



## **Dürr Aktiengesellschaft**

with registered office in Stuttgart  
Carl-Benz-Strasse 34, 74321 Bietigheim-Bissingen, Germany

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

### **Dear Shareholders,**

You are hereby invited to the

### **33<sup>rd</sup> Annual General Meeting of Dürr AG on Friday, May 13, 2022 at 11:00 a.m. (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 Reconstruction Aid Act of September 10, 2021 (“COVID-19 Act”). You will find further particulars in this regard in section *II. Further information on convening the Annual General Meeting*. The venue of 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, following entry of their passwords, on the Company’s website at [www.durr-group.com/en/investor-relations/annual-general-meeting](http://www.durr-group.com/en/investor-relations/annual-general-meeting); this transmission does not enable any participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 German Stock Corporation Act (AktG).

## I. Agenda

- 1. Presentation of the adopted annual financial statements of Dürr Aktiengesellschaft, the consolidated annual financial statements approved by the Supervisory Board and the combined management report of Dürr Aktiengesellschaft and the Dürr Group as well as the report of the Supervisory Board, for the 2021 fiscal year in each case, the Board of Management's proposal for appropriation of net retained profit as well as the Board of Management's explanatory report on the disclosures pursuant to Sections 289a and 315a German Commercial Code (*HGB*) for the 2021 fiscal year.**

The aforementioned documents are available to the shareholders on the internet at [www.durr-group.com/en/investor-relations/annual-general-meeting](http://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, therefore, no resolution is proposed for adoption under this agenda item.

### **2. Appropriation of net income**

The Board of Management and the Supervisory Board propose that the Company's net retained profit of EUR 614,800,532.38, reported in the annual financial statements of Dürr Aktiengesellschaft for the 2021 fiscal year, be appropriated as follows:

- Payout of a dividend of EUR 0.50  
per share (ISIN DE0005565204) on  
69,202,080 shares EUR 34,601,040.00
- Balance carried forward to the next period EUR 580,199,492.38

Pursuant to Section 58 (4) sentence 2 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 18, 2022.

### **3. Ratification of the acts of the members of the Board of Management for the 2021 fiscal 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 2021 fiscal year be ratified for the 2021 fiscal year.

**4. Ratification of the acts of the members of the Supervisory Board for the 2021 fiscal year**

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board in office during the 2021 fiscal year be ratified for the 2021 fiscal year.

**5. Election of the auditor of the annual financial statements and the auditor of the consolidated annual financial statements for the 2022 fiscal year and – in the event of an audit review – election of the auditor of intra-year financial reports for the 2022 fiscal year and the auditor for the first quarter of the 2023 fiscal year**

The Supervisory Board – backed by the recommendation of the Audit Committee – proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, be elected as auditors of the annual financial statements and of the consolidated annual financial statements for the 2022 fiscal year and – in the event of an audit review – for the audit review of intra-year financial reports for the 2022 fiscal year and for the first quarter of the 2023 fiscal year.

For the aforementioned audit services, the audit committee, following a selection procedure, has recommended to the Supervisory Board, in accordance with the requirements of Article 16 (2) of the Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC,

1. Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, and
2. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main

and at the same time indicated a preference for Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich. 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. Approval of the audited remuneration report**

Following the amendment of the German Stock Corporation Act by the Act Implementing the Second Shareholders' Rights Directive (ARUG II), a remuneration report had to be prepared by the Board of Management and the Supervisory Board for the 2021 fiscal year in accordance with Section 162 German Stock Corporation Act, and must be submitted to the Annual General Meeting for approval in accordance with Section 120a (4) German Stock Corporation Act.

In accordance with Section 162 (3) German Stock Corporation Act, the remuneration report was audited by the auditor to determine whether the statutory disclosures required pursuant to Section 162 (1) and (2) of the German Stock Corporation Act had been made. The report on the audit of the remuneration report is attached to the remuneration report.

The Supervisory Board and the Board of Management propose that the remuneration report for the fiscal year 2021, prepared and audited in accordance with Section 162 German Stock Corporation Act, be approved.

A copy of the remuneration report is included after the Agenda in section *III. Remuneration Report* and will be available on our website at [www.durr-group.com/hv/](http://www.durr-group.com/hv/) from the time that the Annual General Meeting is convened. Furthermore, the remuneration report will also be accessible there during the Annual General Meeting.

## **7. Amendment of the system of Supervisory Board remuneration, amendment of the Articles of Incorporation**

On May 7, 2021, the Annual General Meeting of the Company approved the system of Supervisory Board remuneration and corresponding amendments to the Articles of Incorporation. These will be adjusted with effect from January 1, 2022, in view of new regulatory requirements and the resulting increase in time required for preparing and holding meetings and for further training, as well as the new VAT treatment of Supervisory Board remuneration. By reducing the fixed remuneration and at the same time increasing the attendance allowance, the total remuneration will be more closely linked to the time spent preparing and attending meetings. At the same time, work undertaken in the committees, which is becoming increasingly demanding, should also be reflected in a move towards somewhat higher remuneration for committee work. As a result of the proposed adjustment, the total Supervisory Board remuneration will increase by an average of 5.4% based on a model calculation involving the usual number of meetings. Since 2016, the remuneration of committee Chairs has only been increased once, in 2019, and (with effect from 2021), following recommendations of the German

Corporate Governance Code, the variable result-based component has been cancelled and the fixed remuneration increased accordingly, with neutral effect. Thus, there has been no general adjustment of the total remuneration for 5 years, which justifies the proposed moderate average increase of 5.4%. At the same time, the new remuneration structure solves an administrative problem: In the circular from the Federal Ministry of Finance dated July 8, 2021, the tax authorities focus on the entrepreneurial status of supervisory board members, which may have consequences for VAT. According to the circular: If the remuneration of the supervisory board member consists of both fixed and variable components, he or she is in principle self-employed if the variable components (not travel expenses) amount to at least 10% of the total remuneration in the calendar year. This regulation is first applicable for the year 2022. The problem is that under this new regulation, some members of the company's Supervisory Board just meet the 10% hurdle, while others fall below it, with the result that some qualify as self-employed or entrepreneurial, while others do not. This new situation means that the calculation of remuneration would be unnecessarily complicated from 2022 onwards, so the new remuneration structure will avoid this and provide clarity. Article 15 of the Articles of Incorporation will therefore be amended with regard to the fixed remuneration (reduction), attendance allowance and multiplier applicable to a committee Chair.

The remuneration for the members of the Supervisory Board and the proposed amendments are published and described in detail under para. IV below the Agenda.

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

The remuneration of the members of the Supervisory Board as described under para IV. and effective as of 1 January 1, 2022 shall be resolved and approved and Article 15 of the Articles of Incorporation of the Company shall be amended as follows:

#### “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 EUR 56,000 per year. The Chair of the Supervisory Board receives three times that amount, while the Deputy Chair and any further Deputy Chairs elected receive one-and-a-half times the aforementioned fixed remuneration of an ordinary member.

- (2) The members of the Audit Committee receive remuneration of EUR 9,000 per year; the members of the Personnel Committee are paid remuneration of EUR 5,000 per year. The Chairs of these two committees receive three times the aforementioned amount, while any Deputy Chairs are paid one-and-a-half times the amount.
- (3) The members of the Nomination Committee receive remuneration of EUR 2,500 per meeting, while the Chair is paid one-and-a-half times that amount.
- (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 including those formed 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 EUR 2,000 per meeting, while the respective Chair receives EUR 3,000. 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.
- (5) Any value added tax payable on the remuneration shall be additionally reimbursed by the Company. All remuneration, including attendance allowances, shall be payable once a year after the date of the Annual General Meeting.
- (6) The aforementioned provisions shall apply from January 1, 2022.”

## **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](http://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 5 and 7 are binding, while the scheduled vote on agenda item 6 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 of convening the virtual Annual General Meeting**

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

## **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 German Stock Corporation Act and its significance)**

Attendance at the virtual Annual General Meeting and the exercise of voting rights in accordance with the provisions set out in more detail below, shall be restricted to those who, at the beginning of the 21<sup>st</sup> day before the Annual General Meeting, i.e. **on Friday, April 22, 2022 at 00:00h midnight (CEST)** (evidence reference date), are shareholders of the Company (entitlement) and have registered for the virtual Annual General Meeting with evidence of their 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) German Stock Corporation Act or otherwise by the last intermediary in text form in either German or English. Registration and evidence of shareholdings as of the evidence reference date must be received by the registration office specified below no later than **Friday, May 6, 2022, 12:00h midnight (CEST)**.

Registration office:

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

Fax: +49 89 889 690 633 or

Email: [anmeldung@better-orange.de](mailto: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. In this regard, 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 as 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](http://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. Grant of proxy

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

The grant of proxy, its revocation, and proof of the proxy vis à vis the Company must be in text form unless a proxy is granted pursuant to Section 135 German Stock Corporation Act. When granting a proxy, shareholders may use the proxy form which they receive along with their registration confirmation; however, shareholders may also grant a separate proxy in text form. The relevant forms can also be downloaded from the internet at [www.durr-group.com/en/investor-relations/annual-general-meeting](http://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

Email: [durr@better-orange.de](mailto:durr@better-orange.de)

The shareholders are requested to grant proxies preferably by using the password-protected online service at [www.durr-group.com/en/investor-relations/annual-general-meeting](http://www.durr-group.com/en/investor-relations/annual-general-meeting) or by using the proxy form provided by the Company.

