proposes – taking account of the objectives adopted by the latter regarding its membership and the competency profiles elaborated by it for the body as a whole – the election of Mr. Arnd Zinnhardt, professional supervisory board member, Königstein im Taunus, as successor to Mr. Karl-Heinz Streibich to represent the shareholders' Supervisory Board members effective as at the close of the Annual General Meeting ratifying the actions of the Supervisory Board for the 2019 fiscal year. In accordance with Article 10 para. 3 of the Articles of Incorporation, election is for the resigning member Mr. Karl-Heinz Streibich's remaining term of office, i.e. until the close of the Annual General Meeting in 2021.

Memberships of other domestic supervisory boards to be constituted under prevailing legislation:

- Member of the Supervisory Board of Warth & Klein Grant Thornton Wirtschaftsprüfungsgesellschaft AG, Düsseldorf

Memberships of comparable domestic and foreign control bodies of business enterprises:

- Member of the Board of Administration and of the Risk and Credit Committee of Helaba, Frankfurt/Main

A *curriculum vitae* of the candidates nominated for election is available for download from the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting.

The virtual Annual General Meeting is not bound by any election proposals.

The Supervisory Board has ascertained, by requesting confirmation from Mr. Zinnhardt, that he will have the time available for him to perform his mandate. In the opinion of the Supervisory Board, Mr. Zinnhardt is not engaged in any personal or business relations with the Company or its Group companies, its management bodies or a shareholder with a material equity interest in the Company that would need to be disclosed according to C.13 of the German Corporate Governance Code in its version of March 20, 2020.

7. New wording of Article 17 of the Articles of Incorporation (attendance at the Annual General Meeting)

The prerequisites for attendance at the Annual General Meeting and the exercise of the voting right were amended by the Second Shareholder Rights Directive Implementation Act (*Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie – ARUG II*). According to the amended Section 123 para. 4 sentence 1 of the German Stock Corporation Act, in the case of bearer shares of corporations listed on the stock market, proof of the final intermediary is to be sufficient in future for attendance at the Annual General Meeting or the exercise of the voting right pursuant to the newly inserted Section 67c para. 3 of the German Stock Corporation Act. According to Article 17 of the Company's Articles of Incorporation, in line with the parameters of the current version of Section 123 para. 4 sentence 1 of the German Stock Corporation Act, evidence of shareholding prepared by the custodian institution in text form and in German or English is necessary for attendance at the Annual General Meeting and for the exercise of voting rights.

The ARUG II entered into force effective as of January 1, 2020. The amendments to Section 123 para. 4 sentence 1 of the German Stock Corporation Act and the new Section 67c of the same Act will only take effect as of September 3, 2020 and will apply for the first time at annual general meetings convened after September 3, 2020. They will therefore already be applicable prior to the Company's ordinary General Meeting in the year 2021. In order to avoid any deviation of the provisions for such evidence of attendance at the Company's Annual General Meeting or those for the exercise of the voting right in the Articles of Incorporation and the law, the resolution to adjust the Articles of Incorporation is already to be adopted now. The Board of Management is to ensure by filing an appropriate petition for entry in the Commercial Register that the amendment to the Articles of Incorporation is to be effective only as of September 3, 2020.

The Board of Management and the Supervisory Board therefore propose that Article 17 of the Articles of Incorporation be reworded as follows:

*“Art. 17
Attendance at the Annual General Meeting*

- (1) Only those shareholders shall be entitled to attend the Annual General Meeting and to exercise the voting right who have registered for attendance, providing evidence of their shareholding. Such registration shall be received by the Company in text form, either in German or English, at the address stated in the convening notice, no later than six days prior to the Annual General Meeting, excluding the date of receipt and the date of the Annual General Meeting.*
- (2) Evidence of entitlement to attend the Annual General Meeting or to exercise the voting right must be provided. To this end, evidence of the shareholding is necessary. Such evidence can either be provided by the last intermediary in accordance with the requirements of Section 67 c para. 3 of the German Stock Corporation Act or otherwise by the last intermediary in text form, namely in German or English. Evidence of such shareholding is required to refer to the start of the 21st day prior to the Annual General Meeting and must be received by the Company at the address specified in the convening notice no later than six days prior to the Annual General Meeting, with the date of receipt and the date of the Annual General Meeting not being included in this regard. In relation to the Company, attendance at the Annual General Meeting or the exercise of voting rights as a shareholder shall apply only to those persons who furnished the relevant evidence in due course and in compliance with all formalities.”*

The Board of Management is instructed to file a petition for entry of the amendment to the Articles of Incorporation in the Commercial Register in such a timely manner as to ensure that such registration is effected as soon as possible after September 3, 2020.

