



Dürr Aktiengesellschaft

Registered Office: Stuttgart

WKN 556 520 – ISIN DE 0005565204

31st Annual General Meeting (virtual Annual General Meeting) on May 28, 2020

Notes in accordance with Section 121 (3) Sentence 3 No. 3 of the German Stock Corporation Act on shareholders' rights

The convening notice of the virtual Annual General Meeting already contains information regarding the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 of the German Stock Corporation Act and according to Section 1 of the Act concerning measures under the law of societies, associations, cooperatives, 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 following information serves to provide further explanations of the aforementioned rules and regulations.

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

In accordance with 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.-- of the capital stock – at Dürr Aktiengesellschaft, this corresponds to 195,313 shares – may request that items be placed on the agenda and announced accordingly. As the prorated amount of EUR 500,000 corresponds to less than 5% of the capital stock at Dürr Aktiengesellschaft, the prorated amount of EUR 500,000 is sufficient to exercise the rights arising from Section 122 (2) of the German Stock Corporation Act. Each new item of the agenda must be accompanied by reasons or a motion to be submitted for approval. In addition, the applicants must furnish evidence to show that they held the necessary minimum number of shares for at least 90 days prior to the date of receipt of the request and that they hold these shares until a decision has been made concerning the request. A letter of confirmation from the credit institution in custody of the securities account or from the final intermediary will be sufficient evidence in this regard. The request is required to be received by the Company at least 30 days prior to the virtual Annual General Meeting; the date of receipt of the

request is not to be counted in this regard. A postponement from a Sunday, a Saturday or a Friday to a working day in the future or a subsequent working day will not be taken into consideration. Sections 187 to 193 of the German Civil Code are not to be applied accordingly.

Supplementary motions as well as reasons or motions filed for resolution 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) and must have been served on the Company along with the evidence in question by **Monday, April 27, 2020, 12:00h midnight**. Supplementary motions are to be sent to the following address:

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

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

To the extent that supplementary motions received in due course are required to be published, they will be promulgated when the meeting is convened or otherwise without delay on entry of the request in the Federal Gazette, disseminated throughout Europe and made accessible on the Company's website. The amended agenda will be published along with the notice to convene the virtual Annual General Meeting pursuant to Section 125 (1) sentence 3 of the German Stock Corporation Act.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

Section 122 Convening a meeting at the request of a minority (excerpt)

- (1) *The Annual General Meeting is to be called if shareholders whose aggregate shareholding reached one-twentieth of the capital stock request that such a meeting be convened in writing, stating the purpose and reasons therefor; such request is to be addressed to the Board of Management. The Articles of Incorporation may provide for the calling of the Annual General Meeting to be dependent on some other form and a lower holding in the capital stock. The parties filing the motion shall provide evidence of the fact that they have been holders of such shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until a decision has been reached by the Board of Management on the relevant motion. Section 121 (7) is to be applied accordingly.*
- (2) *Similarly, 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 be placed on the agenda and announced accordingly. Each new item of the agenda must be accompanied by reasons or a motion to be submitted for approval. The request within the meaning of sentence 1 must be served on the Company at least 24 days and, in the case of listed companies, at least 30 days prior to the meeting; the date of receipt shall not be counted in this regard.*

Section 121 General (excerpt)

- (7) *In the case of periods and deadlines backdated from the Meeting, the day of the Meeting*

must not be included. A postponement from a Sunday, a Saturday or a Friday to a working day in the future or a subsequent working day will not be taken into consideration. Sections 187 to 193 of the German Civil Code are not to be applied accordingly. In the case of non-listed companies, the articles of incorporation may provide for some other calculation of the relevant period.

Section 70 Calculating the shareholding period

If the exercise of rights derived from Company stock depends on whether the shareholder was the holder of the stock during a certain period, then such ownership shall correspond to a claim for transfer of ownership vis-à-vis a credit institution, financial service providing institution or a similar enterprise as contemplated by Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (Gesetz über das Kreditwesen). The ownership period of a predecessor-in-title is assigned to the shareholder if he or she acquired the stock gratuitously, from his or her trustee, as universal successor-in-title, in connection with the dissolution of a community of interests or a portfolio transfer pursuant to Section 13 of the German Insurance Supervision Act or Section 14 of the German Building Societies Act.

