

DEAR SHAREHOLDERS,

you are hereby invited to our

**32ND ANNUAL GENERAL MEETING
ON MAY 7, 2021, 11.00H (CEST).**

The Annual General Meeting of the Company will be held without the shareholders or their proxies (with the exception of proxies appointed by the Company) being physically present (virtual Annual General Meeting) in accordance with the Act concerning Measures under the Law on Companies, Cooperatives, Associations, Clubs, Foundations and Residential Property Rights in order to Combat the Impacts of the COVID-19 Pandemic of March 27, 2020 as amended by the Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adjustment of Pandemic-Related Provisions under the Law on Companies, Cooperatives, Associations, Clubs and Foundations and under Rental and Lease Law of December 22, 2020 ('COVID-19 Act'). You will find further particulars in this regard in the section entitled *Further information on convening the Annual General Meeting*. The address of the venue for the Annual General Meeting within the meaning of the German Stock Corporation Act is Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany.

Shareholders or their proxies (with the exception of proxies appointed by the Company) are neither entitled nor able to be physically present at the venue of the Annual General Meeting. A video and audio broadcast of the entire Meeting will be available to shareholders or their proxies on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting after they have entered their password; this transmission does not enable them to physically attend the Annual General Meeting within the meaning of Section 118 (1) sentence 2 of the German Stock Corporation Act (*Aktiengesetz*).



Dürr Aktiengesellschaft

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

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

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 COMBINED MANAGEMENT REPORT OF DÜRR AKTIENGESELLSCHAFT AND OF THE DÜRR GROUP AS WELL AS THE REPORT OF THE SUPERVISORY BOARD, IN EACH CASE FOR THE 2020 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 SECTION 289A (1) AND SECTION 315A (1) OF THE GERMAN COMMERCIAL CODE (HGB) FOR THE 2020 FINANCIAL YEAR

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

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements. The annual financial statements have therefore been adopted. Pursuant to the statutory regulations, no resolution is therefore planned to be adopted for 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 470,972,307.65 reported in the annual financial statements of Dürr Aktiengesellschaft for the 2020 financial year be appropriated as follows:

- Payout of a dividend of EUR 0.30 per share (ISIN DE0005565204)
on 69,202,080 shares EUR 20,760,624.00
- Balance carried forward to the next period EUR 450,211,683.65

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act, 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 12, 2021.

3. RATIFICATION OF THE ACTS OF THE MEMBERS OF THE BOARD OF MANAGEMENT FOR THE 2020 FINANCIAL YEAR

The Supervisory Board and the Board of Management propose that the acts of the members of the Board of Management in office during the 2020 financial year be ratified for the 2020 financial year.

4. RATIFICATION OF THE ACTS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2020 FINANCIAL YEAR

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board in office during the 2020 financial year be ratified for the 2020 financial year.

5. ELECTION OF THE AUDITOR OF THE ANNUAL FINANCIAL STATEMENTS AND THE AUDITOR OF THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS FOR THE 2021 FINANCIAL YEAR AND – IN THE EVENT OF AN AUDIT REVIEW – ELECTION OF THE AUDITOR OF INTRA-YEAR FINANCIAL REPORTS FOR THE 2021 FINANCIAL YEAR AND THE AUDITOR FOR THE FIRST QUARTER OF THE 2022 FINANCIAL YEAR

The Supervisory Board proposes – backed by the recommendation of the Audit Committee – that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be elected as auditors of the annual financial statements and of the consolidated annual financial statements for the 2021 financial year and – in the event of an audit review – for the audit review of intra-year financial reports for the 2021 financial year and for the first quarter of the 2022 financial year.

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

6. ELECTIONS TO THE SUPERVISORY BOARD

The term of office of all Supervisory Board members representing the shareholders ends at the close of this Annual General Meeting on May 7, 2021. New members therefore need to be elected.

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

As the Supervisory Board raised an objection to the claim of complete fulfilment pursuant to Section 96 (2) sentence 1 of the German Stock Corporation Act by adopting a unanimous resolution vis-à-vis the Chairman of the Supervisory Board on 29 July 2015, the Supervisory Board – in respect of the members representing both shareholders and employees – must have at least two of its seats filled by women and at least two seats filled 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 made by its Nomination Committee and taking account of the targets that the Supervisory Board adopted for its own membership as well as the competency and diversity strategy that it devised (available at www.durr-group.com/en/company/supervisory-board), the Supervisory Board proposes that the

following individuals be elected as Supervisory Board members representing the shareholders with effect from the close of the Annual General Meeting on May 7, 2021.

The information provided under letter a) in each case relates to memberships of statutory supervisory boards required to be constituted by law, while the information provided under letter b) in each case relates to memberships of comparable German or foreign supervisory bodies of commercial enterprises.

1. RICHARD BAUER

Professional Supervisory Board member; lives in Wentorf near Hamburg; member of the Supervisory Board of Dürr Aktiengesellschaft since 2017

a) Chairman of the Supervisory Board of Körber AG, Hamburg

b) not a member of any comparable supervisory bodies

2. DR ROLF BREIDENBACH

President and CEO of HELLA GmbH & Co. KGaA, Lippstadt (listed company); lives in Dortmund; member of the Supervisory Board of Dürr Aktiengesellschaft since 2018

a) not a member of any other supervisory boards

b) not a member of any comparable supervisory bodies

3. PROFESSOR DR DR ALEXANDRA DÜRR

Professor of medical genetics at Sorbonne Université and head of the “Basic to translational Neurogenetics” research team at the Paris Brain Institute, Paris, France; lives in Paris, France; member of the Supervisory Board of Dürr Aktiengesellschaft since 2006

a) not a member of any other supervisory boards

b) not a member of any comparable supervisory bodies

4. GERHARD FEDERER

Independent consultant; lives in Gengenbach; member of the Supervisory Board of Dürr Aktiengesellschaft since 2016

a) Chairman of the Supervisory Board of Homag Group AG, Schopfloch
(Dürr Group company listed on the regulated unofficial market)

b) not a member of any comparable supervisory bodies

5. DR ANJA SCHULER

Professional Supervisory Board member; lives in Zurich, Switzerland; member of the Supervisory Board of Dürr Aktiengesellschaft since 2016

- a) Homag Group AG, Schopfloch (Dürr Group company listed on the regulated unofficial market)
- b) not a member of any comparable supervisory bodies

6. ARND ZINNHAARDT

Professional Supervisory Board member; lives in Königstein im Taunus; member of the Supervisory Board of Dürr Aktiengesellschaft since 2020

Arnd Zinnhardt is to be elected as independent member of the Audit Committee and meets the requirement of Section 100 (5) of the German Stock Corporation Act, which stipulates that the independent member of the Supervisory Board must possess expertise in the fields of accounting and/or auditing.

- a)
 - Hessische Landesbank (Helaba), Frankfurt (member of the Advisory Board)
 - Warth & Klein Grant Thornton AG (Wirtschaftsprüfungsgesellschaft), Düsseldorf (member of the Supervisory Board)
- b) not a member of any comparable supervisory bodies

These elections are being held in each case for the period from the close of the Annual General Meeting on May 7, 2021 to the end of the Annual General Meeting in 2025, i.e. for a period of four years.

These elections to the Supervisory Board are being held as individual votes in accordance with recommendation C.15 sentence 1 of the German Corporate Governance Code. The members of the Supervisory Board have proposed that the Supervisory Board re-elect Gerhard Federer as Chairman of the Supervisory Board.

The biographies of the candidates proposed for election are available under item V. and can be viewed on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting.

The Supervisory Board is of the view that, with the exception of Professor Dr Dr Alexandra Dürr, none of the aforementioned candidates is involved in any disclosable personal or business relations with Dürr Aktiengesellschaft, its Group companies, its management bodies or major shareholders. The Supervisory Board has obtained assurances from the proposed candidates that they will each be able to invest the necessary time expected of them.

7. ADOPTION OF A RESOLUTION ON THE SYSTEM OF REMUNERATION FOR THE BOARD OF MANAGEMENT

Section 120a (1) of the German Stock Corporation Act as amended by the German Act Implementing the Second Shareholders' Rights Directive (*ARUG II*) requires the Annual General Meeting of this listed company to adopt a resolution at least once every four years on the approval of the system of remuneration for the members of the Board of Management as decided by the Supervisory Board in accordance with the provisions of the likewise recently inserted Section 87a of the German Stock Corporation Act and presented to the Annual General Meeting. The transitional provisions of *ARUG II* stipulate that the first resolution adopted by the Supervisory Board pursuant to Section 87a (1) of the German Stock Corporation Act concerning the system of remuneration for the Board of Management and the first resolution adopted by the Annual General Meeting pursuant to Section 120a (1) of the German Stock Corporation Act concerning its approval must take place no later than the close of the first Annual General Meeting held after December 31, 2020.

The Supervisory Board has adopted a resolution on the system of remuneration for the members of the Board of Management with effect from January 1, 2021 and in consideration of the provisions of Section 87a (1) of the German Stock Corporation Act. This remuneration system, which is described under item III.1, will be presented to the Annual General Meeting for approval.

Backed by the recommendation of the Personnel Committee, the Supervisory Board proposes that the following resolution be adopted:

The system of remuneration for the members of the Board of Management of Dürr Aktiengesellschaft described under item III.1 is approved.

8. ADOPTION OF A RESOLUTION ON THE SYSTEM OF REMUNERATION FOR THE SUPERVISORY BOARD; AMENDMENT OF THE ARTICLES OF INCORPORATION

The German Act Implementing the Second Shareholders' Rights Directive (*ARUG II*) has also caused Section 113 (3) of the German Stock Corporation Act to be amended. Section 113 (3) sentences 1 and 2 of the German Stock Corporation Act as amended by *ARUG II* requires the Annual General Meeting of listed companies to adopt a resolution on the system of remuneration for the members of the Supervisory Board at least once every four years. This resolution must contain or refer – by analogy and in a clear and comprehensible form – to the information required by Section 87a (1) sentence 1 of the German Stock Corporation Act. This information can be omitted from the Articles of Incorporation if it is contained in the resolution adopted by the Annual General Meeting.

The remuneration for the members of the Supervisory Board is to be adjusted with effect from January 1, 2021. Article 15 of the Company's Articles of Incorporation currently stipulates that the members of the Supervisory Board receive fixed remuneration components as well as variable remuneration, which is calculated based on the Dürr Group's EBT margin as reported in the consolidated annual financial statements.

In line with the corresponding suggestion made in the recently revised version of the German Corporate Governance Code (DCGK) of December 16, 2019, the practice overwhelmingly adopted by large listed companies in Germany and the recommendations made by voting rights consultants, this variable remuneration component is to be abolished by a corresponding amendment of Article 15 of the Company's Articles of Incorporation with effect from January 1, 2021 and is to be compensated for by an increase in the amount of fixed remuneration. At the same time the arrangements concerning the payment of meeting attendance allowances are to be more clearly defined and a meeting attendance allowance shall be established for the Chairperson of committees formed on an ad-hoc basis. In other respects, the remuneration for the members of the Supervisory Board is to remain unchanged and Article 15 of the Company's Articles of Incorporation is to be merely editorially revised.