II. Further particulars on convening the Annual General Meeting

1. Execution of the Annual General Meeting without physical attendance by the shareholders and their proxies (virtual Annual General Meeting)

On the basis of the COVID-19 Act, the Board of Management of the Company has adopted a resolution, with the approval of the Supervisory Board, to conduct an Annual General Meeting without the shareholders or their proxies being physically present (virtual Annual General Meeting).

The virtual Annual General Meeting will be transmitted live for all interested parties on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting.

Via the Company's password-protected Internet Service, duly registered shareholders (and/or their proxies) logged in can use the procedure provided to this end to exercise their voting rights, issue proxies, submit questions, table motions or raise objections to be recorded in the minutes.

2. Total number of shares and voting rights at the time of convening the virtual Annual General Meeting

The Company's capital stock amounts to EUR 177,157,324.80 and is divided into 69,202,080 common shares. Each common share confers one vote at the virtual Annual General Meeting. The total number of shares and voting rights at the time of convening the virtual Annual General Meeting therefore amounts to 69,202,080. The Company has no treasury shares at the time of convening the virtual Annual General Meeting.

3. Prerequisites for attendance at the virtual Annual General Meeting and for the exercise of voting rights (including the evidence reference date in accordance with Section 123 para. 4 sentence 2 of the German Stock Corporation Act and its significance)

Only those persons are entitled to attend the virtual Annual General Meeting and exercise voting rights according to the provisions detailed below who are shareholders of the Company (entitlement) at the start of the 21st day prior to the virtual Annual General Meeting, i.e. on **Thursday, May 7, 2020, 00:00h midnight** (evidence reference date) and who register for attendance at the virtual Annual 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. Evidence of such entitlement is to be maintained by a special shareholding record kept by the custodian institution of the securities account. The registration and evidence of shareholding relating to the evidence reference date must be received by the registration office specified below no later than **Thursday, May 21, 2020, 12:00h midnight**.

Registration office:

Dürr Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München or

Facsimile: +49 89 889 690 633 or

E-mail: anmeldung@better-orange.de

In relation to the Company, attendance at the virtual Annual General 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 contained 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 portfolio 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 acquisitions and additional purchases of shares after the evidence reference date. Persons who do not hold any shares as at the evidence reference date and only become shareholders thereafter 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 a registration confirmation slip to follow the virtual Annual General Meeting. In order to ensure timely receipt of the registration confirmation slips, 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. The registration confirmation slip contains the access data for using the password-protected Internet Service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting. The exercise both of the right to raise questions as well as objections is only possible via the password-protected Internet Service.

4. Proxy authorization

Shareholders may also exercise their voting rights at the virtual Annual General Meeting through a proxy, e.g. by a credit institution or an intermediary, a voting right consultant or an association of shareholders, and to have their voting right exercised by the authorized person or body 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 authorization to the Company must be in text form, unless a proxy authorization is granted pursuant to Section 135 of the German Stock Corporation Act. For the purpose of issuing proxy authorizations, shareholders may use the proxy form they received along with the registration confirmation slip; however, shareholders may also issue a separate proxy authorization in text form. Moreover, a form can also be downloaded from the Internet at www.durr-group.com/en/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
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München or

Facsimile: +49 89 889 690 655 or

E-mail: durr@better-orange.de

The shareholders are requested to issue proxy authorizations preferably via the password-protected Internet Service at www.durr-group.com/en/investor-relations/annual-general-meeting or by means of the proxy form made available by the Company.

Evidence of a proxy authorization, the amendment or revocation thereof can be sent to the Company no later than **Wednesday, May 27, 2020, 12:00h midnight** at the following address:

Dürr Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München or

Facsimile: +49 89 889 690 655 or

E-mail: durr@better-orange.de

or via the password-protected Internet Service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure provided to this end by the start of voting at the virtual Annual General Meeting.

The transmission channels referred to above are also available up to the aforementioned points in time if the grant of a proxy authorization is to be effected by declaration to the Company; separate evidence of proxy authorization is not necessary in this case. The revocation or amendment of a proxy authorization already granted can likewise be directly expressed to the Company up to the aforementioned points in time specified.

When granting proxy authorizations to exercise voting rights pursuant to Section 135 of the German Stock Corporation Act (grant of proxy votes to intermediaries, voting right consultants, associations of shareholders or persons acting in the ordinary course of business), the proxy declaration must be kept in the proxy holder's possession, ready for inspection. Moreover, the proxy declaration must be complete and may only contain statements associated with the exercise of voting rights. Accordingly, in such cases please make arrangements with the intended proxy holder to coordinate the form of proxy or proxy authorization.