2. Motions and election proposals by shareholders (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 nominations for the election of Supervisory Board members or of auditors of the financial statements (cf. Section 127 of the German Stock Corporation Act). Unlike other motions from shareholders (counter-motions), no reasons need to be stated for nomination proposals by shareholders for the election of Supervisory Board members or auditors.

Counter-motions of shareholders need not be made accessible where one of the exclusions pursuant to Section 126 (2) of the German Stock Corporation Act applies (the wording of the relevant standard is stated further below).

The same applies accordingly to making election proposals accessible. In addition, the Board of Management does not need to make accessible any proposals for the election of Supervisory Board members and auditors if such proposals do not contain the name, the practiced profession and the place of residence of the candidates nominated, or, in the case of a legal entity, its corporate name and registered office, and if, in the case of proposals for the election of Supervisory Board members, no information has been provided about their membership of other statutory supervisory boards required to be constituted by law. Information about their membership of comparable German and foreign supervisory bodies of commercial enterprises is required to be enclosed or attached.

The statement of reasons for counter-motions and election proposals need not be made accessible if its total length exceeds 5,000 characters. If several shareholders file counter-motions in respect of the same subject matter to be resolved or if they submit the same election proposals, the Board of Management may combine such counter-motions or election proposals as well as the reasons therefor.

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

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

Facsimile: +49 89 889 690 655 or

E-mail: durr@better-orange.de

These must have been received no later than **Wednesday, May 13, 2020, 12:00h midnight**.

The Board of Management will add the following information to proposals by shareholders to be made accessible for the election of Supervisory Board members:

1. Reference to the requirements of Section 96 (2) of the German Stock Corporation Act,
2. Information on whether an objection was raised to the claim of complete fulfillment pursuant to Section 96 (2) sentence 3 of the German Stock Corporation Act, and
3. Information on how many seats on the Supervisory Board need to be filled by women and men, respectively, to comply with the minimum share requirement pursuant to Section 96 (2) sentence 1 of the German Stock Corporation Act.

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

After the close of Wednesday, May 13, 2020, 12:00h midnight, any counter-motions or election proposals received by the Company will no longer be published and will therefore be treated as not having been submitted. It is not possible to submit counter-motions or election proposals at the virtual Annual General Meeting.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

Section 126 Motions by shareholders

- (1) *Motions by shareholders, including the respective shareholder's name, the reasons for the motion and any comments of Management, are to be made accessible to the relevant entitled persons set forth in Section (1) to (3) subject to the terms and conditions set forth therein, provided that the shareholder 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 reasons for the counter-motion, no later than 14 days prior to the meeting of the Company. The day of receipt shall not be counted in this regard. In the case of listed companies, the aforementioned motions must be made available on the companies' website. Section 125 (3) shall apply mutatis mutandis.*
- (2) *A counter-motion and the reasons therefor need not be made available if,*

1. *in doing so, the Board of Management would become criminally liable,*
2. *the counter-motion would result in a resolution of the General Meeting which is illegal or violates the Articles of Incorporation,*
3. *the reasons contain statements which are manifestly false or misleading in material respects or which are libelous,*
4. *a counter-motion of such shareholder based on the same facts regarding an Annual General Meeting of the Company has already been made available pursuant to Section 125,*
5. *the same counter-motion of such shareholder for essentially identical reasons has already been made accessible pursuant to Section 125 in respect of at least two Annual General Meetings of the Company within the past five years and at such Annual General Meetings less than one-twentieth of the capital stock represented voted in favor of such counter-motion,*
6. *the shareholder indicates that he or she will neither attend nor be represented at the General Meeting, or*
7. *the shareholder has failed at two Annual General Meetings within the past two years to propose or cause to be made on his behalf a counter-motion communicated by him.*

The statement of the reasons need not be made available if its total length exceeds 5,000 characters.