Proof of a grant of proxy and the amendment or revocation thereof can be sent to the Company by no later than **Thursday, May 12, 2022, 12:00h midnight (CEST)** at the following address:

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

Email: [durr@better-orange.de](mailto: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](http://www.durr-group.com/en/investor-relations/annual-general-meeting) in accordance with the procedure intended for this purpose by 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 grant of a proxy is to be communicated to the Company by declaration; separate evidence of the grant of a proxy is not necessary in this case. The revocation or amendment of a proxy that has already been granted can likewise be communicated directly to the Company through the aforementioned transmission channels up to the aforementioned points in time.

In the case of a proxy granted for the exercise of voting rights pursuant to Section 135 of the German Stock Corporation Act (Grant of proxies to intermediaries, proxy advisors, shareholders' associations or individuals acting in the ordinary course of business), the proxy authorisation must be retained in the proxy holder's possession ready for inspection. Moreover, the proxy authorisation must be complete and may only contain declarations associated with the exercise of voting rights. Accordingly, in such cases, please coordinate with the intended proxy holder regarding the form of proxy.

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

Proxies also cannot physically attend the virtual Annual General Meeting. Accordingly, they can exercise voting rights on behalf of shareholders they represent 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 para. II.3 are still required.

Postal votes can be submitted, amended or revoked, by post, at the following address by no later than **Thursday, May 12, 2022, 12:00h midnight (CEST)** (time of receipt):

Dürr Aktiengesellschaft  
c/o Better Orange IR & HV AG

Haidelweg 48  
81241 Munich  
Germany

Furthermore, postal votes can be submitted, amended or revoked by 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](http://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](http://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](http://www.durr-group.com/en/investor-relations/annual-general-meeting).

In the event that several separate votes are required for one agenda item without this having been announced in advance of the virtual Annual General Meeting, one overall vote cast on this agenda item shall also be deemed to have been cast for each sub-item requiring a separate vote.

Authorised intermediaries, shareholders' associations, proxy advisors or other individuals contemplated by Section 135 (8) 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 by the company 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 on the preconditions for attending the virtual Annual General Meeting and exercising voting rights.

Furthermore, we wish to point out that proxies appointed by the Company cannot accept instructions on procedural motions, whether in advance of or during the virtual Annual General Meeting. Likewise, proxies appointed by the Company cannot accept instructions 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 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](http://www.durr-group.com/en/investor-relations/annual-general-meeting)) to the following address by **Thursday, May 12, 2022, 12:00h midnight (CEST)**:

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

Email: [durr@better-orange.de](mailto: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](http://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](http://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](http://www.durr-group.com/en/investor-relations/annual-general-meeting).

In the event that several separate votes are required for one agenda item without this having been announced in advance of the virtual Annual General Meeting,

one proxy authorisation/instruction on this agenda item shall also be deemed to be the corresponding authorisation/instruction for each sub-item requiring a separate vote.

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 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) German Stock Corporation Act, Section 1 (2) sentence 1 no. 3 in conjunction with sentence 2 COVID-19 Act, Section 245 no. 1 German Stock Corporation Act and Section 1 (2) sentence 1 no. 4 COVID-19 Act**

*Motions to include supplementary items on the agenda at the request of a minority pursuant to Section 122 (2) German Stock Corporation Act*

In accordance with Section 122 (2) German Stock Corporation Act, shareholders whose shares equal the aggregate of one twentieth of the capital stock or the pro rata nominal amount of EUR 500,000, may request that items be placed on the agenda and published accordingly ("motion for supplementary items"). Each new item on 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 12, 2022, 12:00h midnight (CEST)**. A request for the inclusion of supplementary items must be sent to the following address:

Dürr Aktiengesellschaft  
Rechtsabteilung  
Carl-Benz-Strasse 34  
74321 Bietigheim-Bissingen  
Germany

Email: hv2022@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 request for supplementary items (Sections 122 (2), 122 (1) sentence 3, 122 (3) and 70 German Stock Corporation Act). The provisions of Section 121 (7) German Stock Corporation Act apply mutatis mutandis.

*Motions and election nominations submitted by shareholders pursuant to Sections 126 (1) and 127 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 will be made accessible to the relevant entitled persons set forth in Section 125 (1) to (3) German Stock Corporation Act subject to the terms and conditions set forth therein (this includes shareholders who have requested it), provided that the shareholder has sent a counter-motion to the address specified below opposing 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 28, 2022, 12:00h midnight (CEST)**. A counter-motion and/or the reasons therefor need not be made accessible where one of the exemptions pursuant to Section 126 (2) German Stock Corporation Act applies.

No reasons need to be specified for election nominations submitted by shareholders pursuant to Section 127 German Stock Corporation Act. Election nominations are only made accessible if they contain the name, the practised profession and the place of residence of the person nominated, and if, in the case of nominations 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) German Stock Corporation Act in conjunction with Section 126 (2) German Stock Corporation Act specifies further situations in which election nominations need not be made accessible. In other respects the preconditions and provisions stipulating when motions are to be made accessible apply mutatis mutandis; in this case, too, **Thursday, April 28,**

**2022, 12:00h midnight (CEST)** is the latest possible deadline for receipt of election nominations, at the address specified below, in order for them to be made accessible.

Any motions (together with reasons) or election nominations submitted by shareholders pursuant to Sections 126 (1) and 127 German Stock Corporation Act must be addressed exclusively to:

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

Email: [durr@better-orange.de](mailto:durr@better-orange.de)

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

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

*Right to request information pursuant to Section 131 (1) German Stock Corporation Act in conjunction with Section 1 (2) sentence 1 no. 3 and sentence 2 COVID-19 Act*

Although the COVID-19 Act does not grant shareholders at the virtual Annual General Meeting the right to request information as provided under Section 131 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](http://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 up until **Wednesday, May 11, 2022, 12:00h 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](http://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 COVID-19 Act, the Board of Management will duly decide at its own discretion how it answers questions. In so doing, 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**

Shareholders or their proxies, who have exercised their voting rights by way of the electronic means of communication described above (postal voting) or by proxy, can raise an objection to a resolution adopted at the Annual General meeting, exclusively by way of such electronic communication.

Shareholders or their proxies can lodge an objection for the record with the official notary against a resolution adopted at the Annual General Meeting pursuant to Section 245 no. 1 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 Chair of the Meeting. Such a declaration may be issued as from the start of the virtual Annual General Meeting until the close thereof.

The Company wishes to reiterate that proxies appointed by the Company do not accept any instructions to raise 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](http://www.durr-group.com/en/investor-relations/annual-general-meeting) (cf. Section 124a 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 accessible at the Meeting;
- 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) German Stock Corporation Act as well as Section 1 (2) sentence 1 no. 3 in conjunction with sentence 2 COVID-19 Act are available to shareholders on the Company's website at [www.durr-group.com/en/investor-relations/annual-general-meeting](http://www.durr-group.com/en/investor-relations/annual-general-meeting).

Any counter-motions, election nominations and requests for supplements from shareholders, requiring publication, which are received by the Company in compliance with the time limits 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](http://www.durr-group.com/en/investor-relations/annual-general-meeting), from beginning to end (closure by the Chair of 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 the 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, the personal data of shareholder proxies, in accordance with 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) (c) EU General Data Protection Regulation (GDPR) in conjunction with Sections 67 and 118 et seq. German Stock Corporation Act as well as in conjunction with Section 1 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 legitimate interests (Article 6 (1) (f) GDPR). Dürr Aktiengesellschaft generally receives shareholders' personal data – via the registration office – from the credit institution entrusted with safe custody of the shares by the shareholder (“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) (f) GDPR.

The service providers commissioned by Dürr Aktiengesellschaft for the purpose of organising the virtual Annual General Meeting 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 as confidential. 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 is accessible by other shareholders and proxies within the scope of the applicable legal requirements (in particular Section 129 German Stock Corporation Act, List of Attendees). This also applies where shareholders and/or proxies have raised questions 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 for which it was collected or processed, the data is no longer needed in connection with any administrative or court proceedings and no legal retention requirements exist.

The legal requirements state that shareholders are entitled to obtain information on their processed personal data, rectification or erasure of their personal data and 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) (f) GDPR, shareholders and/or proxies are also entitled to raise objections in accordance with the legal requirements.

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

Tel: +49 7142 781 380 or

Email: dataprotection@durr.com

### **III. Remuneration Report**

#### **Content of the remuneration report**

The remuneration report has been prepared in accordance with the provisions of Section 162 of the German Stock Corporation Act (AktG), which are to be applied for the first time in 2021, and is based in particular on the statutory requirements set forth in this Act. It is a separate report setting out the basic principles of the remuneration systems for the Board of Management and the Supervisory Board as well as the amount and structure of the remuneration.