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

Proxies cannot physically attend the virtual Annual General Meeting either. Accordingly, they can exercise the voting rights on behalf of shareholders represented by them solely by postal vote or by conferring (sub)proxies on the proxy representatives nominated by the Company in accordance with the following provisions.

5. Voting by way of a postal vote (also via electronic communication) by the shareholders or their proxies

Shareholders or their proxies can cast their votes by postal vote (including via electronic communication). Due and proper registration and evidence of entitlement to attend according to the aforementioned provisions under II.3 are also necessary to this end.

Postal votes can be submitted, amended or revoked no later than **Wednesday, May 27, 2020, 12:00h midnight** by post, facsimile or e-mail to the following address:

Dürr Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München or

Facsimile: +49 89 889 690 655 or

E-mail: durr@better-orange.de

Furthermore, postal votes can be submitted by the **commencement of voting** at the virtual Annual General Meeting via the password-protected Internet Service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure provided to this end.

Those who wish to exercise their right to vote by way of postal voting are requested to use the password-protected Internet Service at www.durr-group.com/en/investor-relations/annual-general-meeting or the postal vote form sent, in conjunction with the access data for the password-protected Internet Service. The postal vote form will likewise be sent to the shareholders and/or their proxies at any time upon request and is also available for download on the Internet at www.durr-group.com/en/investor-relations/annual-general-meeting.

Should an individual vote be carried out on an agenda item without this having been announced in the lead-up to the virtual Annual General Meeting, a vote cast on this agenda item shall also be deemed to have collectively been given for each point of the individual vote taken.

Authorized intermediaries, shareholder associations, voting right consultants or other persons contemplated by Section 135 para. 8 of the German Stock Corporation Act who professionally offer to exercise shareholders' voting rights at the Annual General Meeting can also make use of postal votes.

If postal votes are received via different transmission channels and it cannot be identified which vote was last dispatched, such votes shall be considered in the following order: 1) via the password-protected Internet Service, 2) by e-mail, 3) by facsimile and 4) by postal service.

6. Exercise of voting rights by proxies appointed by the Company

In addition, we offer our shareholders the right to appoint proxies subject to fixed voting instructions nominated by the Company to exercise their voting rights. To the extent that proxies nominated by the Company are authorized to vote, instructions for the exercise of the voting rights must be given without fail in this case. 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. If no unambiguous instruction is issued on a particular agenda item, the proxies appointed by the Company are required to abstain from voting on the relevant item on which a resolution is to be adopted. Also in the event of one of the proxies nominated by the Company being appointed, timely receipt of registration and evidence of shareholding are required in accordance with the aforementioned provisions concerning the prerequisites for attending the virtual Annual General Meeting and the exercise of voting rights.

Furthermore, we wish to point out that the proxies cannot accept instructions on procedural motions, whether in the lead-up to or during the virtual Annual General Meeting. Proxies cannot accept orders to lodge objections against resolutions adopted at the Annual General meeting or to submit questions or motions either.

Shareholders are requested to send instructions to proxies required to act in accordance therewith by post, facsimile or electronic means (by e-mail or using the Internet Service specified below for shareholders) by **Wednesday, May 27, 2020, 12:00h midnight**, to the following address:

Dürr Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München or

Facsimile: +49 89 889 690 655 or

E-mail: durr@better-orange.de

Furthermore, proxies authorized and instructions to the proxies appointed by the Company can be submitted, amended or revoked **by the commencement of voting** via the password-protected Internet Service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure provided to this end.

Those who wish to grant a proxy authorization and give instructions to Company proxies are requested to use the password-protected Internet Service at

www.durr-group.com/en/investor-relations/annual-general-meeting or the postal vote form sent, in conjunction with the access data for the password-protected Internet Service. The proxy authorization form will likewise be sent to the shareholders and/or their proxies at any time upon request and is also available for download on the Internet at www.durr-group.com/en/investor-relations/annual-general-meeting.

Should an individual vote be carried out on an agenda item without this having been announced in the lead-up to the virtual Annual General Meeting, a proxy authorization/instruction given on this agenda item shall also be deemed to have collectively been given as a corresponding proxy authorization/instruction for each agenda item of the individual vote cast.

