



Dürr Aktiengesellschaft

Registered Office: Stuttgart

WKN 556 520 – ISIN DE 0005565204

32nd Annual General Meeting (virtual Annual General Meeting) on May 7, 2021

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

The notice convening the virtual Annual General Meeting already contains information regarding the rights of shareholders pursuant to Sections 122 (2), 126 (1) and 127 of the German Stock Corporation Act and pursuant to Section 1 of 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 27 March 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 22 December 2020 ('COVID-19 Act'); the following information serves to provide further explanations of the aforementioned rules and regulations.

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

In accordance with Section 122 (2) of the German Stock Corporation Act, shareholders whose shares equal the aggregate of one twentieth of the capital stock or the pro rata nominal amount of EUR 500,000 of the capital stock – at Dürr Aktiengesellschaft this corresponds to 195,313 shares – may request that items be placed on the agenda and announced accordingly. As the prorated amount of EUR 500,000 corresponds to less than 5% of the capital stock at Dürr Aktiengesellschaft, the prorated amount of EUR 500,000 is sufficient to exercise the rights arising from Section 122 (2) of the German Stock Corporation Act. Each new item of the agenda must be accompanied by reasons or a motion to be submitted for approval. In addition, the applicants must furnish evidence to show that they held the necessary minimum number of shares for at least 90 days prior to the date of receipt of the request and that they hold these shares until a

decision has been made concerning the request. A letter of confirmation from the credit institution in custody of the securities account or from the final intermediary will be sufficient evidence in this regard. The request is required to be received by the Company at least 30 days prior to the virtual Annual General Meeting; the date of receipt of the request is not to be counted in this regard. A postponement from a Sunday, a Saturday, or a public holiday to a working day in the future or a subsequent working day will not be taken into consideration. Sections 187 to 193 of the German Civil Code are not to be applied *mutatis mutandis*.

Supplementary motions as well as reasons or motions filed for resolution must be submitted in writing or in electronic format in accordance with Section 126a of the German Civil Code (i.e. bearing a qualified electronic signature) and must have been served on the Company along with the evidence in question by **Tuesday, April 6, 2021, 12:00h midnight**. Supplementary motions are to be sent to the following address:

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

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

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

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

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

(1) *The Annual General Meeting is to be called if shareholders whose aggregate shareholding reached one-twentieth of the capital stock request that such a Meeting be convened in writing, stating the purpose and reasons therefor; such request is to be addressed to the Board of Management. The Articles of Incorporation may provide for the calling of the Annual General Meeting to be dependent on some other form and a lower holding in the capital stock. The parties filing the motion will provide evidence of the fact that they have been holders of such shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until a decision has been reached by the Board of Management on the relevant motion. Section 121 (7) is to be applied mutatis mutandis.*

(2) *Similarly, shareholders whose shares equal the aggregate of one-twentieth of the capital stock or the pro rata nominal amount of EUR 500,000 may request that items be placed on the agenda and announced accordingly. Each new item on the agenda must be accompanied by reasons or a motion to be submitted for approval. The request within the meaning of sentence 1 must be served on the Company at least 24 days and, in the case of listed companies, at least 30 days prior to the Meeting; the date of receipt is not to be counted in this regard.*

Section 121 General (excerpt)

(7) *In the case of periods and deadlines backdated from the Meeting, the day of the Meeting must not be included. A postponement from a Sunday, a Saturday, or a public holiday to a working day in the future or a subsequent working day will not be taken into consideration. Sections 187 to 193 of the German Civil Code are not to be applied mutatis mutandis. In the case of non-listed companies, the Articles of Incorporation may provide for some other calculation of the relevant period.*

Section 70 Calculating the shareholding period

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

2. Motions and election proposals submitted by shareholders (Sections 126 (1) and 127 of the German Stock Corporation Act in conjunction with Section 1 (2) sentence 3 of the COVID-19 Act)

Shareholders may submit motions on specific items on the agenda (cf. Section 126 of the German Stock Corporation Act); this also applies to nominations for the election of Supervisory Board members or of auditors of the financial statements (cf. Section 127 of the German Stock Corporation Act). Unlike other motions submitted by shareholders (counter-motions), no reasons need to be stated for proposals submitted by shareholders for the election of Supervisory Board members or auditors.

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

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

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

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

These must have been received no later than **Thursday, April 22, 2021, 12:00h midnight**.

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

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

A counter-motion or election proposal to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act is deemed to have been submitted at the virtual Annual General Meeting if the shareholder filing the motion or submitting the election proposal has been duly authorised and registered for the Annual General Meeting. This does not affect the fundamental right of the chairperson presiding over the Annual General Meeting to allow voting on Management's proposals first.