#### **Remuneration system for the members of the Board of Management**

##### **CHANGES TO THE REMUNERATION SYSTEM IN 2021**

A new remuneration system was implemented for the Board of Management of Dürr AG effective January 1, 2021. It was prepared under the guidance of the Supervisory Board's Personnel Committee and adopted by the Supervisory Board on September 30, 2020. The new remuneration system for the members of the Board of Management was approved at the annual general meeting on May 7, 2021 in accordance with Section 120a (1) of the German Stock Corporation Act by a majority of 89.57% of the votes cast. The three members of the Board of Management holding office at the time agreed to an amendment to their service contracts to ensure that the new remuneration system could be applied from the beginning of 2021. The remuneration report will be submitted to the shareholders for the first time for a non-binding vote on approval at the annual general meeting on May 13, 2022.

The new remuneration system implements the applicable new provisions of the German Stock Corporation Act (Sections 87 and 87a) resulting from the Act on the Transposition of the Second Shareholder Rights Directive (ARUG II). It also takes account of the German Corporate Governance Code as amended. Among other things, the system includes variable criteria to measure the Group's sustainable performance, a clawback clause, a target bonus system and new provisions concerning termination benefits. Other constituent elements that were already included in the previous system include the distinction between short-term and long-term incentives (one-year and multi-year variable remuneration), remuneration caps and a deductible for D&O insurance.

In devising the new remuneration system, the Personnel Committee and the Supervisory Board paid close attention to the appropriateness of the remuneration for the Board of Management and reviewed appropriateness on the basis of several criteria. These included the tasks of the Board of Management as a whole and of its individual members, the members' personal performance, the economic situation as well as the Company's long-term success and outlook. In addition, the Supervisory Board compared the development of the Board of Management's remuneration with peer companies as well as with the Group's senior managers and workforce.

The remuneration system has been applicable to all members of the Board of Management of Dürr AG since January 1, 2021, as well as to all new and renewed service contracts entered into with members of the Board of Management. In particular, the changes to the new remuneration system compared with the old system, which are shown in table 3.1, should be noted.

### 3.1 — CHANGES TO THE REMUNERATION SYSTEM FOR THE MEMBERS OF THE BOARD OF MANAGEMENT

Requirements	Remuneration system until December 31, 2020	Remuneration system from January 1, 2021
<b>Section 87 (1) Sentence 2 of the German Stock Corporation Act</b> [...] The remuneration structure of listed companies shall be geared towards sustainable and long-term development of the company. [...]	The old remuneration system did not take account of environmental, social and governance (ESG) targets.	The new remuneration system includes ESG targets in the short-term incentive plan (STI).
<b>G.2 of the German Corporate Governance Code</b> 1. [...] The Supervisory Board [shall] set the specific target total remuneration for each management board member, [...]	The old remuneration system did not define any targets for variable remuneration.	The new remuneration system defines targets for variable remuneration and a target total remuneration.
<b>G.11 of the German Corporate Governance Code</b> [...] It shall be permitted to retain or reclaim variable remuneration, if justified.	The old remuneration system did not contain any clawback or penalty arrangements.	The new remuneration system includes clawback arrangements.
<b>G.12 of the German Corporate Governance Code</b> If a management board member's contract is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until contract termination shall be based on [...] the due dates or holding periods stipulated in the contract.	Under the old remuneration system, payment of the long-term incentive (LTI) was possible in the event of early termination at the end of the contract.	Under the new remuneration system, payment of the LTI must not be effectuated before expiry of the respective tranche.
<b>G.14 of the German Corporate Governance Code</b> Change of control clauses that commit to benefits in the case of early termination of a management board member's contract due to a change of control should not be agreed upon.	The old remuneration system provided for benefits in the event of a change of control in the CEO's service contract.	Commitments to benefits in the event of a change of control have been deleted from the service contracts.
<b>Market/investor/proxy advisor requirement</b> The members of the Board of Management should invest significantly in the Company's shares.	The old remuneration system included permanent share ownership guidelines as a prerequisite for participation in the LTI plan.	The new remuneration system requires the members of the Board of Management to hold a fixed number of shares in Dürr AG (subject to an accumulation phase of three years).

## REMUNERATION SYSTEM FOR THE MEMBERS OF THE BOARD OF MANAGEMENT IN 2021

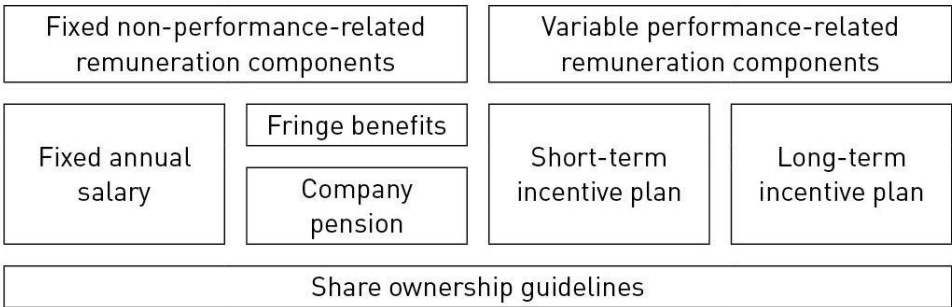
The system for the remuneration of the members of the Board of Management was reviewed and approved by the Supervisory Board in accordance with the requirements of Sections 87 and 87a of the German Stock Corporation Act. In the process, the Supervisory Board engaged an independent external consultant. The Personnel Committee is responsible for preparing the Supervisory Board's resolution and for providing it on a regular basis with all the information required to review the remuneration system. The Supervisory Board performs a review of the remuneration system at its own due discretion, however no later than every four years. The remuneration system is structured clearly and comprehensibly and aimed at promoting sustainable

and longterm added value, the implementation of the Company’s business strategy, and the growth of the divisions.

*Components of the remuneration for the Board of Management*

The revised remuneration system for the members of the Board of Management consists of fixed and variable remuneration components. The fixed remuneration, which is not related to performance, comprises a fixed annual salary, a company pension and fringe benefits. The variable performance-related remuneration comprises the short-term incentive and the longterm incentive (figure 3.2).

**3.2 — REMUNERATION SYSTEM AND COMPONENTS OF THE REMUNERATION FOR THE BOARD OF MANAGEMENT**



*Fixed non-performance-related remuneration components*

The fixed, non-performance-related remuneration is made up of a fixed annual salary, a company pension, and fringe benefits.

Fixed annual salary: The fixed annual salary is paid in twelve equal installments. Its amount is based on the tasks and strategic and operational responsibility of the individual member of the Board of Management.

Company pension: Under the Dürr Group’s pension scheme (“Dürr pension plan”), the members of the Board of Management receive an employer-funded pension contribution of 24% of the fixed annual salary in the case of the Chief Executive Officer and 25% of the fixed annual salary in the case of the other members of the Board of Management.

Fringe benefits: A company car is made available to the members of the Board of Management. In addition, Dürr AG takes out D&O insurance with an appropriate amount of coverage and the statutory deductible for the benefit of the members of the Board of Management as well as life insurance or accident insurance for individual members.

*Variable performance-related remuneration components*

The variable, performance-related remuneration is made up of a short-term (STI) and a long-term component (LTI), resulting in an appropriate incentive system for the implementation of the corporate strategy and for the creation of and growth in sustaina-

ble added value. The remuneration model seeks to provide a high degree of transparency by linking the performance parameters with clearly defined indicators of earnings, liquidity, added value, and sustainable development. Dürr AG's sustainable business orientation and its social and ecological responsibility are also reflected in its annual ESG targets.

The variable remuneration depends on the tasks as well as the strategic and operational responsibility the members of the Board of Management are entrusted with, as well as on the Dürr Group's short- and long-term results. Remuneration under the LTI exceeds that under the STI with respect to both target remuneration and maximum remuneration. The financial and non-financial performance criteria contribute to the furtherance of Dürr AG's corporate strategy and long-term performance. The method for measuring target achievement is described below.

The Supervisory Board may only make temporary adjustments to the conditions for variable remuneration components and only in response to exceptional events or developments, e.g. the acquisition or disposal of a business. The Supervisory Board did not make use of this right for the 2021 remuneration. General unfavorable market conditions do not constitute exceptional events or developments. The same applies if changes to the accounting rules applicable to the Company have a material impact on the parameters relevant for the calculation of the STI and LTI variable remuneration components or in the event that a fiscal year comprises less than twelve months (short fiscal year). If exceptional events or developments lead to changes in the payment of the variable remuneration, the reasons for this are described in detail and in a readily understandable manner. No use may be made of any discretionary adjustment options. No special bonuses are paid.

The Supervisory Board may temporarily depart from the remuneration system and its individual components or introduce new remuneration components if this is necessary to safeguard the Company's long-term interests. The Supervisory Board reserves the right to make such modifications in exceptional circumstances, such as an economic or corporate crisis and, in doing so, takes account of the proportionality of the remuneration relative to other measures taken in these circumstances and the interest of the shareholders.

Short-term incentive: The short-term incentive is a performance-related bonus based on the financial and non-financial results of the respective fiscal year. For 2021, it broke down into 60% operating earnings before interest and taxes (EBIT), 30% free cash flow (FCF) and 10% ESG targets (figure 3.3). ESG targets can be set for the Board of Management in its entirety or individually for each Board member.