The remuneration for the members of the Supervisory Board and the proposed amendments are published and described in detail under item III.2 in the section following the agenda.

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

The remuneration for the members of the Supervisory Board described under item III.2 and applicable with effect from January 1, 2021 is adopted as a resolution and approved, and paragraphs 1, 4 and 6 of Article 15 of the Company's Articles of Incorporation are amended as follows, while paragraphs 2, 3 and 5 of Article 15 of the Articles of Incorporation remain unchanged:

"Article 15 Remuneration

(1) In addition to compensation for their out-of-pocket expenses, the members of the Supervisory Board shall receive a fixed remuneration of Euro 58,000 per year. The Chairman of the Supervisory Board receives the three-fold amount, while the Deputy Chairman and any further Deputy Chairman elected receives one-and-a-half times the aforementioned fixed remuneration of a full member.

(4) For attending meetings of the Supervisory Board, meetings of the Audit Committee and meetings of the Personnel Committee as well as any other Supervisory Board committees formed possibly on an ad-hoc basis (with the exception of the Nomination Committee, which is specified in paragraph (3)), each member shall receive an attendance allowance of Euro 1,000 per meeting, while the Chairman of any other Supervisory Board committees formed possibly on an ad-hoc basis (with the exception of the Nomination Committee) receives Euro 2,000. Meetings shall also extend to include telephone or video conferences, and attendance at meetings shall also extend to include attendance at a meeting by visual and/or acoustic means.

(6) The aforementioned provisions shall apply from January 1, 2021."

9. ADOPTION OF A RESOLUTION TO APPROVE THE CONCLUSION OF A CONTROL AND PROFIT TRANSFER AGREEMENT BETWEEN DÜRR AKTIENGESELLSCHAFT AND DÜRR IT SERVICE GMBH

Dürr Aktiengesellschaft has concluded a Control and Profit Transfer Agreement with its wholly owned subsidiary Dürr IT Service GmbH. In order to become effective, this Agreement must be approved by the shareholders' meeting of Dürr IT Service GmbH, which is due to be held immediately after the Annual General Meeting of Dürr Aktiengesellschaft is held on May 7, 2021, and by the Annual General Meeting of Dürr Aktiengesellschaft.

The material aspects of the Control and Profit Transfer Agreement are set out below:

- Dürr IT Service GmbH places the management of its firm under the control of Dürr Aktiengesellschaft. Dürr Aktiengesellschaft is thus entitled to issue instructions to the directors of Dürr IT Service GmbH with respect to the management of the latter. The directors of Dürr IT Service GmbH are obliged to follow these instructions.
- Dürr IT Service GmbH undertakes to transfer all of its profits to Dürr Aktiengesellschaft in accordance with the provisions of the latest version of Section 301 of the German Stock Corporation Act. Dürr IT Service GmbH may, with the consent of Dürr Aktiengesellschaft, transfer amounts from its net income to its other revenue reserves (Section 272 (3) of the German Commercial Code) to the extent that this is permitted by commercial law and financially justified on the basis of sound commercial judgement. Other reserves or any profit carried forward from the period prior to the commencement of this Agreement can be neither transferred as profits nor used to offset any net loss. The entitlement to have profits transferred becomes due at the end of each financial year of Dürr IT Service GmbH.
- Dürr Aktiengesellschaft undertakes to assume losses in accordance with the latest version of Section 302 of the German Stock Corporation Act.
- The Agreement will come into effect once it has been approved by the Annual General Meeting of Dürr Aktiengesellschaft and by the shareholders' meeting of Dürr IT Service GmbH, when it is entered in the Commercial Register of Dürr IT Service GmbH, and will apply – with the exception of the right to issue instructions – retrospectively to the period from the beginning of the financial year of Dürr IT Service GmbH in which the Agreement is entered in the Commercial Register. The entitlement to have profits transferred or losses assumed will thus apply for the first time to the full financial year of Dürr IT Service GmbH in which the Agreement is entered in the Commercial Register.
- The Agreement cannot be terminated until a period of five full years (i.e. 60 months) has elapsed since the beginning of the financial year of Dürr IT Service GmbH in which the Agreement came into effect, provided that six months' notice is given and that the financial year of Dürr IT Service GmbH ends on this date; otherwise the Agreement cannot be terminated until the end of the financial year of Dürr IT Service GmbH in progress on this date if the same period of notice is given. The right to terminate the Agreement for cause remains unaffected. Dürr Aktiengesellschaft is entitled to terminate the Agreement for cause at any time if it no longer holds the majority of voting rights in Dürr IT Service GmbH or for any other cause within the meaning of the latest versions of Section 297 (1) of the German Stock Corporation Act or Section 14 (1) no. 3 sentence 2 of the German Corporation Tax Act (such cause is deemed to include, but is not limited to, the sale or spin-off of Dürr IT

Service GmbH by Dürr Aktiengesellschaft or the merger, demerger or liquidation of either Dürr Aktiengesellschaft or Dürr IT Service GmbH). In place of such termination the parties can revoke the Agreement by mutual consent with immediate effect if the preconditions for termination for cause have been met.

The wording of the Control and Profit Transfer Agreement is as follows:

**“Control and
Profit Transfer Agreement**
between
Dürr Aktiengesellschaft (‘Dürr AG’)
and
Dürr IT Service GmbH (‘Company’)

PREAMBLE

- (A) The Company has its registered office in Stuttgart and is entered under reference HRB 735913 in the Commercial Register at the Stuttgart district court.
- (B) Dürr AG, which has its registered office in Stuttgart and is entered under reference HRB 13677 in the Commercial Register at the Stuttgart district court, holds all of the Company’s shares

§ 1 MANAGEMENT

- (1) The Company places the management of its firm under the control of Dürr AG.
- (2) Dürr AG is thus entitled to issue instructions to the Company’s directors with respect to the management of the Company. The Company’s directors are obliged to follow these instructions. Dürr AG can request at any time to inspect the Company’s books and records and to receive information on the Company’s business affairs. The management and representation of the Company remain the responsibility of the Company’s directors.
- (3) Dürr AG will issue instructions through its Board of Management or – where legally permissible – through authorised individuals, specifying the scope and duration of their authority to issue such instructions. When issuing instructions they must exercise the due care and diligence of a prudent and conscientious manager.
- (4) Instructions must be issued in writing or by telefax or, if they are issued orally, must be confirmed in writing or by telefax without delay.
- (5) Dürr AG cannot instruct the Company’s directors to amend, maintain or terminate this Agreement.

§ 2 TRANSFER OF PROFITS

- (1) The Company undertakes to transfer all of its profits to Dürr AG in accordance with the provisions of the latest version of Section 301 of the German Stock Corporation Act (*Aktiengesetz [AktG]*).
- (2) The Company may, with the consent of Dürr AG, transfer amounts from its net income to its other revenue reserves (Section 272 (3) of the German Commercial Code (*Handelsgesetzbuch [HGB]*) to the extent that is permitted by commercial law and financially justified on the basis of sound commercial judgement.
- (3) Other reserves or any profit carried forward from the period prior to the commencement of this Agreement can be neither transferred as profits nor used to offset any net loss.

(4) The entitlement to have profits transferred becomes due at the end of each of the Company's financial years.

§ 3 ASSUMPTION OF LOSSES

The provisions of the latest version of Section 302 AktG apply *mutatis mutandis* to the assumption of losses.

§ 4 EFFECTIVE DATE AND TERM OF THE AGREEMENT

(1) The Agreement will be concluded subject to its approval by the Annual General Meeting of Dürr AG and the Company's shareholders' meeting. It will come into effect once it has been entered in the Company's Commercial Register and will apply – with the exception of the right to issue instructions as specified in § 1 – retrospectively to the period from the beginning of the Company's financial year in which the Agreement is entered in the Commercial Register. The entitlement to have profits transferred or losses assumed will thus apply for the first time to the Company's full financial year in which the Agreement is entered in the Commercial Register.

(2) In order to meet the timing requirements of Section 14 (1) no. 3 sentence 1 of the German Corporation Tax Act (*Körperschaftsteuergesetz [KStG]*), the Agreement cannot be terminated until a period of five full years (i.e. 60 months) has elapsed since the beginning of the Company's financial year in which the Agreement came into effect, provided that six months' notice is given and that the Company's financial year ends on this date; otherwise the Agreement cannot be terminated until the end of the Company's financial year in progress on this date if the same period of notice is given. If the Agreement is not terminated, it is extended until the end of the Company's following financial year and is subject to the same notice period. Notice must be given in writing. Compliance with this notice period is determined by the time at which the other party receives the letter of termination.

(3) The right to terminate the Agreement for cause without notice remains unaffected. Dürr AG is entitled to terminate the Agreement for cause at any time if it no longer holds the majority of voting rights in the Company or for any other cause within the meaning of the latest versions of Section 297 (1) AktG or Section 14 (1) no. 3 sentence 2 KStG (such cause is deemed to include, but is not limited to, the sale or spin-off of the Company by Dürr AG or the merger, demerger or liquidation of either Dürr AG or the Company). In place of such termination the parties can revoke the Agreement by mutual consent with immediate effect if the preconditions for termination for cause have been met.

(4) When the Agreement ends, Dürr AG must furnish the Company's creditors with collateral security in accordance with Section 303 AktG.

§ 5 FINAL PROVISIONS

(1) The cost of certifying the resolution adopted by the Company's shareholders' meeting to approve this Agreement and the cost of entering the Agreement in the Commercial Register are borne by the Company.

(2) If any provision in this Agreement is or becomes ineffective, the remaining provisions will apply nonetheless. The parties undertake to replace the ineffective provision with one that corresponds most closely to the commercial purpose of the ineffective provision within the framework of what is legally permissible. This approach applies *mutatis mutandis* if the Agreement contains an omission.

Bietigheim-Bissingen
February 15, 2021

Bietigheim-Bissingen
February 15, 2021

Dürr Aktiengesellschaft

Dürr IT Service GmbH

Dietmar Heinrich

Ursula Ziwey

ppa Torsten Hartmann

ppa Konrad Westphal

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

The Control and Profit Transfer Agreement of February 15, 2021 between Dürr Aktiengesellschaft and Dürr IT Service GmbH is approved.