- (3) *If several shareholders file counter-motions in respect of the same subject matter to be resolved, the Board of Management may combine such counter-motions and the respective reasons.*

Section 127 Proposals for election by shareholders

Section 126 shall apply by analogy to a proposal by a shareholder for the election of members of the Supervisory Board or external auditors. No reasons need to be stated for such election proposal. The Board of Management is under no obligation to make the proposal accessible even if it does not contain the information required under Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The Board of Management is required to add the following information to proposals by shareholders for the election of Supervisory Board members of companies with stock exchange listings to which the Co-determination Act, the Co-determination Act for the Coal and Steel Industry or the Co-determination Supplementary Act is applicable:

1. *Reference to the requirements of Section 96 (2),*
2. *Information on whether an objection was raised to the claim of complete fulfillment pursuant to Section 96 (2) sentence 3, and*
3. *Information on how many seats on the Supervisory Board need to be filled by women and men, respectively, to comply with the minimum share requirement pursuant to Section 96 (2) sentence 1.*

Section 124 Publication of requests for additional items to be placed on the agenda; proposals for resolutions (excerpt)

- (3) *... [sentence 4:] The proposal for the election of members of the Supervisory Board or*

auditors shall state their names, practiced profession and place of residence.

Section 125 Communications to shareholders and Supervisory Board members¹

- (1) At least 21 days prior to the date of the Annual General Meeting, the Board of Management shall communicate the convening notice of the Annual General Meeting to those credit institutions and shareholders' associations that exercised voting rights on behalf of shareholders at the preceding General Meeting or that requested such communication. The day of receipt shall not be counted in this regard. If the agenda is to be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of companies listed on the stock exchange. The communication shall indicate the possibilities of exercising voting rights by proxy, also by a shareholders' association. In the case of listed companies, any nomination for the election of Supervisory Board members must be accompanied by details on the membership of other supervisory boards required to be constituted by law; details of their membership of comparable domestic and foreign controlling bodies of business enterprises should likewise be provided.*
- (2) The Board of Management shall provide the same communication to shareholders who make such request or are registered as shareholders in the Company's stock register at the beginning of the 14th day before the meeting. The Articles of Incorporation may restrict the communication to electronic means.*
- (3) Each member of the Supervisory Board may request the Board of Management to send the same communication to him / her.*
- (4) Upon request, each member of the Supervisory Board and each shareholder shall be notified of the resolutions adopted at the Annual General Meeting.*
- (5) Financial services institutions and enterprises operating under Section 53 (1), sentence 1, or Section 53b (1), sentence 1, or Section 53b (7) of the German Banking Act (KWG) shall be treated as equivalent to credit institutions.*

3. 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 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-

¹ While Section 125 of the German Stock Corporation Act (AktG) was amended by the Second Shareholder Rights Implementation Act (German acronym: ARUG II) effective as of January 1, 2020, the amended version is "applicable only as of September 3, 2020 and ... for the first time at annual general meetings convened after September 3, 2020." Since, for this reason, the present version of Section 125 of AktG is still to be applied to the Annual General Meeting of Dürr Aktiengesellschaft on May 28, 2020, this version is provided in print here (i.e. prior to the amendment).

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 (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.

The statutory provisions on which these shareholder rights are based are as follows:

Section 1 of the Act concerning measures under the law of societies, associations, co-operatives, clubs, foundations and residential property rights to combat the impacts of the COVID-19 pandemic of March 27, 2020 (excerpt)

- (2) *The Board of Management can decide that the meeting is to be held as a virtual Annual General Meeting without the shareholders or their proxies being present if*
- 1. the entire meeting is broadcasted by video and sound transmission,*
 - 2. the shareholders' right to vote is possibly via electronic communication (postal vote or electronic attendance) as well as by proxy authorization,*
 - 3. the shareholders are granted the option of raising questions by way of electronic communication,*
 - 4. those shareholders who exercised their right to vote in accordance with no. 2 above are granted an option to object to a resolution adopted at the Annual General Meeting under waiver of the requirement of physical appearance at the Annual General Meeting.*

The Board of Management duly decides at its free discretion which questions it will answer and how; the Board of Management may also stipulate that questions are to be submitted no later than two days before the meeting by way of electronic communication.

Bietigheim-Bissingen, April 2020

Please note:

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