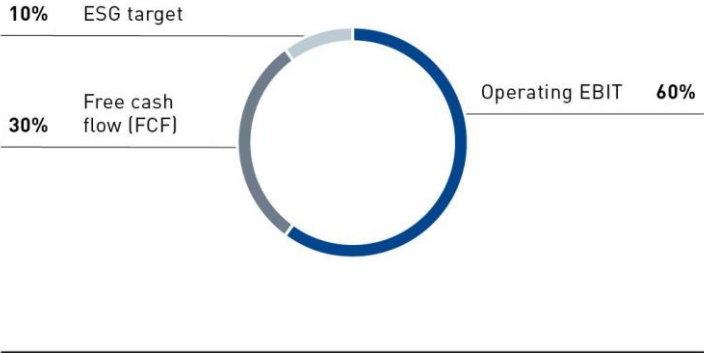
EBIT is defined as earnings before interest, income taxes and income from investments. Operating EBIT is adjusted for unplanned extraordinary effects such as the effects of acquisitions. The extraordinary effects to be eliminated are determined by the Supervisory Board in the course of approving target achievement. The application of the Dürr Group's operating EBIT ensures that the Company's profitability is duly taken into account in the remuneration of the Board of Management, and as such is one of the main strategic objectives.

Free cash flow is the freely available cash flow. It shows what funds remain available for dividend distribution, acquisitions and debt reduction. Free cash flow is calculated by deducting the investments, the balance of interest paid and received, and the repayment of lease liabilities from the cash flow from operating activities.

ESG goals are defined as environmental, social and responsible corporate governance goals. Before the beginning of the fiscal year, the Supervisory Board determines the ESG performance criteria and the methods for measuring performance for each member of the Board of Management or the Board of Management in its entirety. Possible performance criteria include ESG ratings, customer satisfaction, employee satisfaction and occupational health and safety. For ESG, total target achievement is calculated on the basis of average target achievement for the individual performance criteria.

**3.3 — SHORT-TERM INCENTIVE - TARGET WEIGHTING**

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Before the beginning of a fiscal year, the Supervisory Board determines the individual targets as well as minimum and maximum target achievement (“threshold” and “maximum”). Target achievement is 0% if it is below the threshold, 150% if it is above the maximum, and 100% if the target is reached. Target achievement is interpolated on a straight-line basis between the minimum and the target as well as between the target and the maximum. Target achievement is determined by the Supervisory Board after the end of the corresponding fiscal year. STI target achievement is calculated on the basis of the EBIT, FCF and ESG target achievement and by applying the weighting defined for these targets. The target achievement amount equals the target amount multiplied by the target achievement (figure 3.4). The target achievement amount accruing under the short-term incentive is paid out in May (net of statutory deductions) and capped at 150% of the target amount (payout cap).

### 3.4 — SHORT-TERM INCENTIVE - CALCULATION OF THE TARGET ACHIEVEMENT AMOUNT

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If the service contract begins or ends during a given fiscal year, the target achievement amount is reduced on a time-proportionate basis. All claims under the STI arising in a given fiscal year lapse without any compensation or remuneration if the service contract with the member of the Board of Management is terminated by the Company for good cause in accordance with Section 626 of the German Civil Code (BGB).

Long-term incentive: The long-term incentive for the members of the Board of Management takes the form of a performance share plan and is geared toward the Company's sustainable growth. It is determined based on the performance of Dürr shares and its operating EBIT margin. The relevant performance indicators for calculating the amount accruing under the LTI are the performance of the Dürr share price between LTI award and LTI payment as well as the average operating EBIT margin for the three fiscal years from the year of award. The inclusion of the share price emphasizes the focus on the long-term and sustainable creation of added value by the Company. The operating EBIT margin is defined as the ratio of operating EBIT (see section on "Short-term incentive") to the correspondingly adjusted sales of the Dürr Group. The operating EBIT margin is a measure of the Company's long-term profitability and thus supports the longterm implementation of the corporate strategy.

At the time the annual LTI tranches are awarded, the target amount for the LTI per member of the Board of Management is converted into virtual shares in the Company (performance shares) on the basis of the initial reference price of the Dürr share. These are then allocated to the respective members of the Board of Management as a calculation variable. The initial reference price is determined on the basis of the average closing price of the Dürr share over the last 30 trading days before December 31 of a given fiscal year.

The LTI is paid out in cash after the expiry of the three-year period and the subsequent annual general meeting at which Dürr AG's consolidated financial statements for the previous fiscal year are presented. To calculate the target achievement amount, the number of performance shares is multiplied by the EBIT multiple and the average calculated closing price of the Dürr share over the 30 days before the annual general meeting (figure 3.5).



### 3.5 — LONG-TERM INCENTIVE – CALCULATION OF THE TARGET ACHIEVEMENT AMOUNT



Prior to the beginning of a tranche, the Supervisory Board determines the average operating EBIT margin (“target”) as well as the minimum and maximum target achievement (“threshold” and “maximum”). The EBIT multiple equals 0% if target achievement is below the threshold, 200% if target achievement is above the maximum and 100% if the target is reached. Target achievement and the EBIT multiple are interpolated on a straight-line basis between the minimum and the target as well as between the target and the maximum. The EBIT multiple is capped at 200%. The target achievement amount for the LTI is capped at 150% of the LTI target (payout cap). For further information, please refer to figure 3.12.

All rights accruing under the LTI expire without compensation if the service contract with the respective member of the Board of Management is validly terminated without notice for good cause prior to the LTI payout, the member’s appointment to the Board of Management is validly revoked due to a gross breach of duty as defined in Section 84 (3) Sentence 2 of the German Stock Corporation Act for good cause prior to the LTI payout, upon expiry the appointment is not renewed for good cause in accordance with Section 626 (1) of the German Civil Code (BGB), with such cause being attributable to the relevant member of the Board of Management, prior to the LTI payout, or the member of the Board of Management resigns or gives notice of termination of the service contract before the LTI payout, unless the member of the Board of Management resigns and/or gives notice of termination of the service contract for good cause.

Previous long-term incentive: In the 2021 fiscal year, the longterm variable remuneration was paid out under the system in force until December 31, 2020. This system is described below.

Under the previous remuneration system, LTI remuneration was based on the performance of Dürr’s share price and the Group’s average EBIT margin over a three-year period (LTI period). Each year, a specified number of virtual Dürr shares (“performance share units”) was issued. The amount payable at the end of the three-year LTI period was calculated by multiplying the number of performance share units by a share price multiple and an EBIT multiple. The share price multiple corresponded to the average closing price of the Dürr share in euros over the last 20 trading days

prior to the first annual general meeting after the three-year LTI period. The EBIT multiple was calculated on the basis of the average EBIT margin achieved by the Group during the term of the LTI tranche. The overall LTI payment and the EBIT multiple were subject to caps. The EBIT multiple was capped at two if an average EBIT margin of at least 8% had been achieved. If the average EBIT margin was 4% or lower, the EBIT multiple was zero, meaning that no LTI payment was made.

#### *Company's scope for reclaiming remuneration components*

The Company may, at its own due discretion, adjust and recover the payments made under the variable remuneration if the audited consolidated financial statements and/or any other basis for determining other targets must be subsequently corrected because they prove to be objectively erroneous and the error has led to a miscalculation of the variable remuneration. The recovery claim equals the difference between the amounts actually paid by the Company and the amounts which would have had to be paid under the rules on variable remuneration as per the corrected calculation bases.

In the event of any grossly negligent or intentional breach by a member of the Board of Management of any of his or her material duties of care under Section 93 of the German Stock Corporation Act or any material principles in any internal guidelines issued by the Company and the resulting threat to the business success or reputation of Dürr AG or any of its companies, the Supervisory Board may reduce the variable remuneration components in whole (down to zero) or in part.

If the correction to the bases for calculating variable remuneration or the breach of the duties of care or of material principles affect several variable remuneration components that have already been paid, the payments may be reclaimed for all variable remuneration components. The recovery claim will lapse three years after payment of the variable remuneration component concerned.

During the 2021 fiscal year, the Supervisory Board did not make any use of the option to withhold or reclaim variable remuneration components.

#### *Maximum remuneration*

The total remuneration for each member of the Board of Management for a fiscal year is capped at an absolute amount ("maximum remuneration"). The maximum remuneration relates to the fixed annual salary paid in the fiscal year, the fringe benefits paid in the fiscal year, including costs of the company pension scheme, the short-term incentive earned in the fiscal year, and the tranche of the long-term incentive commencing in the relevant fiscal year. The maximum remuneration is capped at €3,890,000 for the Chief Executive Officer, €2,735,000 for the Deputy Chief Executive Officer, and €2,055,000 for ordinary members of the Board of Management.

If the total remuneration calculated for a fiscal year exceeds the maximum remuneration, the amount accruing under the long-term incentive (LTI) is reduced by the surplus amount. If necessary, the Supervisory Board may at its own due discretion reduce any other remuneration components. Irrespective of the maximum remuneration determined, the amount of the individual variable remuneration components is also limited as shown in table 3.6.