DOCUMENTATION FOR THE ANNUAL GENERAL MEETING

The documentation for agenda item 9 is available on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting from the date on which the Annual General Meeting was convened until the close of the Annual General Meeting. This documentation comprises:

The Control and Profit Transfer Agreement of February 15, 2021 between Dürr Aktiengesellschaft and Dürr IT Service GmbH, Stuttgart;

1. The annual financial statements and the management reports of Dürr Aktiengesellschaft and the annual financial statements of Dürr IT Service GmbH for the last three financial years (2018, 2019 and 2020; in the case of Dürr Aktiengesellschaft this relates to the combined management reports in conjunction with the Dürr Group in each case), and
2. The joint written report compiled by the Board of Management of Dürr Aktiengesellschaft and by the directors of Dürr IT Service GmbH on the Control and Profit Transfer Agreement between Dürr Aktiengesellschaft and Dürr IT Service GmbH.

The aforementioned documentation will also be made available during the Annual General Meeting. Because Dürr IT Service GmbH is a wholly-owned direct subsidiary of Dürr Aktiengesellschaft, the Agreement does not need to be reviewed by an auditor.

II. FURTHER INFORMATION ON CONVENING THE ANNUAL GENERAL MEETING

1. HOLDING THE ANNUAL GENERAL MEETING WITHOUT SHAREHOLDERS OR THEIR PROXIES BEING PHYSICALLY PRESENT (VIRTUAL ANNUAL GENERAL MEETING)

The Company's Board of Management has decided, on the basis of the COVID-19 Act and with the consent of the Supervisory Board, to hold an Annual General Meeting without shareholders or their proxies (with the exception of proxies appointed by the Company) being physically present (virtual Annual General Meeting).

The virtual Annual General Meeting will be broadcast live for shareholders or their proxies on the password-protected online service after they have entered their personal log-in details. The relevant link can be found on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting.

Duly registered and logged-in shareholders (or their proxies) can also use the Company's password-protected online service in accordance with the procedure intended for this purpose, among other things, to exercise their voting rights, issue proxies, submit questions, table motions or raise objections to be recorded in the minutes.

Shareholders or their proxies can only exercise their voting rights either by casting a postal vote or by issuing a proxy authorisation to the proxies appointed by the Company as described in more detail below. The scheduled votes on agenda items 2 to 6 and 8 and 9 are binding, while the scheduled vote on agenda item 7 constitutes a recommendation. For each agenda item it is possible to vote either 'yes', 'no' or 'abstention' or not to cast a vote at all.

2. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME THE VIRTUAL ANNUAL GENERAL MEETING WAS CONVENED

The Company's capital stock amounts to Euro 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 the virtual Annual General Meeting was convened therefore amounts to 69,202,080. The Company held no treasury shares at the time the virtual Annual General Meeting was convened.

3. PRECONDITIONS FOR ATTENDING THE VIRTUAL ANNUAL GENERAL MEETING AND FOR EXERCISING VOTING RIGHTS (INCLUDING THE EVIDENCE REFERENCE DATE PURSUANT TO SECTION 123 (4) SENTENCE 2 OF THE GERMAN STOCK CORPORATION ACT AND ITS SIGNIFICANCE)

The only individuals entitled to attend the virtual Annual General Meeting and exercise voting rights according to the provisions detailed below are those who are shareholders in the Company (entitlement) at the start of the 21st day prior to the virtual Annual General Meeting, i.e. on **Friday, April 16, 2021, 00:00h midnight (CEST)** (evidence reference date) and who register for attendance at the virtual Annual General Meeting by presenting evidence of such entitlement. Their registration must be in text form and

must be submitted in either German or English. Evidence of such entitlement can either be provided by the last intermediary in accordance with the requirements of Section 67c (3) of the German Stock Corporation Act or otherwise by the last intermediary in text form in either German or English. Registration and the evidence of shareholdings relating to the evidence reference date must be received by the registration office specified below no later than **Friday, April 30, 2021, 12:00h midnight (CEST)**.

Registration office:

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

Fax: +49 89 889 690 633 or

Email: 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 individuals who register by the specified deadline and have provided evidence of their entitlement to attend the Annual General Meeting and exercise their voting rights. During this process, entitlement to attend the Annual General Meeting and the number 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 place any constraints on the saleability of the shares. Even if some or all of the shares are sold after the evidence reference date, entitlement to attend the Annual General Meeting and the number of voting rights shall be determined solely by the shareholder's shareholding as at the evidence reference date, i.e. any sales of shares after the evidence reference date shall have no impact on the entitlement to attend the Annual General Meeting or on the number of voting rights. The same applies to acquisitions and additional purchases of shares after the evidence reference date. Individuals who do not hold any shares at the evidence reference date and only become shareholders after this date are not entitled to attend or vote at the Annual General Meeting. The evidence reference date is of no relevance for dividend entitlements.

Once the registration office has duly received the registration and evidence of shareholdings, shareholders will be sent a registration confirmation for the virtual Annual General Meeting. In order to ensure timely receipt of their registration confirmation, shareholders are kindly requested to ensure that their registration and evidence of shareholdings are sent in good time to the registration office at the aforementioned address. The registration confirmation contains shareholders' personal access details so that they can use the password-protected online service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting. Shareholders must use the password-protected online service if they want to exercise their rights to ask questions and raise objections.

4. PROXY AUTHORISATION

Shareholders may be represented at the virtual Annual General Meeting by a proxy – such as a credit institution, an intermediary, a voting rights consultant or a shareholders' association – and they may have their voting rights exercised by such a proxy. Even in such cases, however, registration and proof of shareholdings must be submitted by the specified deadline.

Issuance of the proxy authorisation, its revocation, and proof of proxy authorisation provided to the Company must be in text form unless a proxy authorisation is granted pursuant to Section 135 of the German Stock Corporation Act. When issuing proxy authorisations, shareholders may use the proxy form that they received along with their registration confirmation; however, shareholders may also issue a separate proxy authorisation in text form. The relevant forms can also be downloaded from the internet at www.durr-group.com/en/investor-relations/annual-general-meeting. These forms will also be provided without delay and free of charge to any shareholder on request. Such requests should be sent to the following address:

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

Fax: +49 89 889 690 655 or

Email: durr@better-orange.de

The shareholders are requested to issue proxy authorisations preferably by using the password-protected online service at www.durr-group.com/en/investor-relations/annual-general-meeting or by using the proxy form made available by the Company.

Evidence of an issued proxy authorisation, the amendment or revocation thereof can be sent to the Company no later than **Thursday, May 6, 2021, 12:00h midnight (CEST)** at the following address:

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

Fax: +49 89 889 690 655 or

Email: durr@better-orange.de

or via the password-protected online service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure intended for this purpose no later than the commencement of voting at the virtual Annual General Meeting.

The aforementioned transmission channels are also available up to the aforementioned points in time if the issuance of a proxy authorisation is to be communicated to the Company; separate evidence of proxy authorisation is not necessary in this case. The revocation or amendment of a proxy authorisation already issued can likewise be directly communicated to the Company through the aforementioned transmission channels up to the aforementioned points in time.

When issuing proxy authorisations to exercise voting rights pursuant to Section 135 of the German Stock Corporation Act (issuance of proxies to intermediaries, voting rights consultants, shareholders' associations or individuals acting in the ordinary course of business), the proxy declaration must be kept in the proxy holder's possession available 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 authorisation.

If a shareholder issues proxies to more than one person, the Company may reject one or more of these individuals.

Proxies cannot physically attend the virtual Annual General Meeting. Accordingly, they can exercise voting rights on behalf of shareholders represented by them solely by casting a postal vote or by issuing (sub-)proxies to the proxy holders appointed by the Company in accordance with the following provisions.

5. POSTAL VOTING (ALSO BY ELECTRONIC MEANS OF COMMUNICATION) BY SHAREHOLDERS OR THEIR PROXIES

Shareholders or their proxies can cast their votes by post (including by electronic means of communication). In such cases, due and proper registration and evidence of entitlement to attend in accordance with the aforementioned provisions under II.3 are still required.

Postal votes can be submitted, amended or revoked at the following address no later than **Thursday, May 6, 2021, 12:00h midnight (CEST)** (time of receipt):

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

Furthermore, postal votes can be submitted, amended or revoked no later than the **commencement of voting** at the virtual Annual General Meeting via the password-protected online service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure intended for this purpose.

Those who wish to exercise their voting rights by way of postal voting are requested to use the password-protected online service at www.durr-group.com/en/investor-relations/annual-general-meeting or the postal voting form sent together with their personal

access details for the password-protected online service. The postal voting form will likewise be sent to shareholders or their proxies at any time on request and can also be downloaded from the internet at www.durr-group.com/en/investor-relations/annual-general-meeting.

Should an individual vote on an agenda item be held without this having been announced in advance of the virtual Annual General Meeting, a vote cast on this agenda item as a whole shall also be deemed to have been cast for each item of the individual vote held.

Authorised intermediaries, shareholders' associations, voting rights consultants or other individuals contemplated by Section 135 (8) of the German Stock Corporation Act who offer their professional services to exercise shareholders' voting rights at the Annual General Meeting can also use postal voting.

If differing postal votes are received through various transmission channels and it is not clear which was the last vote to be submitted, such votes shall be considered in the following order: 1) those submitted via the password-protected online service, 2) those sent by post.

6. EXERCISE OF VOTING RIGHTS BY PROXIES APPOINTED BY THE COMPANY

In addition, we offer our shareholders the option of authorising proxies appointed by the Company to exercise their voting rights in accordance with specific instructions. If proxies appointed by the Company are authorised to vote, they must always be given instructions on how to exercise such voting rights. The individuals or entities appointed as proxies are required to vote in accordance with their instructions; they cannot exercise these voting rights at their own discretion. If no clear instruction is issued on a particular agenda item, the proxies appointed by the Company are required to abstain from voting on the relevant item. Even if a proxy appointed by the Company is authorised to vote, timely receipt of registration and evidence of shareholdings are required in accordance with the aforementioned provisions concerning the preconditions for attending the virtual Annual General Meeting and exercising voting rights.

Furthermore, we wish to point out that proxies cannot accept instructions on procedural motions, whether in advance of or during the virtual Annual General Meeting. Likewise, proxies cannot accept orders to raise objections to resolutions adopted at the Annual General meeting or to ask questions or submit motions.

Shareholders are requested to send proxy authorisations with instructions to proxies obliged to act in accordance with these instructions either by post, fax or electronic means (by email or using the password-protected online service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting) to the following address by **Thursday, May 6, 2021, 12:00h midnight (CEST)**:

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

Fax: +49 89 889 690 655 or

Email: durr@better-orange.de

In addition, proxy authorisations and instructions issued to proxies appointed by the Company can be submitted, amended or revoked **no later than the commencement of voting** via the password-protected online service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure intended for this purpose.

Those wishing to issue proxy authorisations or instructions to proxies appointed by the Company are requested for this purpose to use the password-protected online service at www.durr-group.com/en/investor-relations/annual-general-meeting or the proxy form sent to them together with their personal access details for the password-protected online service. The proxy form will likewise be sent to shareholders or their proxies at any time on request and can also be downloaded from the internet at www.durr-group.com/en/investor-relations/annual-general-meeting.