After the close of Thursday, April 22, 2021, 12:00h midnight, any counter-motions or election proposals received by the Company will no longer be published and will therefore be treated as not having been submitted. It is not possible to submit counter-motions or election proposals for the first time at the virtual Annual General Meeting.

The provisions of the German Stock Corporation Act and of the COVID-19 Act on which these shareholder rights are based are as follows:

Section 126 Motions submitted by shareholders

(1) 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 (1) to (3) subject to the terms and conditions set forth therein, provided that the shareholder sent a counter-motion to the relevant address stated in the convening notice against a proposal of the Board of Management and the Supervisory

Board with respect to a particular item on the agenda, including the reasons for the counter-motion, no later than 14 days prior to the Meeting of the Company. The date of receipt is not to be counted in this regard. In the case of listed companies, the aforementioned motions must be made available on the Company's website. Section 125 (3) applies mutatis mutandis.

(2) A counter-motion and the reasons therefor need not be made available if,

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

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

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

Section 127 Election proposals submitted by shareholders

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

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

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

(3) ... [sentence 4:] The proposal to elect Supervisory Board members or auditors shall state their names, practised profession, and place of residence.

Section 125 Communications to shareholders and supervisory board members

(1) The Board of Management of a company that has not exclusively issued registered shares must notify the following parties of the convening of the annual general meeting at least 21 days prior to this meeting:

1. The intermediaries that hold shares of the company in custody,
2. The shareholders and intermediaries that have requested the communication, and
3. The shareholders' associations that have requested the communication or that exercised voting rights at the last annual general meeting.

The date of receipt is not to be counted in this regard. If the agenda is to be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of listed companies. The communication shall indicate the possibility of exercising voting rights by proxy, also by a shareholders' association. In the case of listed companies, any proposal for the election of Supervisory Board members must be accompanied by details on the membership of other Supervisory Boards required to be constituted by law; information on their membership of comparable German or foreign supervisory bodies of commercial enterprises is required to be enclosed or attached.

(2) The Board of Management of a company that has issued registered shares must send the same communication to those entered in the share register by the beginning of the 21st day prior to the annual general meeting as well as to the shareholders and intermediaries that have requested the communication and to the shareholders' associations that have requested the communication or that exercised voting rights at the last annual general meeting.

(3) Each member of the Supervisory Board may request the Board of Management to send the same communication to him or her.

(4) Upon request, each member of the Supervisory Board and each shareholder shall be notified of the resolutions adopted at the annual general meeting.

(5) The content and format of the minimum amount of information in the communications specified in (1) sentence 1 and (2) are governed by the requirements of Implementing Regulation (EU) 2018/1212. Section 67a (2) sentence 1 applies to (1) and (2) *mutatis mutandis*. In the case of listed companies, the intermediaries that hold shares of the company in custody are obliged under sections 67a and 67b to forward and communicate the information as specified in (1) and (2) unless the intermediary knows that the shareholder is obtaining it from another source. The same applies to non-listed companies subject to the condition that the provisions of Implementing Regulation (EU) 2018/1212 are not to be applied.

Section 1 of the COVID-19 Act (excerpt)

(2) ... [sentence 3:] 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.

3. 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 stipulated 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** 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 stipulated 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.

The relevant stipulations in the Articles of Incorporation and the statutory provisions on which these shareholder rights are based are as follows:

Section 1 of the COVID-19 Act (excerpt)

(2) The Board of Management can decide that the meeting is to be held as a virtual annual general meeting without the shareholders or their proxies being physically present if

- 1. the entire meeting is broadcast by video and sound transmission,*
- 2. the shareholders are able to exercise their voting rights by using electronic means of communication (postal vote or online attendance) and by authorising proxies,*
- 3. the shareholders are granted the right to ask questions by using electronic means of communication,*
- 4. in divergence from Section 245 no. 1 of the German Stock Corporation Act and waiving the requirement to be physically present at the annual general meeting, those shareholders who exercised their voting rights in accordance with no. 2 above are granted an option to object to a resolution adopted at the annual general meeting.*

The Board of Management will duly decide at its own discretion how it answers questions; it can also stipulate that questions are to be submitted by electronic means of communication no later than one day prior to the meeting.