### 3.6 — MAXIMUM AMOUNTS OF VARIABLE REMUNERATION COMPONENTS

Position	Maximum amount under the short-term incentive (€)	Maximum amount under the long-term incentive (€)
Chief Executive Officer	1,250,000	1,350,000
Deputy Chief Executive Officer	825,000	937,500
Member of the Board of Management	600,000	675,000

#### *Obligation to hold shares (“share ownership guidelines”)*

The members of the Board of Management are subject to a contractual obligation to permanently hold a significant fixed number of shares in Dürr AG during the term of their office after the end of a three-year accumulation phase. These are 21,250 shares for the Chief Executive Officer, 16,250 shares for the Deputy Chief Executive Officer, and 12,500 shares for the ordinary members of the Board of Management. Alongside the LTI, the obligation to hold shares in the Company entails an additional share-based component that provides an incentive to work towards increasing the Company’s enterprise value over the long term beyond the current term of the LTI. Compliance with this obligation must be demonstrated for the first time after the three-year accumulation phase and thereafter annually. The accumulation phase begins upon the member of the Board of Management commencing his or her duties or upon the new remuneration system taking effect on January 1, 2021, whichever is the later. Accordingly, all active members of the Board of Management are still in the accumulation phase. The number of shares held as of December 31, 2021 is shown in table 3.7.

### 3.7 — NUMBER OF SHARES HELD BY THE MEMBERS OF THE BOARD OF MANAGEMENT ACTIVE AS OF DECEMBER 31, 2021

Member of the Board of Management	Necessary number	End of the accumulation phase	Number of shares as of December 31, 2021
Ralf W. Dieter	21,250	–	160,000
Dr. Jochen Weyrauch	16,250	Dec. 31, 2023	13,000
Dietmar Heinrich	12,500	Dec. 31, 2023	12,600

#### **Benefits granted at contract termination**

#### **Benefits granted in the event of ordinary expiry of the appointment**

In the event of ordinary expiry of the appointment, no severance payments, special pension contributions, or other additional payments will be made.

#### **Benefits granted in the event of the withdrawal of a member of the Board of Management**

If the service contract is terminated without good cause, any potential severance payment, including fringe benefits, to the relevant member of the Board of Management will be limited to a maximum of two annual remuneration amounts and may not exceed the contractual remuneration for the remaining term if the service contract has a remaining term of less than two years (“severance cap”). The calculation of the severance cap is based on the total remuneration received during the previous fiscal year and, if applicable, also the expected total remuneration for the current fiscal year. No severance payment will be made if the service contract is terminated by the member of the Board of Management himself/herself or for good cause attributable to the member of the Board of Management.

#### **Post-contractual non-compete agreement**

If a post-contractual non-compete clause is agreed upon, any severance payment will count towards the remuneration paid for the acceptance of such non-compete obligation.

#### **Benefits granted in connection with a change of control**

There are no deviating severance payment commitments in the event of the termination of the service contract due to a change of control.

#### **Compliance with the remuneration system and determination of target achievement**

##### **FURTHERANCE OF THE COMPANY’S SUSTAINABLE PERFORMANCE**

The remuneration system promotes the furtherance of Dürr AG’s business strategy and its long-term interests, thus contributing to the Company’s long-term performance. The remuneration system is structured toward strengthening profitable and sustainable growth in all divisions. The sustainable success of the business strategy is supported by variable, performance-related remuneration components. To this end, different targets geared to profitability, liquidity, enterprise value and environmental and social sustainability are applied. The financial and non-financial parameters cover different, frequently multi-year, periods in order to sustainably support the Company’s strategic success. Special attention is paid to ensuring that the interests and expectations of the shareholders match the remuneration of the Board of Management as closely as possible.

#### **COMPLIANCE WITH THE REMUNERATION SYSTEM**

The remuneration system applicable to the members of the Board of Management was implemented without any modifications in the 2021 fiscal year.

#### **TARGET ACHIEVEMENT**

##### **Short-term incentive**

Performance criteria for 2021 The target achievement for the short-term incentive for the 2021 fiscal year was weighted as follows: 60% operating EBIT target, 30% free cash flow target and 10% ESG targets (table 3.8). Operating EBIT amounted to €171.1 million in 2021. It is derived from the EBIT of €175.7 million less unplanned extraordinary effects of €–4.6 million. Unplanned extraordinary effects arose from the acquisitions executed in 2021 and also include other operating income from the sale of the remaining shares in SBS Ecoclean GmbH and the settlement of a legal dispute

with the buyer. Free cash flow amounted to €120.8 million in 2021. The EcoVadis rating for 2021 was published at the beginning of March 2022 and shows an increase from 58 to 66 points.

### 3.8 — SHORT-TERM INCENTIVE – DETERMINATION OF TARGET ACHIEVEMENT IN 2021

Name	Description of the performance criterion	Relative weighting of the performance criterion	Information on performance criteria				Remuneration	
			a) Minimum target b) Minimum target remuneration	a) Target for 100% target achievement b) Target remuneration for 100% target achievement		a) Maximum target b) Maximum target remuneration	a) Target achievement b) Remuneration for this target	
Ralf W. Dieter Chief Executive Officer	Operating earnings before interest and taxes (EBIT)	60%	a) €73,000,000 b) €0	a) €113,000,000 b) €500,000	a) €133,000,000 b) €750,000	a) 150% b) €750,000		
	Free cash flow (FCF)	30%	a) €-250,000,000 b) €0	a) €-50,000,000 b) €250,000	a) €50,000,000 b) €375,000	a) 150% b) €375,000		
	ESG target (EcoVadis rating)	10%	a) 55 b) €0	a) 62 b) €83,333	a) 64 b) €125,000	a) 150% b) €125,000		
Dr. Jochen Weyrauch Deputy Chief Executive Officer	Operating earnings before interest and taxes (EBIT)	60%	a) €73,000,000 b) €0	a) €113,000,000 b) €330,000	a) €133,000,000 b) €495,000	a) 150% b) €495,000		
	Free cash flow (FCF)	30%	a) €-250,000,000 b) €0	a) €-50,000,000 b) €165,000	a) €50,000,000 b) €247,500	a) 150% b) €247,500		
	ESG target (EcoVadis rating)	10%	a) 55 b) €0	a) 62 b) €55,000	a) 64 b) €82,500	a) 150% b) €82,500		
Dietmar Heinrich Chief Financial Officer	Operating earnings before interest and taxes (EBIT)	60%	a) €73,000,000 b) €0	a) 113,000,000 b) €240,000	a) €133,000,000 b) €360,000	a) 150% b) €360,000		
	Free cash flow (FCF)	30%	a) €-250,000,000 b) €0	a) €-50,000,000 b) €120,000	a) €50,000,000 b) €180,000	a) 150% b) €180,000		
	ESG target (EcoVadis rating)	10%	a) 55 b) €0	a) 62 b) €40,000	a) 64 b) €60,000	a) 150% b) €60,000		

## Long-term incentive

Table 3.9 shows the target achievement levels of the 2019–2021 tranche. Since Mr. Heinrich did not join the Board of Management until August 1, 2020, he did not participate in this tranche. Target achievement under the long-term incentive relates to the EBIT multiple. The payment is derived from the EBIT multiple and the share price multiple (for more information on the system, see “Previous long-term incentive”).

### 3.9 — LONG-TERM INCENTIVE – DETERMINATION OF TARGET ACHIEVEMENT IN 2021

Name	Description of the performance criterion	Information on performance criteria				EBIT multiple		Share price multiple	
		a) Minimum target b) Minimum target for EBIT multiple	a) Target for 100% target achievement b) Target for 100% target achievement of EBIT multiple		a) Maximum target b) Maximum target for EBIT multiple	a) EBIT margin achieved b) EBIT multiple	a) Share price multiple <sup>1</sup> b) Remuneration per performance share unit		
Ralf W. Dieter Chief Executive Officer	Average margin on earnings before interest and taxes (EBIT) in 2019–2021	a) 4.0%	a) 6.0%	a) 8.0%	a) 3.55%	a) 38.89			
		b) 0.0	b) 1.0	b) 2.0	b) 0	b) €0			
Dr. Jochen Weyrauch Deputy Chief Executive Officer	Average margin on earnings before interest and taxes (EBIT) in 2019–2021	a) 4.0%	a) 6.0%	a) 8.0%	a) 3.55%	a) 38.89			
		b) 0.0	b) 1.0	b) 2.0	b) 0	b) €0			

<sup>1</sup> The average price over the last 20 trading days prior to the 2022 annual general meeting is applied to calculate the final amount. As this information was not yet available at the time the financial statements were prepared, the average price over the last 20 days of the 2021 calendar year is used here as a reference.

## Benefits in 2021

## **REMUNERATION GRANTED AND OWED AS DEFINED IN SECTION 162 OF THE GERMAN STOCK CORPORATION ACT**

Under Section 162 (1) Sentence 1, Sentence 2, No. 1 of the German Stock Corporation Act, all fixed and variable remuneration components that were “granted and owed” to the individual members of the Board of Management in the 2020 and 2021 fiscal years must be disclosed.