If postal votes and proxy authorizations/instructions are received by the proxy representatives nominated by the Company and it is not clear which was last dispatched, priority will be assigned to postal votes submitted. If, in addition, differing statements in terms of content are received via different transmission channels and it cannot be identified which was last dispatched, such votes shall be considered in the following order of priority: 1) via the password-protected Internet Service, 2) by e-mail, 3) by facsimile and 4) by postal service.

Shareholders will receive a proxy authorization and instruction form as well as further information for following the virtual Annual General Meeting and for the exercise of voting rights along with the registration confirmation slip required.

7. Rights of shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127, 131 para. 1 of the German Stock Corporation Act

Motions for inclusion of supplementary items on the Agenda at the request of a minority (Section 122 para. 2 of the German Stock Corporation Act)

Pursuant to Section 122 para. 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 500,000.00. -- may request that items of business be placed on the agenda and 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 form in accordance with Section 126a of the German Civil Code (i.e. bearing a qualified electronic signature) and must have been received by the Company by **Monday, April 27, 2020, 12:00h midnight**. A request for a supplementary motion is to be sent to the following address:

Dürr Aktiengesellschaft
Rechtsabteilung
Carl-Benz-Straße 34,
74321 Bietigheim-Bissingen, or

E-mail: hv2020@durr.com (bearing a qualified electronic signature)

Petitioners are required to submit evidence that they are holders of an adequate number of shares for the duration of the statutory minimum holding period of at least 90 days prior to the date of receipt of such petition and that they shall continue to hold such shares until a decision on the petition has been taken by the Board of Management and, if the latter dismisses such petition, also until such time as the court hands down a ruling on the supplementary petition (Sections 122 para. 2, 122 para. 1 sentence 3, 122 para. 3 as well as 70 of the German Stock Corporation Act). The provisions of Section 121 para. 7 of the German Stock Corporation Act shall apply accordingly.

Motions and election nominations of shareholders pursuant to Sections 126 para. 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 Management, are to be made available to the relevant entitled persons set forth in Section 125 paras. 1 to 3 of the German 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 virtual Annual General Meeting of the Company. The day of receipt shall not be counted in this regard. Accordingly, the final date of delivery is **Wednesday, May 13, 2020, 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 para. 2 of the German Stock Corporation Act.

No reasons need to be stated for election proposals by shareholders pursuant to Section 127 of the German Stock Corporation Act. Election proposals are made accessible only if they contain the name, 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 para. 1 of the German Stock Corporation Act, read in

conjunction with Section 126 of the same Act, there are other reasons in the case of which 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 **Wednesday, May 13, 2020, 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 still be made accessible.

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

Dürr Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München or

Facsimile: +49 89 889 690 655 or

E-mail: durr@better-orange.de

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-group.com/en/investor-relations/annual-general-meeting. Any statements by Management are likewise made accessible at the aforementioned Internet address.

The Company will treat duly submitted, permissible and timely counter-motions and election proposals as though they had been orally raised at the virtual Annual General Meeting.

Option for questions to be raised by shareholders and their proxies

Pursuant to the COVID-19 Act, while shareholders are not granted a right to information as contemplated by Section 131 of the Stock Corporation Act at the virtual Annual General Meeting, they are to be given the option to raise questions, however.

Duly registered and logged-in shareholders or their proxies can raise questions solely by way of electronic communication via the password-protected Internet Service on the Company's website at <https://www.durr-group.com/en/investor-relations/annual-general-meeting> in conformity with the procedure laid down for this purpose.

All duly registered and logged-in shareholders or their proxies can ask the Company questions on items of the agenda until **Monday, May 25, 2020, 12:00 midnight** via the password-protected Internet Service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure stipulated for this purpose. No questions can be asked during the virtual Annual General Meeting.

According to Section 1 para. 2 sentence 2 of the COVID-19 Act, the Board of Management will duly decide at its free discretion which questions it will answer and how. In the process, in particular the Board of Management may summarize questions and select meaningful questions in the interests of the other shareholders. In addition, the Board of Management may assign priority to shareholder associations and institutional investors with a significant proportion of the number of votes. Questions in other languages will not be taken into consideration. The Board of Management reserves the right to answer questions repeatedly raised in advance on the Company's website in general terms. The Board of Management can also stipulate that questions are to be submitted by way of electronic means of communication no later than two days prior to the meeting; the Board of Management has decided to so as described above.

8. Options for shareholders or their proxies to raise objections

The options of shareholders or their proxies who have exercised the right to vote by way of the electronic communication described above (postal votes) to raise an objection to a resolution adopted at the Annual General meeting is exclusively granted by way of such electronic communication.