Should an individual vote on an agenda item be held without this having been announced in advance of the virtual Annual General Meeting, a proxy authorisation or instruction issued for this agenda item as a whole shall also be deemed to have been issued as a corresponding proxy authorisation or instruction for each item of the individual vote held.

If postal votes and proxy authorisations or instructions are received by the proxies appointed by the Company and it is not clear which was the last to be submitted, priority will always be given to postal votes submitted. If, in addition, differing declarations are received through various transmission channels and it is not clear which was the last to be submitted, such declarations shall be considered in the following order: 1) those submitted via the password-protected online service, 2) those sent by email, 3) those sent by fax and 4) those sent by post.

Shareholders will receive a form for issuing proxy authorisations and instructions as well as further information on attending the virtual Annual General Meeting and exercising voting rights when they receive their registration confirmation.

7. SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 122 (2), 126 (1), 127 AND 131 (1) OF THE GERMAN STOCK CORPORATION ACT, SECTION 1 (2) SENTENCE 1 NO. 3 IN CONJUNCTION WITH SENTENCE 2 OF THE COVID-19 ACT, SECTION 245 NO. 1 OF THE GERMAN STOCK CORPORATION ACT AND SECTION 1 (2) SENTENCE 1 NO. 4 OF THE COVID-19 ACT

MOTIONS FOR THE INCLUSION OF SUPPLEMENTARY ITEMS ON THE AGENDA AT THE REQUEST OF A MINORITY PURSUANT TO 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 may request that items be placed

on the agenda and announced accordingly ('supplementary motion'). Each new item of the agenda must be accompanied by reasons or a motion to be submitted for approval. The 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) and must have been served on the Company by **Tuesday, April 6, 2021, 12:00h midnight (CEST)**. A supplementary request is to be sent to the following address:

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

Email: hv2021@durr.com (bearing a qualified electronic signature)

The parties filing the motion will provide evidence of the fact that they have been holders of a sufficient number of shares for the duration of the legally prescribed minimum holding period of 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 and, if the Board of Management does not allow the motion, that they will continue to hold the shares until the court has decided on the supplementary request (Sections 122 (2), 122 (1) sentence 3, 122 (3) and 70 of the German Stock Corporation Act). The provisions of Section 121 (7) of the German Stock Corporation Act are to be applied *mutatis mutandis*.

MOTIONS AND ELECTION PROPOSALS SUBMITTED BY SHAREHOLDERS PURSUANT TO SECTIONS 126 (1) AND 127 OF THE GERMAN STOCK CORPORATION ACT EACH IN CONJUNCTION WITH SECTION 1 (2) SENTENCE 3 OF THE COVID-19 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.

Motions submitted by shareholders, including the respective shareholder's name, the reasons for the motion and any comments by Management are to be made available to the relevant entitled persons set forth in Section 125 (1) to (3) of the German Stock Corporation Act subject to the terms and conditions set forth therein (this includes shareholders who have requested it), provided that the shareholder sent a counter-motion to the address specified below against a proposal of the Board of Management and/or the Supervisory Board with respect to a particular item on the agenda, including the reasons for the counter-motion, no later than 14 days prior to the virtual Annual General Meeting of the Company. The date of receipt is not to be counted in this regard. The latest possible date of receipt is thus **Thursday, April 22, 2021, 12.00h midnight (CEST)**. A counter-motion and/or the reasons therefor need not be made available where one of the exemptions pursuant to Section 126 (2) of the German Stock Corporation Act applies.

No reasons need to be stated for election proposals submitted by shareholders pursuant to Section 127 of the German Stock Corporation Act. Election proposals are only made available if they contain the name, the practised profession and the place of residence of the individual proposed, and if, in the case of proposals for the election of Supervisory Board members, information has been provided about their membership of other statutory supervisory boards required to be constituted by law. Section 127 (1) of the German Stock Corporation Act in conjunction with Section 126 (2) of the German Stock Corporation Act specifies further reasons for election proposals not having to be made available. In other respects the preconditions and provisions stipulating when motions are to be made available apply *mutatis mutandis*; in this case, too, **Thursday, April 22, 2021, 12.00h (CEST)** is the latest possible date by which election proposals must have been received at the address specified below in order to be made available.

Any motions (together with reasons) or election proposals submitted 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

Fax: +49 89 889 690 655 or

Email: durr@better-orange.de

Motions and election proposals submitted by shareholders and to be made available (including the name of the shareholder and – in the case of motions – the relevant reasons) are made available on the internet at www.durr-group.com/en/investor-relations/annual-general-meeting after having been received. Any comments by Management are also made available at the specified website address.

Shareholders' motions or election proposals to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act are deemed to have been submitted at the Meeting if the shareholder filing the motion or submitting the election proposal has been duly authorised and registered for the Annual General Meeting.

RIGHT TO REQUEST INFORMATION PURSUANT TO SECTION 131 (1) OF THE GERMAN STOCK CORPORATION ACT IN CONJUNCTION WITH SECTION 1 (2) SENTENCE 1 NO. 3 AND SENTENCE 2 OF THE COVID-19 ACT

Although the COVID-19 Act does not grant shareholders at the virtual Annual General Meeting the right to request information as contemplated by Section 131 of the German Stock Corporation Act, they are entitled to ask questions.

Duly registered and logged-in shareholders or their proxies can exercise their right to ask questions solely by electronic means of communication by using the password-protected online service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure intended for this purpose.

All duly registered and logged-in shareholders or their proxies can send the Company questions about the items on the agenda until **Wednesday, May 5, 2021, 12:00 midnight (CEST)** by using the password-protected online service on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting in accordance with the procedure intended for this purpose. No questions can be asked during the virtual Annual General Meeting.

Pursuant to Section 1 (2) sentence 2 of the COVID-19 Act, the Board of Management will duly decide at its own discretion how it answers questions. In doing so, it may, in particular, summarise questions. The Board of Management can also stipulate that questions are to be submitted by electronic means of communication no later than one day prior to the Meeting; the Board of Management has decided to do so, with the consent of the Supervisory Board, as described above.

8. ABILITY FOR SHAREHOLDERS OR THEIR PROXIES TO RAISE OBJECTIONS

The ability for shareholders or their proxies who have exercised their voting rights by using the electronic means of communication described above (postal voting) 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 raise an objection with the official notary against a resolution adopted at the Annual General Meeting and recorded in the minutes pursuant to Section 245 no. 1 of the German Stock Corporation Act by using the password-protected online service on the Company's website at <https://www.durr-group.com/en/investor-relations/annual-general-meeting> in accordance with the procedure intended for this purpose before the virtual Annual General Meeting is closed by the Chairperson presiding over the Meeting. It is possible to issue such a declaration from the start of the virtual Annual General Meeting until the close thereof.

The Company wishes to reiterate that the proxies appointed by the Company do not accept any instructions for raising objections.

9. PUBLICATIONS ON THE COMPANY'S WEBSITE

As soon as the virtual Annual General Meeting has been convened, the following information and documentation will be available on 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 documentation to be made available at the Meeting;
- and the form that can be used for proxy voting or postal voting.

This information and documentation will remain available on this website during the virtual Annual General Meeting.

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 as well as Section 1 (2) sentence 1 no. 3 in conjunction with sentence 2 of the COVID-19 Act are available to shareholders 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 required to be published and received by the Company in good time within the periods specified above will likewise be made available on the aforementioned website.

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

10. VIDEO AND AUDIO BROADCAST OF THE ANNUAL GENERAL MEETING

By entering their personal password, shareholders or their proxies can follow the virtual Annual General Meeting live on the Company's website at www.durr-group.com/en/investor-relations/annual-general-meeting from its commencement until it is closed by the Chairperson presiding over the Meeting. Before the first vote is held the list of attendees will also be available on the aforementioned website for the duration of the virtual Annual General Meeting.

11. INFORMATION ON DATA PROTECTION (PRIVACY) FOR SHAREHOLDERS

In its role as 'Controller', Dürr Aktiengesellschaft, Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany, processes personal data of shareholders (first and last name, address, email address, number of shares, share class, type of share ownership, and number of registration confirmation) and, where appropriate, personal data of shareholder proxies under the applicable data protection legislation. The processing of personal data is a mandatory legal requirement for the due and proper preparation and organisation of the virtual Annual General Meeting, for the exercise of voting rights by shareholders as well as for following the online broadcast of the Meeting. The legal basis for processing such data is provided by Article 6 (1) sentence 1 letter c of the EU General Data Protection Regulation (GDPR) in conjunction with Sections 67 and 118 ff. of the German 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 organising the virtual Annual General Meeting can be carried out on the basis of predominant justified interests (Article 6 (1) sentence 1 letter f GDPR). Dürr Aktiengesellschaft generally receives shareholders' personal data – via the registration office – from the credit institution that shareholders have entrusted with the custody of their shares ('custodian bank'). Dürr Aktiengesellschaft broadcasts the Annual General Meeting on the internet. This may involve processing the personal data of attendees who have previously submitted motions or questions. The legal basis for processing such data is provided by Article 6 (1) sentence 1 letter f GDPR.

The service providers commissioned by Dürr Aktiengesellschaft for the purpose of organising the virtual Annual General Meeting shall process shareholders' personal data solely in accordance with instructions received from Dürr Aktiengesellschaft and only to the extent necessary to perform the service commissioned.

All employees of Dürr Aktiengesellschaft and the employees of the commissioned service providers who have access to and/or process shareholders' personal data are required to treat such data in strict confidence. In addition, personal data of shareholders and/or proxies exercising their voting rights and following the virtual Annual General Meeting live on the Company's website can be seen by other shareholders and proxies within the scope of the applicable legal requirements (especially the list of attendees, Section 129 of the German Stock Corporation Act). This also applies to questions that shareholders and/or proxies may have raised in advance (Section 1 (2) sentence 1 no. 3 of the COVID-19 Act). Dürr Aktiengesellschaft undertakes to erase personal data of shareholders in accordance with the legal requirements, particularly if personal data is no longer needed for the original purposes of collecting and processing it, the data is no longer needed in connection with any administrative or court proceedings or no legal retention requirements exist.

The legal requirements state that shareholders are entitled to obtain information on their processed personal data and to request rectification or erasure of their personal data or restricted processing of this data. In addition, shareholders have the right to lodge a complaint with the supervisory authorities.

If personal data is processed on the basis of Article 6 (1) sentence 1 letter f GDPR, shareholders and/or proxies are also entitled to raise objections provided the relevant legal requirements are met.