Section 131 of the German Stock Corporation Act

Shareholders' right to request information

- (1) *The Board of Management is to inform each shareholder at the annual general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), then each shareholder may request that, at the annual general meeting deliberating on the annual accounts, the annual accounts be made available to him or her in the form that they would have without these eased requirements. The obligation of the Board of Management of a parent company to provide information (Section 290 (1) and (2) of the German Commercial Code (HGB)) at the annual general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.*
- (2) *The information provided must be consistent with the principles of due diligence and a true and fair view. The by-laws or the rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholders' right to ask questions and to speak, and may also allow him or her to make further determinations concerning the details in this regard.*
- (3) *The Board of Management may refuse a request for information:*

 1. *Inasmuch as the provision of the information, when adjudged applying prudent business judgment, is likely to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;*
 2. *Inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;*
 3. *Regarding the difference between the value at which items have been stated on the balance sheet and a higher value of such items, unless the annual general meeting approves and establishes the annual accounts;*
 4. *Regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes to the accounts in order to give a true and fair view of the company's net assets, financial position and results of operations in keeping with its actual circumstances within the meaning of Section 264 (2) of the German Commercial Code (HGB); this shall not apply if the annual general meeting approves and establishes the annual accounts;*
 5. *Inasmuch as the Board of Management would become criminally liable were it to provide the information;*
 6. *Inasmuch as, in the case of a credit institution or financial services provider, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements or consolidated management report;*
 7. *Inasmuch as such information is continuously available on the company's website for at least seven days prior to commencement of the annual general meeting and while it is in progress.*

Any refusal to provide information for other than the reasons set out above is not permissible.

- (4) Where information has been provided to a shareholder because of his or her capacity as such, and this was done outside the annual general meeting, it is to be provided to every other shareholder making a corresponding request at the annual general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. The Board of Management may not refuse to provide the information in accordance with (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (Section 310 (1) of the German Commercial Code (HGB)) or an associated enterprise (Section 311 (1) of the German Commercial Code (HGB)) issues the information to a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) for the purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*
- (5) Where a shareholder's request for information is refused, he or she may demand that his or her question and the reasons for refusing to provide the information be included in the minutes of the meeting.*

Article 19a of the Company's Articles of Incorporation states that the chairperson presiding over the Annual General Meeting is authorised to impose reasonable time limits on the right to speak and ask questions for either the entire duration of the Annual General Meeting, for individual agenda items or for individual speakers.

Article 19a of the Articles of Incorporation states the following:

Article 19a Limitation of Shareholders' Right to Speak and Ask Questions at the Annual General Meeting

(1) The chairperson presiding over the Annual General Meeting may limit the speaking and question time of the shareholders in accordance with the following provisions:

a) If the agenda (including any items of business requested by minorities pursuant to Section 122 of the German Stock Corporation Act) only provides for resolutions to be adopted on the appropriation of net retained profit, the ratification of the acts of the members of the Board of Management, the ratification of the acts of the members of the Supervisory Board, the election of the independent auditor and the authorisation to acquire treasury shares, or some of these items, the chairperson presiding over the Annual General Meeting may limit the speaking and question time of the shareholders in such a way that the Annual General Meeting as a whole lasts no longer than six hours. Breaks during the Annual General Meeting, the address by the Board of Management and the comments made by the chairperson before the start of the general debate are not included for the purposes of calculating the duration of the Annual General Meeting.

b) If the agenda (including any items of business requested by minorities pursuant to Section 122 of the German Stock Corporation Act) also provides for resolutions to be adopted on items other than those specified in paragraph a), the chairperson presiding over the Annual General Meeting may limit the speaking and question time of the shareholders in such a way that the Annual General Meeting as a whole lasts no longer than ten hours. Paragraph a) sentence 2 applies mutatis mutandis.

c) The chairperson presiding over the Annual General Meeting may limit the speaking and question time of a shareholder to 15 minutes per request to speak and to ten minutes if there

are requests to speak from at least three other speakers at the time when permission to speak is granted to the shareholder. The chairperson may limit the speaking and question time of a shareholder during the Annual General Meeting as a whole to 45 minutes.

d) The chairperson presiding over the Annual General Meeting may impose the limits pursuant to paragraphs a) to c) at any time, including at the beginning of the Meeting.

e) Limits pursuant to the foregoing paragraphs a) to d) are deemed to be reasonable for the purposes of Section 131 (2) sentence 2 of the German Stock Corporation Act.

(2) Irrespective of the right of the chairperson presiding over the Annual General Meeting to limit the right of the shareholders to speak and ask questions in accordance with the provisions of clause (1), the chairperson may close the debate at 10.30 pm on the day of the Annual General Meeting and begin the voting on the items of the agenda. After the debate has been closed, further questions are no longer permitted in the cases of sentence 1.

(3) The right of the chairperson presiding over the Annual General Meeting pursuant to statutory provisions or other principles recognised in case law to limit the right of the shareholders to speak and ask questions over and above the provisions of clauses (1) and (2) is not affected by the rulings in clauses (1) and (2).

Bietigheim-Bissingen, March 2021

Please note:

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