The short-term incentive for the fiscal years 2020 and 2021 is deemed to be “remuneration owed”, as the underlying service was rendered before the respective reporting date (December 31). Accordingly, the bonus payment amounts for the reporting year are disclosed notwithstanding the fact that payment will not be made until after the end of the respective reporting year. This affords clear and transparent reporting and preserves the link between performance and remuneration during the reporting period.

The tranches under the long-term incentive due for payment in the respective fiscal year are structured as multi-year variable remuneration and therefore count as “remuneration granted.”

In the 2020 fiscal year, the Supervisory Board made a temporary adjustment to the variable remuneration of the Board of Management. This was due to the economic effects that the coronavirus pandemic had on the Dürr Group and the great importance of sufficient liquid funds for overcoming the crisis. Specifically, the Supervisory Board decided on May 28, 2020 to add a one-off liquidity-related target to the variable remuneration payable to the Board of Management. The key performance indicator (KPI) defined for this purpose provided for a oneoff payment to the members of the Board of Management, provided that total liquidity (cash and cash equivalents plus time deposits) exceeded a minimum threshold of €300 million as of December 31, 2020. The cash KPI is shown in tables 3.10 and 3.11 as a performance-related component for the 2020 fiscal year.

Moreover, miscellaneous variable remuneration was granted in addition to the regular variable remuneration during the 2020 fiscal year. It is also shown in tables 3.10 and 3.11 as a performance-related component for the 2020 fiscal year. The following explanation was published in the 2020 Remuneration Report regarding this miscellaneous variable remuneration:

In July 2020, the Board of Management decided to bring forward the necessary capacity adjustments to the European automotive business and to initiate them in the second half of 2020. The main reason for this was the muted outlook for this market over the medium to long term. The provisions recognized in this connection resulted in a net loss before tax for 2020. For this reason, the members of the Board of Management (with the exception of Mr. Crosetto) did not receive any STI remuneration despite the modifications made to the STI system described in the section entitled “Temporary adjustments in 2020.” Consequently, the Supervisory Board decided to grant Mr. Dieter, Dr. Weyrauch, and Mr. Heinrich a special bonus for 2020 within the scope of the remuneration system. This bonus served to reward them for their extensive and successful endeavors to mitigate the consequences of the pandemic and in recognition of the fact that the Board of Management had driven the Group’s further



development forward through efficiency gains, funding measures, and acquisitions without any delays during 2020. In determining the amount of the special bonus, the Supervisory Board was guided by the performance of the operating business during 2020.

**3.10 — “REMUNERATION GRANTED AND OWED” IN THE 2020 AND 2021 FISCAL YEARS  
REMUNERATION GRANTED AND OWED (1)**

€		RALF W. DIETER Chief Executive Officer Date of appointment: January 1, 2005				DR. JOCHEN WEYRAUCH Deputy Chief Executive Officer Date of appointment: January 1, 2017				
		2020	2020 (%)	2021	2021 (%)	2020	2020 (%)	2021	2021 (%)	
Non-performance-related components	Basic remuneration (fixed remuneration)	1,000,000	45	1,000,000	39	700,000	59	750,000	42	
	Fringe benefits (benefits in kind, advances towards insurance, etc.)	44,362	2	58,986	2	25,928	2	25,596	1	
	<b>Total</b>	<b>1,044,362</b>	<b>47</b>	<b>1,058,986</b>	<b>42</b>	<b>725,928</b>	<b>61</b>	<b>775,596</b>	<b>43</b>	
Performance-related components	One-year variable remuneration (STI)	0	0	1,250,000	49	0	0	825,000	46	
	Multi-year variable remuneration (LTI)	LTI 2018 – 2020	0	0	–	–	0	0	–	–
		LTI 2019 – 2021	–	–	0	0	–	–	0	0
	Cash KPI as supplementary variable remuneration for 2020	300,000	14	–	–	200,000	17	–	–	
	Miscellaneous variable remuneration	300,000	14	–	–	150,000	13	–	–	
<b>Total</b>	<b>600,000</b>	<b>27</b>	<b>1,250,000</b>	<b>49</b>	<b>350,000</b>	<b>30</b>	<b>825,000</b>	<b>46</b>		
<b>Miscellaneous</b>	–	–	–	–	–	–	–	–		
<b>Amounts reclaimed under Section 162 (1) Sentence 2 Number 4 of the German Stock Corporation Act</b>	–	–	–	–	–	–	–	–		
<b>Total</b>	<b>1,644,362</b>	<b>74</b>	<b>2,308,986</b>	<b>91</b>	<b>1,075,928</b>	<b>91</b>	<b>1,600,596</b>	<b>90</b>		
Pension expense	574,718	26	240,000	9	107,359	9	187,500	10		
<b>Total remuneration</b>	<b>2,219,080</b>	<b>100</b>	<b>2,548,986</b>	<b>100</b>	<b>1,183,287</b>	<b>100</b>	<b>1,788,096</b>	<b>100</b>		
<b>Ratio of fixed to variable remuneration</b>	<b>270%</b>		<b>104%</b>		<b>238%</b>		<b>117%</b>			

**3.10 — REMUNERATION GRANTED AND OWED (2)**

€		DIETMAR HEINRICH Chief Financial Officer Date of appointment: August 1, 2020				PEKKA PAASIVAARA Member of the Board of Management Date of appointment: January 1, 2019 Date of withdrawal: December 31, 2020				
		2020	2020 (%)	2021	2021 (%)	2020 <sup>1</sup>	2020 (%)	2021	2021 (%)	
Non-performance-related components	Basic remuneration (fixed remuneration)	229,167	62	600,000	44	525,000	13	–	–	
	Fringe benefits (benefits in kind, advances towards insurance, etc.)	6,500	2	15,996	1	18,214	0	–	–	
	<b>Total</b>	<b>235,667</b>	<b>64</b>	<b>615,996</b>	<b>45</b>	<b>543,214</b>	<b>14</b>	<b>–</b>	<b>–</b>	
Performance-related components	One-year variable remuneration (STI)	0	0	600,000	44	0	0	–	–	
	Multi-year variable remuneration (LTI)	LTI 2018 – 2020	–	–	–	–	–	–	–	–
		LTI 2019 – 2021	–	–	–	–	–	–	–	–
	Cash KPI as supplementary variable remuneration for 2020	62,500	17	–	–	150,000	4	–	–	
	Miscellaneous variable remuneration	50,000	13	–	–	3,125,000	79	–	–	
<b>Total</b>	<b>112,500</b>	<b>30</b>	<b>600,000</b>	<b>44</b>	<b>3,275,000</b>	<b>83</b>	<b>–</b>	<b>–</b>		
<b>Miscellaneous</b>	–	–	–	–	–	–	–	–		
<b>Amounts reclaimed under Section 162 (1) Sentence 2 Number 4 of the German Stock Corporation Act</b>	–	–	–	–	–	–	–	–		
<b>Total</b>	<b>348,167</b>	<b>94</b>	<b>1,215,996</b>	<b>89</b>	<b>3,818,214</b>	<b>97</b>	<b>–</b>	<b>–</b>		
Pension expense	22,917	6	150,000	11	116,109	3	–	–		
<b>Total remuneration</b>	<b>371,084</b>	<b>100</b>	<b>1,365,996</b>	<b>100</b>	<b>3,934,323</b>	<b>100</b>	<b>–</b>	<b>–</b>		
<b>Ratio of fixed to variable remuneration</b>	<b>230%</b>		<b>128%</b>		<b>20%</b>					

<sup>1</sup> The miscellaneous variable remuneration paid to Mr. Paasivaara includes termination benefits under his service contracts with Dürr AG and HOMAG Group AG, which were terminated effective December 31, 2020.

### 3.10 — REMUNERATION GRANTED AND OWED (3)

		<b>CARLO CROSETTO</b> Chief Financial Officer Date of appointment: March 1, 2017 Date of withdrawal: February 29, 2020				
€		2020	2020 (%)	2021	2021 (%)	
Non-performance-related components	Basic remuneration (fixed remuneration)	83,333	56	-	-	
	Fringe benefits (benefits in kind, advances towards insurance, etc.)	2,600	2	-	-	
	<b>Total</b>	<b>85,933</b>	<b>57</b>	<b>-</b>	<b>-</b>	
	One-year variable remuneration (STI)	50,458	34	-	-	
Performance-related components	Multi-year variable remuneration (LTI)	LTI 2018 – 2020	0	0	-	-
		LTI 2019 – 2021	-	-	-	-
	Cash KPI as supplementary variable remuneration for 2020	0	0	-	-	
	Miscellaneous variable remuneration	0	0	-	-	
	<b>Total</b>	<b>50,458</b>	<b>34</b>	<b>-</b>	<b>-</b>	
<b>Miscellaneous</b>		-	-	-	-	
<b>Amounts reclaimed under Section 162 (1) Sentence 2 Number 4 of the German Stock Corporation Act</b>		-	-	-	-	
<b>Total</b>		<b>136,391</b>	<b>91</b>	<b>-</b>	<b>-</b>	
Pension expense		13,315	9	-	-	
<b>Total remuneration</b>		<b>149,706</b>	<b>100</b>	<b>-</b>	<b>-</b>	
<b>Ratio of fixed to variable remuneration</b>		<b>197%</b>				

### BENEFITS AS DEFINED IN THE REPEALED VERSION OF THE GERMAN CORPORATE GOVERNANCE CODE

In view of the new statutory requirements for disclosing the remuneration of the Board of Management, Dürr AG attaches great importance to fully preserving its customary transparency regarding the remuneration of the Board of Management. Dürr AG therefore voluntarily uses the table regarding benefits as defined in the German Corporate Governance Code, No. 4.2.5, annex table 1, as amended on February 7, 2017, in addition to the disclosures in section “Remuneration granted and owed within the meaning of Section 162 of the German Stock Corporation Act”. The table of “Benefits” as defined in the repealed version of the German Corporate Governance Code shows the amounts allocated to the individual remuneration elements in 2021, i.e. the fixed remuneration and the targets for the variable remuneration components for 2021 and their relative shares (table 3.11).