If shareholders have any comments or queries concerning the processing of personal data, they can contact the Data Protection Officer of Dürr Aktiengesellschaft at the following address:

Dürr Aktiengesellschaft
- Data Protection Officer -
Carl-Benz-Strasse 34
74321 Bietigheim-Bissingen
Germany or

Telephone: +49 7142 781 380 or

Email: dataprotection@durr.com

III. REMUNERATION FOR THE MEMBERS OF THE BOARD OF MANAGEMENT AND THE SUPERVISORY BOARD

1. REMUNERATION FOR THE MEMBERS OF THE BOARD OF MANAGEMENT

PREAMBLE AND CHANGES TO THE REMUNERATION SYSTEM OF DÜRR AKTIENGESELLSCHAFT IN BRIEF

The Supervisory Board of Dürr Aktiengesellschaft has adopted a resolution on the following system of remuneration for the members of the Board of Management of Dürr Aktiengesellschaft with effect from January 1, 2021. This implements the modified legal requirements of the German Stock Corporation Act (*AktG*) on remuneration for the Board of Management in accordance with the German Act Implementing the Second Shareholders' Rights Directive (ARUG II) and ensures conformity with the German Corporate Governance Code 2019 (*DCGK*). The following changes in particular should be highlighted:

1. Inclusion of one or more environmental, social and governance (ESG) goals as part of one-year variable remuneration ('short-term incentives' or STIs)
2. Stipulation of target amounts for variable remuneration and definition of the total target remuneration
3. Inclusion of a clawback clause in service contracts
4. Payment of long-term variable remuneration ('long-term incentives' or LTIs) only after expiry of the respective tranche if the member concerned leaves office prematurely
5. The only remaining promise of benefits in the event of a change of control has been deleted from the relevant service contract for the Board of Management
6. Members of the Board of Management are obliged to hold a certain number of shares in Dürr Aktiengesellschaft irrespective of any long-term variable remuneration.

This remuneration system has applied to all members of the Board of Management of Dürr Aktiengesellschaft since January 1, 2021 and will apply to all new service contracts concluded with members of the Board of Management of Dürr Aktiengesellschaft and to contract renewals.

THE REMUNERATION SYSTEM IN DETAIL

A. STIPULATION OF MAXIMUM REMUNERATION (SECTION 87A (1) SENTENCE 2 NO. 1 AKTG)

The total remuneration granted to each member of the Board of Management for a financial year (sum total of all remuneration amounts paid for the respective financial year, including fixed annual salary, variable remuneration components, cost of occupational pension schemes and fringe benefits) – irrespective of whether it is paid in the current financial year or at a later date – is subject to an absolute upper limit ('maximum remuneration').

The maximum remuneration for the Chief Executive Officer (CEO) amounts to Euro 3,890,000, while the Deputy CEO receives Euro 2,735,000 and the full members of the Board of Management are each paid Euro 2,055,000.

If the total remuneration calculated for a financial year exceeds the maximum remuneration, the amount disbursed from the long-term incentive (LTI) is sufficiently reduced so that the maximum remuneration is complied with. The Supervisory Board can, if necessary, duly decide at its discretion to reduce other remuneration components.

Irrespective of the maximum remuneration specified, limits are also placed on the amounts disbursed in respect of individual variable remuneration components.

B. CONTRIBUTION MADE BY REMUNERATION IN PROMOTING THE BUSINESS STRATEGY AND LONG-TERM PERFORMANCE OF DÜRR AKTIENGESSELLSCHAFT (SECTION 87A (1) SENTENCE 2 NO. 2 AKTG)

The remuneration system promotes the business strategy and long-term interests of Dürr Aktiengesellschaft, thereby contributing to the Company's long-term performance. The focus here is on strengthening profitable and sustainable growth in the divisions of Dürr Aktiengesellschaft, which in turn forms the basis on which the system of remuneration for the members of the Board of Management has been designed.

The remuneration system uses various targets – based on profitability (in the form of EBIT and the EBIT margin), liquidity (in the form of free cash flow), enterprise value (in the form of the share price) and environmental and social sustainability (in the form of the ESG goals) – to promote Dürr Aktiengesellschaft's strategy of strengthening profitable and sustainable growth in its divisions. The financial and non-financial metrics used relate to varying but, often, multi-year periods in order to support the Company's strategic success over the long term. A particular priority here is to align the remuneration paid to the members of the Board of Management as far as possible with shareholders' interests and expectations.

C. OVERVIEW OF ALL FIXED AND VARIABLE REMUNERATION COMPONENTS AND THEIR RESPECTIVE RELATIVE SHARE OF REMUNERATION (SECTION 87A (1) SENTENCE 2 NO. 3 AKTG) AS WELL AS PERFORMANCE CRITERIA FOR GRANTING VARIABLE REMUNERATION COMPONENTS (SECTION 87A (1) SENTENCE 2 NO. 4 AKTG)

The modified system of remuneration for the members of the Board of Management of Dürr Aktiengesellschaft is composed of fixed and variable components. Fixed non-performance-related remuneration comprises the fixed annual salary, occupational pension schemes and fringe benefits. Variable performance-related remuneration comprises short-term incentives and long-term incentives.

The proportion of variable remuneration components exceeds the proportion of fixed remuneration components as a share of both total target remuneration and maximum remuneration. At the same time, the proportion of long-term incentives exceeds the proportion of short-term incentives as a share of total remuneration. This applies to both the total target remuneration and the maximum remuneration.

I. DETERMINING THE TOTAL TARGET REMUNERATION AND THE PROPORTION OF REMUNERATION COMPONENTS AS A SHARE OF TOTAL TARGET REMUNERATION

The Supervisory Board determines a total target remuneration for each member of the Board of Management. The total target remuneration comprises the sum total of all remuneration components that form part of total remuneration. Short-term incentives and long-term incentives are determined in each case by the target amounts for a target achievement rate of 100% ('target amounts of the variable remuneration components'). The Supervisory Board determines the target amounts of the variable remuneration components for each financial year. In doing so, the Supervisory Board decides – based on the financial results adopted for the previous financial years as part of the budgeting process for the following financial year and the strategic planning for the next few years – what targets the Company and the Board of Management are to achieve in relation to the performance criteria specified under C.III.

In the case of the CEO, the proportion of fixed remuneration (fixed annual salary, cost of occupational pension schemes and fringe benefits) accounts for approximately 43% of total target remuneration for the 2021 financial year, while the proportion of variable remuneration accounts for roughly 57% of total target remuneration. In the case of the Deputy CEO, the proportion of fixed remuneration accounts for around 45% of total target remuneration and the proportion of variable remuneration accounts for roughly 55% of total target remuneration. In the case of the full members of the Board of Management, the proportion of fixed remuneration accounts for approximately 48% of total target remuneration and the proportion of variable remuneration accounts for roughly 52% of total target remuneration.

The respective proportions of fixed remuneration, short-term incentives (target amount) and long-term incentives (target amount) as a share of the total target remuneration for the 2021 financial year are presented in Figure 1.

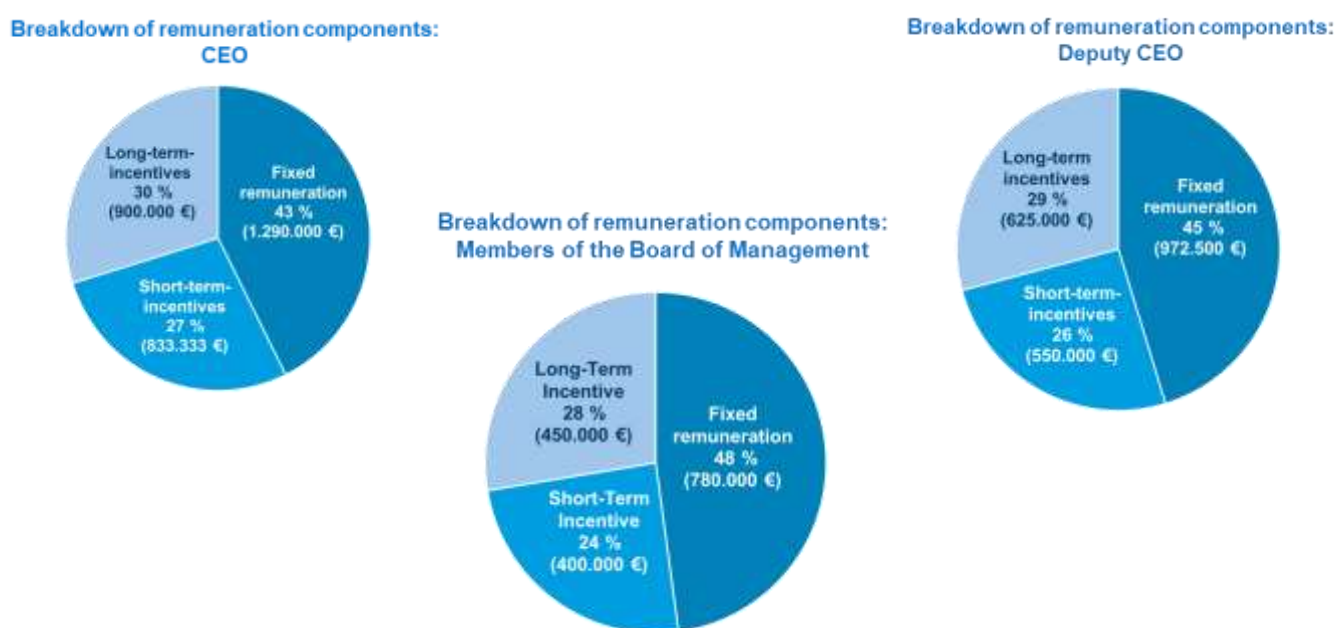


Figure 1

In the case of the CEO, the proportion of short-term incentives (target amount) thus accounts for around 48% of variable total target remuneration, while the proportion of long-term incentives (target amount) accounts for roughly 52% of variable total target remuneration. In the case of the Deputy CEO and the full members of the Board of Management, the proportion of short-term incentives (target amount) thus accounts for around 47% of variable total target remuneration, and the proportion of long-term incentives (target amount) accounts for roughly 53% of variable total target remuneration.

II. FIXED REMUNERATION COMPONENTS

Fixed non-performance-related remuneration comprises the fixed annual base salary, occupational pension schemes and fringe benefits.

– a. FIXED ANNUAL SALARY

The members of the Board of Management receive a fixed annual salary, which is paid in twelve equal instalments. The amount of this fixed annual salary is determined by the functions and the strategic and operational responsibilities of the individual member of the Board of Management.

– b. OCCUPATIONAL PENSION SCHEMES

As part of the retirement pension programme offered by the Dürr Group ('Dürr pension plan') the members of the Board of Management receive an employer-funded pension contribution amounting to 24% of the fixed annual salary for the CEO and 25% of the fixed annual salary for the other members of the Board of Management.

– c. FRINGE BENEFITS

The members of the Board of Management are provided with a company car. In addition, the Company takes out directors and officers (D&O) liability insurance offering an appropriate level of cover for the members of the Board of Management, and – for individual members of the Board of Management – life insurance or accident insurance.

III. VARIABLE REMUNERATION COMPONENTS

Variable remuneration is composed of short-term incentives (STIs) and long-term incentives (LTIs), which creates an appropriate system of incentives to implement the Company's strategy and add value over the long term. The remuneration model devised by the Supervisory Board offers a high degree of transparency by linking the success metrics used to clearly defined indicators of earnings, liquidity, value added and sustainable development. Dürr Aktiengesellschaft's sustainable business strategy and its social and environmental responsibility are also reflected here in its annual ESG goals.