Shareholders or their proxies can file an objection via the password-protected Internet Service on the Company's website at <https://www.durr-group.com/en/investor-relations/annual-general-meeting> in conformity with the procedure laid down for this purpose to the official notary by the time of the close of the virtual Annual General Meeting by the Chairman of the Meeting against a resolution adopted at the Annual General Meeting to be recorded in the minutes pursuant to Section 245 No. 1 of the German Stock Corporation Act. It is possible to submit such a statement from the start of the virtual Annual General Meeting until the close thereof.

The Company wishes to point out once again that the proxies nominated by the Company do not accept any instructions for filing objections.

9. Publications on the Company's website

As soon as the virtual Annual General Meeting has been convened, the following information and records will be accessible via the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting (cf. Section 124a of the German 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 at the meeting;
- and the form that may be used for casting proxy votes.

This information and these records will also remain accessible at this website during the virtual Annual General Meeting.

Further explanations and information on the rights of shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127, and 131 para. 1 of the German Stock Corporation Act can be found on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting.

Any counter-motions, election proposals and supplementary requests from shareholders received by the Company and required to be published in good time within the periods specified above will likewise be made accessible on the aforementioned website.

The voting results will be published after the virtual Annual General Meeting on the same website.

10. Video and sound transmission of the Annual General Meeting

The Annual General Meeting can be followed live on the Internet via the link www.durr-group.com/hv from beginning to end (until closed by the Chairperson of the Meeting).

11. Information on data protection (privacy) for shareholders

In its role as "Controller", Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, processes personal data of shareholders (name and address, e-mail address, number of shares, share class, form of possession of shares and number of the registration confirmation slip) and possibly personal

data of the shareholder proxies under the applicable data protection legislation. The processing of personal data is mandatory by law for due and proper preparation and execution of the virtual Annual General Meeting, for the exercise of voting rights by shareholders as well as for following the Meeting by way of electronic transmission. The legal basis for processing is constituted by Article 6 para. 1 sentence 1 letter c of the EU General Data Protection Regulation ("GDPR"), read in conjunction with Sections 67, 118 ff. of the Stock Corporation Act as well as in conjunction with Section 1 of the COVID-19 Act. In addition, instances of data processing that are expedient for organizing the virtual Annual General Meeting can be carried out on the basis of prevailing justified interests (Article 6 para. 1 sentence 1 letter f GDPR). As a rule, Dürr Aktiengesellschaft receives the shareholders' personal data via the registration office of the credit institution commissioned by the shareholders to keep custody of their shares (referred to as the custodian bank).

The service providers commissioned by Dürr Aktiengesellschaft for the purpose of organizing the virtual Annual General Meeting shall process personal data of the shareholders exclusively according to instructions received from Dürr Aktiengesellschaft and only to the extent necessary to perform the service commissioned. All employees of Dürr Aktiengesellschaft and employees of the service providers commissioned who have access to and process shareholders' personal data are required to treat such data in strict confidence. Moreover, within the scope of the statutory regulations, personal data of shareholders or proxies exercising their voting rights and following the virtual Annual General Meeting by electronic channels (in particular, the list of such persons "attending", Section 129 of the German Stock Corporation Act) are open to inspection by shareholders and proxies. This also applies to questions possibly raised by shareholders and/or proxies in advance (Section 1 para. 2 No. 3 COVID-19 Act). Dürr Aktiengesellschaft undertakes to erase personal data of shareholders in accordance with the statutory regulations, particularly if personal data is no longer necessary for the original purpose of collecting and processing thereof, the data is no longer needed in connection with any administrative or court proceedings and if no statutory retention obligations exist.

According to the statutory prerequisites, shareholders are entitled to obtain information on their personal data processed and to request rectification or erasure of their personal data or restricted processing thereof. Moreover, shareholders have the right to raise objections with the supervisory authorities.

If personal data is processed on the basis of Article 6 para. 1 sentence 1 letter f GDPR, the shareholders and/or proxies are also entitled to a right of objection provided the statutory requirements for this are met.

For any notes and queries concerning the processing of personal data, shareholders can contact the Data Protection Officer of Dürr Aktiengesellschaft at the following address:

Dürr Aktiengesellschaft
- Datenschutzbeauftragter -
Carl-Benz-Straße 34,
74321 Bietigheim-Bissingen, or

Telephone: +49 71 42 78 13 80 or

E-mail: dataprotection@durr.com

Bietigheim-Bissingen, April 2020

Dürr Aktiengesellschaft; Registered Office: Stuttgart
– The Board of Management –