### 3.11 — BENEFITS IN THE 2020 AND 2021 FISCAL YEARS

#### BENEFITS AS DEFINED IN THE REPEALED VERSION OF THE GERMAN CORPORATE GOVERNANCE CODE (1)

		RALF W. DIETER Chief Executive Officer Date of appointment: January 1, 2005				DR. JOCHEN WEYRAUCH Deputy Chief Executive Officer Date of appointment: January 1, 2017				
€		2020	2020 (%)	2021	2021 (%)	2020	2020 (%)	2021	2021 (%)	
Non-performance-related components	Basic remuneration (fixed remuneration)	1,000,000	45	1,000,000	33	700,000	59	750,000	35	
	Fringe benefits (benefits in kind, advances towards insurance, etc.)	44,362	2	58,986	2	25,928	2	25,596	1	
	<b>Total</b>	<b>1,044,362</b>	<b>47</b>	<b>1,058,986</b>	<b>35</b>	<b>725,928</b>	<b>61</b>	<b>775,596</b>	<b>36</b>	
Performance-related components	One-year variable remuneration (STI)	0	0	833,333	27	0	0	550,000	26	
	Multi-year variable remuneration (LTI)	LTI 2020 – 2022	0	0	–	–	0	0	–	–
		LTI 2021 – 2023	–	–	900,000	30	–	–	625,000	29
	Cash KPI as supplementary variable remuneration for 2020	300,000	14	–	–	200,000	17	–	–	
	Miscellaneous variable remuneration	300,000	14	–	–	150,000	13	–	–	
	<b>Total</b>	<b>600,000</b>	<b>27</b>	<b>1,733,333</b>	<b>57</b>	<b>350,000</b>	<b>30</b>	<b>1,175,000</b>	<b>55</b>	
<b>Total</b>	<b>1,644,362</b>	<b>74</b>	<b>2,792,319</b>	<b>92</b>	<b>1,075,928</b>	<b>91</b>	<b>1,950,596</b>	<b>91</b>		
Pension expense	574,718	26	240,000	8	107,359	9	187,500	9		
<b>Total remuneration</b>	<b>2,219,080</b>	<b>100</b>	<b>3,032,319</b>	<b>100</b>	<b>1,183,287</b>	<b>100</b>	<b>2,138,096</b>	<b>100</b>		
<b>Ratio of fixed to variable remuneration</b>	<b>270%</b>		<b>75%</b>		<b>238%</b>		<b>82%</b>			

#### 3.11 — BENEFITS AS DEFINED IN THE REPEALED VERSION OF THE GERMAN CORPORATE GOVERNANCE CODE (2)

		DIETMAR HEINRICH Chief Financial Officer Date of appointment: August 1, 2020				PEKKA PAASIVAARA Member of the Board of Management Date of appointment: January 1, 2019 Date of retirement: December 31, 2020				
€		2020	2020 (%)	2021	2021 (%)	2020 <sup>1</sup>	2020 (%)	2021	2021 (%)	
Non-performance-related components	Basic remuneration (fixed remuneration)	229,167	62	600,000	37	525,000	13	–	–	
	Fringe benefits (benefits in kind, advances towards insurance, etc.)	6,500	2	15,996	1	18,214	0	–	–	
	<b>Total</b>	<b>235,667</b>	<b>64</b>	<b>615,996</b>	<b>38</b>	<b>543,214</b>	<b>14</b>	<b>–</b>	<b>–</b>	
Performance-related components	One-year variable remuneration (STI)	–	–	400,000	25	0	0	–	–	
	Multi-year variable remuneration (LTI)	LTI 2020 – 2022	–	–	–	–	–	–	–	–
		LTI 2021 – 2023	–	–	450,000	28	–	–	–	–
	Cash KPI as supplementary variable remuneration for 2020	62,500	17	–	–	150,000	4	–	–	
	Miscellaneous variable remuneration	50,000	13	–	–	3,125,000	79	–	–	
	<b>Total</b>	<b>112,500</b>	<b>30</b>	<b>850,000</b>	<b>53</b>	<b>3,275,000</b>	<b>83</b>	<b>–</b>	<b>–</b>	
<b>Total</b>	<b>348,167</b>	<b>94</b>	<b>1,465,996</b>	<b>91</b>	<b>3,818,214</b>	<b>97</b>	<b>–</b>	<b>–</b>		
Pension expense	22,917	6	150,000	9	116,109	3	–	–		
<b>Total remuneration</b>	<b>371,084</b>	<b>100</b>	<b>1,615,996</b>	<b>100</b>	<b>3,934,323</b>	<b>100</b>	<b>–</b>	<b>–</b>		
<b>Ratio of fixed to variable remuneration</b>	<b>230%</b>		<b>90%</b>		<b>20%</b>					

<sup>1</sup> The miscellaneous variable remuneration paid to Mr. Paasivaara includes termination benefits under his service contracts with Dürr AG and HOMAG Group AG, which were terminated effective December 31, 2020.

### 3.11 — BENEFITS AS DEFINED IN THE REPEALED VERSION OF THE GERMAN CORPORATE GOVERNANCE CODE (3)

		<b>CARLO CROSETTO</b> Chief Financial Officer Date of appointment: March 1, 2017 Date of retirement: February 29, 2020				
€		2020	2020 (%)	2021	2021 (%)	
Non-performance-related components	Basic remuneration (fixed remuneration)	83,333	56	-	-	
	Fringe benefits (benefits in kind, advances towards insurance, etc.)	2,600	2	-	-	
	<b>Total</b>	<b>85,933</b>	<b>57</b>	-	-	
Performance-related components	One-year variable remuneration (STI)	50,458	34	-	-	
	Multi-year variable remuneration (LTI)	LTI 2020 – 2022	0	0	-	-
		LTI 2021 – 2023	-	-	-	-
	Cash KPI as supplementary variable remuneration for 2020	-	-	-	-	
	Miscellaneous variable remuneration	0	0	-	-	
<b>Total</b>	<b>50,458</b>	<b>34</b>	-	-		
<b>Total</b>		<b>136,391</b>	<b>91</b>	-	-	
Pension expense		13,315	9	-	-	
<b>Total remuneration</b>		<b>149,706</b>	<b>100</b>	-	-	
<b>Ratio of fixed to variable remuneration</b>			<b>197%</b>		-	

#### PERCENTAGE DISTRIBUTION OF REMUNERATION COMPONENTS

The Supervisory Board determines the target amounts for the variable remuneration components for each fiscal year. To this end, it adopts resolutions on the basis of the earnings determined for earlier years as part of budgeting activities for the following year and strategic planning for the years thereafter to define the targets which are to be achieved by the Company and the Board of Management.

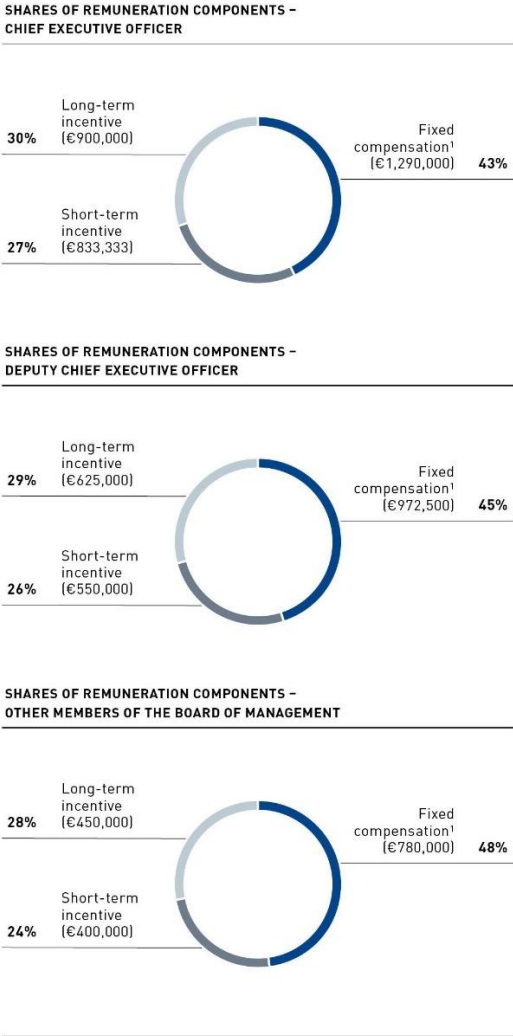
For the Chief Executive Officer, the share of fixed remuneration (fixed annual salary, pension expenses, and fringe benefits) was approximately 43% of his total target remuneration and the share of variable remuneration was approximately 57% of his total target remuneration for the 2021 fiscal year. For the Deputy Chief Executive Officer, the share of fixed remuneration was approximately 45% of his total target remuneration and the share of variable remuneration was approximately 55% of his total target remuneration. For the ordinary member of the Board of Management, the share of fixed remuneration was approximately 48% of his total target remuneration and the share of variable remuneration was approximately 52% of his total target remuneration.