Variable remuneration is determined by the functions and the strategic and operational responsibilities of the members of the Board of Management and by the Company's

short-term and long-term financial results. Long-term incentives for both target remuneration and maximum remuneration exceed short-term incentive remuneration.

The financial and non-financial performance criteria applied help to support the Company's business strategy and improve its long-term performance. The achievement of these performance targets is measured as described below.

In future the Supervisory Board will only be entitled to temporarily adjust the plan conditions for variable remuneration components in an appropriate and proper manner in cases of exceptional events or developments, e.g. in the event of the acquisition or disposal of part of a company. General adverse market trends are not classified as exceptional events or exceptional developments for these purposes. The same applies if changes in the financial reporting standards applied by the Company have a material impact on the parameters used to calculate the STI and LTI variable remuneration components, and in the event that a financial year comprises fewer than twelve months (short financial year). If exceptional events or developments cause changes in the payment of variable remuneration, compelling and comprehensive reasons for this action will be provided. The use of discretionary adjustment options is not permitted. One-off payments will not be granted.

– a. SHORT-TERM INCENTIVES

The short-term variable remuneration paid to the members of the Board of Management is a performance-related bonus based on financial and non-financial results for the financial year concerned. The weightings of the criteria determining this bonus for the 2021 financial year are 60% operating earnings before interest and taxes (EBIT), 30% free cash flow (FCF) and 10% ESG goals (see Figure 2). The ESG goals can either be set collectively for the entire Board of Management or individually for each member.

The EBIT figure used for the 2021 financial year is defined as earnings before interest, income taxes and net investment income. Operating EBIT has been adjusted for one-off expenses such as the effect of acquisitions. These one-off effects are disclosed in the management report. Using the Dürr Group's EBIT figure takes account of the Company's financial performance and profitability in the remuneration paid to the Board of Management and therefore supports one of the most important corporate strategic objectives.

The free cash flow (FCF) figure relates to the freely available funds that can be used to pay dividends, make acquisitions or pay down debt. This figure is calculated by deducting capital expenditure, net interest paid/received and repayments of leasing liabilities from the cash flow from operating activities.

ESG goals are the targets and objectives around environmental, social and governance issues. Before the beginning of each financial year the Supervisory Board sets the ESG performance criteria and performance measurement methods for each member of the Board of Management. The potential performance criteria include factors such as ESG ratings, customer satisfaction, staff satisfaction, and health & safety. The overall target achievement rate for ESG performance is calculated as the average target achievement rate for the individual performance criteria.

Weighting of targets for short-term incentives

Target weighting:

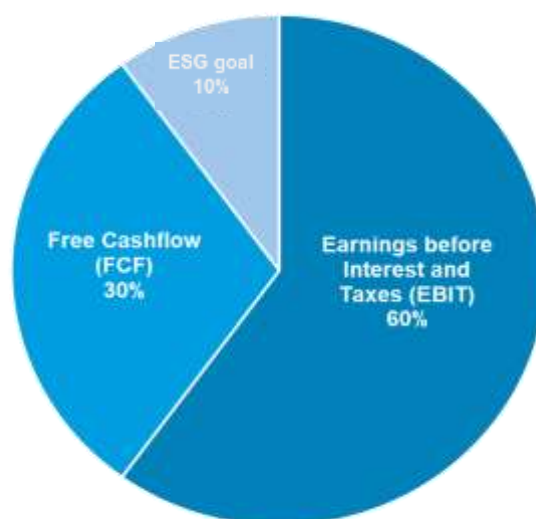


Figure 2

Before the beginning of each financial year the Supervisory Board sets the individual targets ('target values') and, in each case, values for the minimum ('threshold value') and maximum ('maximum value') target achievement rate. The target achievement rate amounts to 0% below the threshold value, 150% above the maximum value and 100% if the target value is achieved. The target achievement rate is linearly interpolated between the threshold value and target value and between the target value and maximum value.

The Supervisory Board determines the target achievement rate after the end of the financial year concerned. The respective target achievement rates for the EBIT, FCF and ESG targets and the specified weighting of these targets are used to calculate the STI target achievement rate. The amount disbursed equals the target amount multiplied by the target achievement rate (see Figure 3). The amount disbursed for short-term incentives is paid out in May and is capped at 150% of the target amount ('disbursement cap').

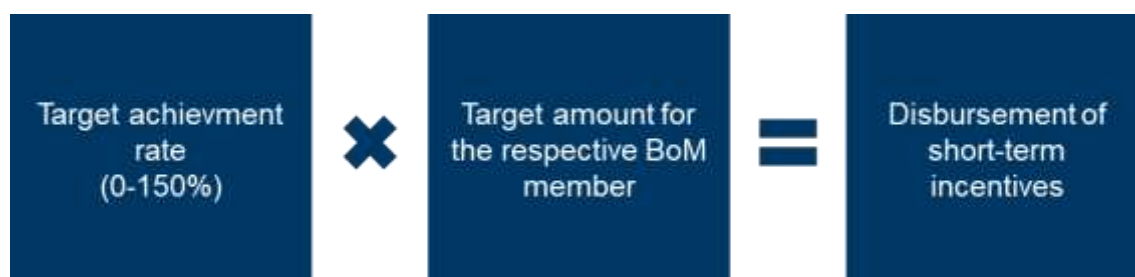


Figure 3

If the service contract begins or ends during the course of a financial year, the amount disbursed will be reduced pro rata temporis in proportion to the financial year.

All entitlements arising from short-term incentives for a financial year in progress will be forfeited without any right to compensation if the service contract of a member of the Board of Management is terminated by the Company for cause without notice in accordance with Section 626 of the German Civil Code (BGB).

– b. LONG-TERM INCENTIVES

The long-term variable remuneration paid to the members of the Board of Management in the form of a Performance Share Plan is designed to support the Company's sustainable growth and is determined by the performance of Dürr's share price and its operating EBIT margin.

The relevant success metrics used to calculate the LTI amount disbursed are the performance of Dürr's share price between the grant date and disbursement of the LTI as well as the average operating EBIT margin in the three financial years from the grant year. The inclusion of share price performance in this calculation emphasises the focus on long-term and sustainable value creation at the Company. The operating EBIT margin is defined as the ratio of operating EBIT (see a. – short-term incentives) to the Dürr Group's sales revenue. It enhances the Company's long-term financial performance and profitability, thereby strengthening the continuous implementation of its corporate strategy.

At the time when the annually launched LTI tranches are granted, the target amount for the LTI for each member of the Board of Management is converted into performance shares of the Company based on the initial reference price of Dürr shares, and these shares are then allocated to the respective members of the Board of Management as a calculation metric. The initial reference share price is determined by the average computed closing price of Dürr shares on the last 30 trading days prior to December 31st of a financial year.

The LTI is disbursed in cash after the three-year term has expired and the subsequent Annual General Meeting, at which the annual financial statements of Dürr Aktiengesellschaft for the previous financial year are presented, has taken place. In order to calculate the amount to be disbursed, the number of performance shares held is multiplied by the EBIT multiplier and the average computed closing price of Dürr shares on the 30 days prior to the Annual General Meeting (see Figure 4).

Before the beginning of a tranche the Supervisory Board sets the target for the average EBIT margin ('target value') and values for the minimum ('threshold value') and maximum ('maximum value') target achievement rate. The EBIT multiplier amounts to 0 if the target achievement rate is below the threshold value, 2 if the target achievement rate is above the maximum value and 1 if the target value is achieved. The target achievement rate and the EBIT multiplier are linearly interpolated between the threshold value and target value and between the target value and maximum value.

The EBIT multiplier is capped at 200%. The amount disbursed for long-term incentives is capped at 150% of the LTI target amount (disbursement cap).



Figure 4

All entitlements arising from long-term incentives will be forfeited without any right to compensation if the service contract of a member of the Board of Management is terminated for cause without notice before the LTI is disbursed, the appointment as a member of the Board of Management is revoked for cause before the LTI is disbursed owing to a gross dereliction of duty within the meaning of Section 84 (3) sentence 2 AktG or, once the period of appointment has expired but before the LTI is disbursed, an extension of this appointment is refused for cause for which the member of the Board of Management is responsible within the meaning of Section 626 (1) BGB, or the member of the Board of Management resigns his or her position before the LTI is disbursed or he or she terminates the service contract, unless the member of the Board of Management has an important reason for resigning his or her position and/or for terminating the service contract.

IV. SHARE OWNERSHIP GUIDELINES

Once an initial three-year period has elapsed, the members of the Board of Management are contractually obliged to continuously hold a specified significant number of Dürr shares – 21,250 shares in the case of the CEO, 16,250 shares in the case of the Deputy CEO and 12,500 shares in the case of the full members of the Board of Management – throughout their term of office.

This obligation to hold shares in the Company incorporates an additional equity component – on top of the long-term incentives – which creates an incentive to increase the Company's value over the long term once the LTI term has expired. Evidence of compliance with this obligation must first be provided after the end of the initial three-year period and then annually thereafter.

D. THE COMPANY'S ABILITY TO CLAW BACK VARIABLE REMUNERATION COMPONENTS (SECTION 87A (1) SENTENCE 2 NO. 6 AKTG)

The Company is duly entitled at its discretion to adjust or claw back the amounts disbursed in the form of variable remuneration if the audited consolidated annual financial statements and/or the basis for setting other targets on which the calculation of variable remuneration is based have to be corrected retrospectively because they have proved to be objectively flawed and this error has caused the variable remuneration to be incorrectly calculated.

The Company's entitlement to claw back such amounts corresponds to the difference between the amounts actually disbursed by the Company and the amounts that should have been disbursed according to the rules on variable remuneration and taking account of the corrected basis of calculation.

If a member of the Board of Management shows gross negligence or intent in violating one of his or her material duties of care within the meaning of Section 93 of the German Stock Corporation Act or a material behavioural principle of an internal guideline issued by the Company, thereby jeopardising the business success or the reputation of Dürr Aktiengesellschaft or one of its companies, the Supervisory Board can claw back some or all of the variable remuneration components (reducing them to zero if necessary).

If corrections of the basis for calculating variable remuneration or violations of either material duties of care or material behavioural principles impact on several disbursed variable remuneration components, amounts disbursed for all variable remuneration components can be clawed back. The Company's entitlement to claw back such amounts remains in force until a period of three years has elapsed since the variable remuneration component concerned was disbursed.

E. SHARE-BASED REMUNERATION (SECTION 87A (1) SENTENCE 2 NO. 7 AKTG)

Long-term incentives are granted in the form of shares. Details of the relevant time periods and conditions applicable to LTIs can be found in the description of remuneration components under item C.iii.b. In addition, the members of the Board of Management are obliged to hold shares in the Company during their term of office. Details of the accompanying share ownership guidelines can be found in section C.IV.

F. REMUNERATION-RELATED LEGAL TRANSACTIONS (SECTION 87A (1) SENTENCE 2 NO. 8 AKTG)

I. TIME PERIODS AND PRECONDITIONS FOR TERMINATING REMUNERATION-RELATED LEGAL TRANSACTIONS

The service contracts of the members of the Board of Management come into force with effect from January 1, 2021 and end when their term of appointment ends. The Board of Management contract for Ralf W. Dieter ends on June 30, 2023. Dr Jochen Weyrauch's contract runs until December 31, 2024. Dietmar Heinrich has a contract that runs until July 31, 2023. If these members are reappointed, their service contracts will remain in force unless the parties concerned agree alternative arrangements. If their appointment as a member of the Board of Management is revoked for cause pursuant to Section 84 (3) AktG, which also constitutes an important reason for terminating the service contract of a member of the Board of Management without notice pursuant to Section 626 BGB, the relevant service contract will end automatically.

II. COMPENSATION GRANTED IN CASES OF DISMISSAL

If a service contract is terminated without cause, any severance payment – including fringe benefits – granted to the respective member of the Board of Management is limited to the value of no more than two annual remunerations and, if the residual term

of the service contract is less than two years, must not exceed the contractual remuneration for the residual term ('severance payment cap'). Calculations of the severance payment cap are generally based on the total remuneration paid for the previous financial year and, where appropriate, on the probable total remuneration to be paid for the current financial year.

There are no alternative severance payment arrangements if service contracts are terminated in the event of a change of control. If a post-contractual non-compete clause is agreed, any severance payment is offset against the non-compete compensation received. If the service contract is terminated by the member of the Board of Management himself or herself or for cause for which he or she is responsible, no severance payment will be granted.

III. MAIN FEATURES OF PENSION ARRANGEMENTS

The main features of the Company's pension arrangements are explained in the information provided under C.II.b.

G. CONSIDERATION GIVEN TO THE REMUNERATION AND EMPLOYMENT CONDITIONS OF MEMBERS OF STAFF WHEN DECIDING ON THE REMUNERATION SYSTEM (SECTION 87A (1) SENTENCE 2 NO. 9 AKTG)

When designing and deciding on the system of remuneration for the members of the Board of Management, the Supervisory Board has also given consideration to the remuneration and employment conditions of senior managers and all other members of staff within the Company, especially with respect to their personal development over the past few years. In following the recommendations of the DCGK, the Supervisory Board has therefore defined the groups of senior managers and other members of staff consistently with previous years and has carefully reviewed them when considering the remuneration paid to the members of the Board of Management compared with senior managers and other members of staff, thereby ensuring that the remuneration paid to the members of the Board of Management does not rise more sharply than the pay received by senior managers and other members of staff. The Supervisory Board has also checked and ensured that there is a consistency between the systems of remuneration and fringe benefits available to the members of the Board of Management and those available to senior managers and all other members of staff, which fully supports the business strategy and management of Dürr Aktiengesellschaft and its companies.

H. PROCEDURES USED TO DECIDE ON, IMPLEMENT AND REVIEW THE REMUNERATION SYSTEM (SECTION 87A (1) SENTENCE 2 NO. 10 AKTG)

The Supervisory Board decides on a clear and comprehensible system of remuneration for the members of the Board of Management. The Personnel Committee is responsible for preparing the Supervisory Board's decision and for regularly providing the Supervisory Board with all of the information that it needs in order to review the remuneration system. The Supervisory Board duly conducts a review of the remuneration system at its own discretion but no later than once every four years. The Supervisory Board reviews the amount of the fixed annual salary at least every two years to ensure that it is appropriate. In doing so it conducts a market comparison and also

takes account, in particular, of changes in the Company's environment, the general economic situation, the Company's strategy, changes and trends in national and international corporate governance standards, and changes in the remuneration and employment conditions of members of staff. Where necessary, the Supervisory Board avails itself of the services of external remuneration experts and other consultants. In doing so the Supervisory Board ensures that these external remuneration experts and consultants are independent of the Board of Management and takes precautions to avoid any conflicts of interest. If members of the Board of Management sit on the supervisory boards of companies within the Dürr Group, the remuneration they receive from these posts will be taken into account in their overall remuneration package. If members of the Board of Management hold supervisory board posts outside the Dürr Group, the Supervisory Board decides whether and, if so, to what extent the remuneration received from these should be taken into account.

The Supervisory Board submits its resolved remuneration system to the Annual General Meeting for approval whenever the system is materially modified, but at least once every four years. If the Annual General Meeting does not approve the system submitted to it, the Supervisory Board submits a revised remuneration system to the Annual General Meeting for approval no later than at the following AGM. The new remuneration system has applied to all members of the Board of Management retroactively since the beginning of January 1, 2021. In order to implement this remuneration system, the Supervisory Board has agreed appropriate adjustments to service contracts with the existing members of the Board of Management on behalf of the Company and has decided on the target values for the 2021 financial year in line with this new remuneration system.

The Supervisory Board and the Personnel Committee take appropriate measures to ensure that potential conflicts of interest affecting the Supervisory Board members involved in the discussions and decisions on the remuneration system are avoided and, where necessary, resolved. Each member of the Supervisory Board is obliged to notify the Supervisory Board Chairperson of any conflicts of interest. The Supervisory Board Chairperson discloses any conflicts of interest affecting himself or herself to the Personnel Committee and the entire Supervisory Board. The Supervisory Board decides on a case-by-case basis how to deal with existing conflicts of interest. One possible option here is that a Supervisory Board member affected by a conflict of interest does not take part in a meeting or individual discussions and decisions involving the Supervisory Board or the Personnel Committee.

The Supervisory Board can temporarily deviate from the remuneration system (procedures and arrangements relating to the structure of remuneration) and its individual components with respect to individual remuneration components of the remuneration system, or it can introduce new remuneration components, if this is needed in the interest of the Company's long-term well-being. The Supervisory Board reserves the right to deviate in this way in exceptional circumstances such as economic or corporate crises and, in doing so, gives consideration to the proportionality of remuneration compared with other measures taken under these circumstances and to the interests of shareholders.

2. REMUNERATION FOR THE MEMBERS OF THE SUPERVISORY BOARD

The Supervisory Board of Dürr Aktiengesellschaft ('the Supervisory Board') advises and monitors the management of the Company by the members of the Board of Management and performs the functions conferred upon it by law and the Articles of Incorporation. It is involved in strategy and planning as well as all questions of fundamental importance to the Company. Given these responsible functions, the members of the Supervisory Board are to receive an appropriate form of remuneration that takes adequate account of the time commitments placed on members of the Supervisory Board. In addition, a level of Supervisory Board remuneration that is also appropriate with respect to the market environment ensures that suitably qualified candidates will continue to be available to the Company for its Supervisory Board in future. Appropriate remuneration for the members of the Supervisory Board thus helps to support the business strategy and long-term performance of Dürr Aktiengesellschaft.

This objective is achieved by the modified system of remuneration that is being proposed to the Company's 2021 Annual General Meeting for approval under agenda item 8, including the corresponding amendment of Article 15 of the Articles of Incorporation, and is to apply with effect from January 1, 2021. The level and structure of the remuneration to be paid to the members of the Supervisory Board in future are comparable with the remuneration paid to the members of supervisory boards at other MDAX companies in the market (peer groups).

The main change to the Supervisory Board remuneration being proposed under agenda item 8 compared with the current arrangements is that only fixed remuneration components are to be paid in future under the new arrangements. The variable remuneration component currently specified in Article 15 (1) of the Articles of Incorporation is to be discontinued. A variable remuneration component for the members of the Supervisory Board was introduced in 2011. This was done in response to a recommendation made by the version of the German Corporate Governance Code (DCGK) in force at the time, which stipulated that the Supervisory Board should receive performance-related remuneration in addition to its fixed remuneration.

The revised version of the DCGK of December 16, 2019 now suggests in G.18 sentence 1 that supervisory board remuneration should consist only of fixed remuneration. Stipulating that supervisory board pay should consist solely of fixed remuneration also meets the expectations of many investors and voting rights consultants. The Company also believes that switching to a purely fixed form of remuneration for the Supervisory Board will take even greater account of the independent advisory and monitoring functions performed by the Supervisory Board and will strengthen the independence of the Supervisory Board members.

A. COMPOSITION OF REMUNERATION

The remuneration paid to the members of the Supervisory Board is stipulated in Article 15 of the Articles of Incorporation. Both the current version of the Articles of Incorporation and the amended version of Article 15 of the Articles of Incorporation, which is being proposed to the 2021 Annual General Meeting under agenda item 8, stipulate that the members of the Supervisory Board receive fixed remuneration, fringe benefits (consisting of insurance cover and compensation for out-of-pocket expenses) and, if

they perform functions on any Supervisory Board committees, remuneration for these committee activities as well as an allowance for attending meetings. The variable performance-related remuneration currently paid in addition is to be discontinued with effect from January 1, 2021.

aa) REMUNERATION FOR MEMBERSHIP OF THE SUPERVISORY BOARD

The variable component of the remuneration paid to the members of the Supervisory Board is to be discontinued with effect from January 1, 2021. This is to be compensated for by an increase in the fixed remuneration paid to the Supervisory Board members. Each member of the Supervisory Board is to receive Euro 58,000 per year. As at present, the Chairman of the Supervisory Board is to receive three times this amount, while the Deputy Chairman and any further Deputy Chairman elected are to receive one-and-a-half times the aforementioned fixed remuneration of a full member.

bb) REMUNERATION FOR MEMBERSHIP OF A SUPERVISORY BOARD COMMITTEE

The remuneration paid to members and Chairpersons of Supervisory Board committees remains unchanged. The members of the Audit Committee receive remuneration of Euro 10,000 per year, while the members of the Personnel Committee are paid remuneration of Euro 5,000 per year. The Chairpersons of these two committees receive three times the aforementioned amount, while any Deputy Chairpersons are paid one-and-a-half times the amount. The members of the Nomination Committee receive remuneration of Euro 2,500 per meeting, while the Chairperson is paid one-and-a-half times this amount.

cc) MEETING ATTENDANCE ALLOWANCE

With the exception of the special arrangements specified for the Nomination Committee in Article 15 (3), the arrangements applicable to meeting attendance allowances are to be amended to the extent that such allowances are to be paid not only for meetings of the Supervisory Board, the Audit Committee and the Personnel Committee but also for meetings of any other Supervisory Board committees that may be formed on an ad-hoc basis. Furthermore, the additional workload of the Chairperson of any other Supervisory Board committees, including those formed on an ad-hoc basis (with the exception of the Nomination Committee), is to be taken into account by providing for him to receive an attendance allowance of Euro 2,000.

dd) FRINGE BENEFITS (COMPENSATION FOR OUT-OF-POCKET EXPENSES AND VALUE ADDED TAX)

The members of the Supervisory Board are currently also compensated for any out-of-pocket expenses that they incur while performing their statutory functions; such expenses may include any value added tax (VAT) legally payable by them. These arrangements remain unchanged.

ee) RELATIONSHIP BETWEEN FIXED AND VARIABLE REMUNERATION COMPONENTS

Because payment of all variable remuneration is to be discontinued with effect from 1 January 2021, fixed remuneration will always account for 100% of total remuneration.

B. PROCEDURES USED TO DECIDE ON, IMPLEMENT AND REVIEW THE REMUNERATION PAID TO THE SUPERVISORY BOARD

Remuneration-related legal transactions within the meaning of Section 87a (1) sentence 2 no. 8 AktG have not been concluded with the members of the Supervisory Board. Because the remuneration for the members of the Supervisory Board is granted on the basis of the Articles of Incorporation amendments approved by the Annual General Meeting, the remuneration and employment conditions of members of staff have not been taken into consideration when deciding on the remuneration paid to the members of the Supervisory Board.

The Annual General Meeting adopts a resolution on the remuneration for the members of the Supervisory Board at the suggestion of the Board of Management and the Supervisory Board at least once every four years. If the purpose of this resolution is to confirm the remuneration for the Supervisory Board, a majority of the votes cast is required for the resolution to be adopted. If the resolution is intended to amend this remuneration, it also requires an amendment to the relevant provisions in the Articles of Incorporation; this requires a majority of the votes cast and – because the Company's Articles of Incorporation stipulate an eased requirement with respect to the majority of the capital required – a majority of the capital stock represented at the Annual General Meeting when the relevant resolution is adopted.

Before submitting their proposal to the Annual General Meeting, the Board of Management and the Supervisory Board always review the Supervisory Board members' remuneration on the basis of both publicly available information and information available only to experts – such as comparative studies – and, where necessary, by using the services of external remuneration consultants.

IV. REPORT ON THE PARTIAL UTILISATION OF THE AUTHORISATION GRANTED BY THE ANNUAL GENERAL MEETING ON MAY 10, 2019 TO ISSUE CONVERTIBLE BONDS, AMONG OTHER THINGS, AND ON THE ACCOMPANYING DISAPPLICATION OF SHAREHOLDERS' PRE-EMPTION RIGHTS

Partially utilising the authorisation granted by the Annual General Meeting on May 10, 2019 under agenda item 6 to issue convertible bonds, among other things (2019 authorisation), the Board of Management decided on September 24, 2020, with the same-day consent of the Supervisory Board, to issue a convertible bond for a total nominal amount of Euro 150,000,000.00, with a maturity date of January 15, 2026 and an annual interest rate of 0.75%, at an issuing price von 100% of the nominal amount (the 2020 convertible bond). The Company's shareholders' pre-emption rights in respect of the 2020 convertible bond were disappplied by a resolution adopted by the Board of Management, with the consent of the Supervisory Board. The 2020 convertible bond was offered exclusively to institutional investors as part of an accelerated bookbuilding procedure. The partial bonds entitle the holder to subscribe for no-par-value shares in the Company (common shares) in accordance with the detailed provisions of the terms and conditions governing bonds. Given the initial conversion price of Euro 34.22, the entire issue thus entitles the holders to subscribe for up to 4,383,401 shares or roughly 6.3% of the Company's current capital stock. The initial conversion price, which can be adjusted in certain circumstances, corresponds to the volume-weighted average market price (Xetra) between the adoption of the Board of Management's resolution on the convertible bond issue and the fixing of the conversion price on the same day, plus a premium of roughly 40%, and is well above 80% of the volume-weighted average market price (Xetra) on the last ten trading days on the Frankfurt Stock Exchange prior to the date on which the Board of Management decided to issue the 2020 convertible bond.

The Board of Management and the Supervisory Board are of the view that the issuance of the 2020 convertible bond and the accompanying disapplication of shareholders' pre-emption rights were, on the whole, legally permissible and in the Company's interest. Before the 2020 convertible bond was issued, the Board of Management discussed the current market environment and considered all of the potential advantages and disadvantages of this bond issue, after which it came to the conclusion that the issuance of the 2020 convertible bond on the agreed terms and conditions, which all lay within the framework of the 2019 authorisation, presented a good opportunity to finance the Company and that the bond issue was, on the whole, in the Company's interest. In particular, this situation met the preconditions for disapplying shareholders' pre-emption rights. Having conducted its due diligence, the Board of Management was convinced that the issuing price of the 2020 convertible bond would not fall much below its theoretical market value, which had been calculated using widely accepted financial mathematical methods. This was also partly because the terms and conditions governing the 2020 convertible bond were the result of an intensive market test in the form of a bookbuilding procedure. The bond issue was several times oversubscribed during this bookbuilding proceure, which meant that the issuing price did not fall below the theoretical market price but, on the contrary, the actual market price was achieved, which is why pre-emption rights would have been pointless. The 2019 authorisation's

upper limit on the disapplication of pre-emption rights amounting to 10% of the Company's capital stock was also maintained. As far as the Company is concerned, the issuance of the 2020 convertible bond without pre-emption rights on the whole enabled the Company to conduct a reliable short-term borrowing transaction on favourable terms and conditions. For the aforementioned reasons the disapplication of shareholders' pre-emption rights was therefore also, on the whole, in the Company's interest.

V. INFORMATION ON THE SUPERVISORY BOARD CANDIDATES PROPOSED FOR ELECTION UNDER AGENDA ITEM 6

1. RICHARD BAUER

Additional Deputy Chairman; elected until the end of the Annual General Meeting in 2021; member of the Supervisory Board of Dürr AG since 2017

Practised profession: Supervisory Board member

Place of residence: Wentorf near Hamburg

Born in 1954

Nationality: German

Studied economics

1978 - 1980	VAW Leichtmetall; area: business management
1980 - 1984	Carl Zeiss AG, Oberkochen; Opto division; head of planning and cost control
1984 - 1990	Lindenmaier Präzision AG, Laupheim; inter alia Manager Finance and Administration of the Group; Managing Director of a group company
1990 - 1994	Maho AG, Pfronten; member of the Management Board
1994 - 1997	Gottlieb Gühling KG, Albstadt; member of the Management Board
1997 - 2016	Körber AG, Hamburg; member of the Management Board; Chairman of the Management Board

Supervisory Board posts:

Körber AG, Hamburg (Chairman)

2. DR ROLF BREIDENBACH

Elected until the end of the Annual General Meeting in 2021; member of the Supervisory Board of Dürr AG since 2018

Practised profession: President and CEO of HELLA GmbH & Co. KGaA, Lippstadt

Place of residence: Dortmund

Born in 1963

Nationality: German

Studied mechanical engineering and economics

1988 - 1991	PhD (Dr.-Ing.)
1989 - 1992	SHM Sinter - HIP - Materials, Aachen; Head of Development and Production
1992 - 1994	RWTÜV Rheinisch-Westfälischer Technischer Überwachungsverein e.V., Essen; Senior Executive and Lead Auditor
1995 - 2004	McKinsey & Company, Düsseldorf; Partner (2000 – 2004)

Since 2004 HELLA GmbH & Co. KGaA, Lippstadt; President and CEO

3. PROFESSOR DR DR ALEXANDRA DÜRR

Elected until the end of the Annual General Meeting in 2021; member of the Supervisory Board of Dürr AG since 2006

Practised profession: Professor of medical genetics at Sorbonne Université and head of the “Basic to translational Neurogenetics” research team at the Paris Brain Institute, Paris, France

Place of residence: Paris, France

Born in 1962

Nationality: French

Studied medicine (Freiburg, Ulm, Montpellier and Paris)

1998 PhD in human genetics, Université Paris Diderot, France

2009 Post-doctoral dissertation (habilitation) for research management at Sorbonne Université, Paris, France

Since 2014 Professor of medical genetics at Sorbonne Université and University Hospital Pitié-Salpêtrière, Paris, France

Since 2019 Head of the “Basic to translational Neurogenetics” research team at the Paris Brain Institute, Paris, France

4. GERHARD FEDERER

Chairman of the Supervisory Board (since 2020); elected until the end of the Annual General Meeting in 2021; member of the Supervisory Board of Dürr AG since 2016

Practised profession: independent consultant

Place of residence: Gengenbach

Born in 1954

Nationality: German

Studied industrial engineering

1980 - 1982 Paschal-Werk G.Maier, Steinach; assistant to the Managing Director

1982 - 1988 E. Scheurich Pharmawerk; Head of Planning & Control and Marketing Controller

1988 - 1989 Heinrich Heine; Head of Business Planning

1989 - 2003 Schoeller & Hoesch, Gernsbach and/or Glatfelter Company, United States

1989: Head of Finance and IT

1997: Commercial Director

2001: Vice President at the headquarters of the parent company Glatfelter Company, York PA, United States

2003 - 2013 Schunk Group

2003: Managing Director of the holding company

2007: CEO of the holding company

Various international advisory and supervisory board posts held within the Group

Supervisory Board posts:

Homag Group AG*, Schopfloch (Chairman, part of the Dürr Group)

* listed on the regulated unofficial market

5. DR ANJA SCHULER

Elected until the end of the Annual General Meeting in 2021; member of the Supervisory Board of Dürr AG since 2016

Practised profession: Supervisory Board member
Place of residence: Zurich, Switzerland
Born in 1961
Nationality: German
Studied medicine

1993	Dissertation; licence to practise medicine
1994 - 2004	Resident physician working in different departments at hospitals in Schaffhausen and Basel
2002	FMH specialist qualification in psychiatry and psychotherapy (Swiss Medical Association)
2003 - 2016	Self-employed psychiatrist and psychotherapist; group practice Frobenstrasse, Basel

Supervisory Board posts:
HOMAG Group AG*, Schopfloch (part of the Dürr Group)
* listed on the regulated unofficial market)

6. ARND ZINNHARDT

Elected until the end of the Annual General Meeting in 2021; member of the Supervisory Board of Dürr AG since 2020

Practised profession: Supervisory Board member
Place of residence: Königstein im Taunus
Born in 1962
Nationality: German
Studied economics

1988 - 1997	Ernst & Young, Frankfurt am Main; auditing activities with a focus on multinational industrial companies and banks as well as risk management systems
1997 - 2002	BDO AG, Frankfurt am Main; partner working on financial services, mergers & acquisitions as well as due diligence audits
2002 - 03/2020	Software AG, Darmstadt; member of the Board of Management (CFO); responsibilities: accounting & finance, treasury, M&A, investor relations, business operations including pricing, taxes and general services

Supervisory Board posts:
Hessische Landesbank (Helaba), Frankfurt (Member of the Advisory Board)
Warth & Klein Grant Thornton AG (Wirtschaftsprüfungsgesellschaft), Düsseldorf

Bietigheim-Bissingen, March 2021

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

Please note:

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