In respect of the remuneration granted and owed for the 2021 fiscal year, the share of the Chief Executive Officer's fixed remuneration (fixed annual salary, pension expenses, and fringe benefits) was approximately 51% of his total remuneration and

the share of his variable remuneration was approximately 49% of his total remuneration. For the Deputy Chief Executive Officer, the share of fixed remuneration was approximately 54% of his total remuneration and the share of variable remuneration was approximately 46% of his total remuneration. For the ordinary member of the Board of Management, the share of fixed remuneration was approximately 56% of his total remuneration and the share of variable remuneration was approximately 44% of his total remuneration.

The shares accounted for by the fixed remuneration, the STI (target amount) and the LTI (target amount) in the target total remuneration for the 2021 fiscal year are shown in figure 3.12. For the Chief Executive Officer, the share of the STI (target amount) in his variable target total remuneration thus stood at approximately 48% and the share of the LTI (target amount) accounted for approximately 52% of his variable target total remuneration. For the Deputy Chief Executive Officer and the ordinary member of the Board of Management, the share of the STI (target amount) in their variable target total remuneration stood at approximately 47% and the share of the LTI (target amount) accounted for approximately 53% of their variable target total remuneration.

**3.12 — PERCENTAGE SHARES OF THE REMUNERATION COMPONENTS (TARGET REMUNERATION)**



## COMPARISON OF ANNUAL CHANGE IN REMUNERATION WITH EARNINGS PERFORMANCE AND THE SALARY DEVELOPMENT OF EMPLOYEES

In structuring and defining the remuneration system for the members of the Board of Management, the Supervisory Board has also taken into account the remuneration and employment conditions applicable to the employee groups defined within the Group as “senior managers and the workforce,” particularly with regard to any changes over the last few years. To this end, the Supervisory Board has consistently applied the same definition of “senior managers” and “the workforce” as in previous years in accordance with the recommendations of the German Corporate Governance Code. Furthermore, the Supervisory Board has thoroughly reviewed the remuneration of the members of the Board of Management in comparison to the remuneration of senior managers and the workforce with a view to ensure that the remuneration of the Board of Management members does not increase more strongly in the long-term average than that of senior managers and the workforce. Moreover, it has performed a review to ensure consistency between the remuneration and fringe benefit systems for the members of the Board of Management on the one hand and senior managers and the workforce on the other in order to support the strategic orientation and management of Dürr AG and its companies.

**3.13 — COMPARISON OF THE ANNUAL CHANGE IN THE REMUNERATION OF THE BOARD OF MANAGEMENT WITH EARNINGS AND EMPLOYEE SALARIES OVER TIME**

Annual change	Percentage change in 2021 over 2020	Percentage change in 2020 over 2019	Percentage change in 2019 over 2018	Percentage change in 2018 over 2017	Percentage change in 2017 over 2016
<b>REMUNERATION OF THE BOARD OF MANAGEMENT</b>					
Ralf W. Dieter (Chief Executive Officer) (from January 1, 2005)	+14.9%	-33.3%	-14.3%	-9.6%	+0.5%
Dr. Jochen Weyrauch (from January 1, 2017)	+51.1%	-9.7%	-19.5%	+10%	-
Dietmar Heinrich (from August 1, 2020)	+53.4%	-	-	-	-
Pekka Paasivaara <sup>1</sup> (Date of appointment: January 1, 2019 Date of withdrawal: December 31, 2020)	-	+284.8%	-	-	-
Carlo Crosetto <sup>2</sup> (Date of appointment: March 1, 2017 Date of withdrawal: February 29, 2020)	-	-38%	+17.6%	-13.9%	-
<b>BUSINESS PERFORMANCE OF THE DÜRR GROUP</b>					
EBIT	<b>+1,480%</b>	<b>-94%</b>	<b>-16%</b>	<b>-19%</b>	<b>+6%</b>
Net profit for the year of Dürr AG	<b>+478%</b>	<b>-171%</b>	<b>-60%</b>	<b>-28%</b>	<b>+156%</b>
<b>AVERAGE SALARIES OF FULL-TIME EMPLOYEES OVER TIME</b>					
Salaries of all employees or of a reference group over time <sup>3</sup>	+0.6%	-1.1%	+2.6%	+3.4%	+2.0%

<sup>1</sup> Including compensation from residual terms of service contracts between the relevant member of the Board of Management and Dürr AG as well as HOMAG Group AG

<sup>2</sup> Benefits received under all ongoing LTI tranches upon the termination of the Board of Management service contract in 2019

<sup>3</sup> Includes all pay-scale and non-pay-scale employees of the German companies, with the exception of executive employees and members of the Board of Management as well as members of management; part-time contracts extrapolated on the basis of full-time contracts

Table 3.13 shows a comparison of the percentage change in the remuneration of the members of the Board of Management with the Dürr Group’s earnings performance and changes in the average remuneration of full-time-equivalent employees over the

previous year. This comparison includes all pay-scale and nonpay-scale employees of the German companies, with the exception of executive employees and members of the Board of Management as well as members of the senior management, while parttime contracts have been extrapolated on the basis of full-time contracts. The remuneration of the members of the Board of Management included in the table shows the remuneration granted and owed within the meaning of Section 162 (1) Sentence 1 of the German Stock Corporation Act in the respective fiscal year. Where members of the Board of Management were only remunerated on a time-proportionate basis in individual fiscal years, e.g. because their appointment commenced during the year, the remuneration for that fiscal year was extrapolated on the basis of a full year in the interest of comparability.

The independent auditor has audited the remuneration report in accordance with Section 162 (3) Sentence 2 of the German Stock Corporation Act. Earnings are presented on the basis of the Dürr Group's EBIT (earnings before interest and taxes). For formal reasons, it is also presented on the basis of Dürr AG's net profit for the year; however, Dürr AG's individual financial statements are of lesser importance in terms of Group management.

## **REVIEW OF THE APPROPRIATENESS OF THE REMUNERATION OF THE BOARD OF MANAGEMENT**

The Supervisory Board conducted a review of the remuneration of the Board of Management during the 2020 fiscal year, arriving at the conclusion that the amount of the remuneration is appropriate from a legal perspective within the meaning of Section 87 (1) of the German Stock Corporation Act. The Supervisory Board also regularly relies on external advice to assess the appropriateness of the remuneration of the Board of Management and any retirement benefits. On the one hand, the amount and structure of the remuneration of the Board of Management relative to the remuneration of senior managers and the workforce as a whole is assessed from an external perspective (vertical comparison). In addition to an analysis of the status quo, the vertical comparison also takes into account changes in remuneration ratios over time. On the other hand, the amount and structure of the remuneration are assessed on the basis of Dürr AG's position within a peer group (horizontal comparison). In addition to fixed remuneration, the horizontal comparison also includes the short- and long-term remuneration components as well as the amount of fringe benefits and payments towards private pension benefits. The peer group was carefully selected by the Supervisory Board in order to avoid any automatic upward change in remuneration.

## **SERVICE CONTRACTS**

The contracts with the members of the Board of Management are entered into for a period of three years when they join the Board of Management. When the contracts are due for renewal, they are usually extended to bring the entire contract term to a total of five years, as permitted by law. Mr. Dieter's service contract was terminated by mutual agreement on December 31, 2021 to facilitate an orderly succession process; originally, his contract had a term until June 30, 2023. Following his appointment as new Chief Executive Officer, Dr. Weyrauch received a contract with a term from January 1, 2022 to December 31, 2026. Mr. Heinrich's contract expires on July

31, 2023. Please also note the information in the paragraph entitled “Disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)” in the management report.

## **Remuneration of the Supervisory Board**

### **REMUNERATION SYSTEM FOR THE SUPERVISORY BOARD DURING THE 2021 FISCAL YEAR**

The remuneration system for the Supervisory Board is approved by the annual general meeting on the basis of a proposal submitted by the Supervisory Board and the Board of Management. The rules governing remuneration are laid down in Dürr AG’s Articles of Incorporation. In regular intervals of no more than four years, the Supervisory Board reviews whether the amount and structure of the remuneration are still consistent with market standards and aptly reflect the tasks of the Supervisory Board as well as the Company’s position. For this purpose, the Supervisory Board performs a horizontal market comparison. In doing so, it may seek the advice of an external independent expert. The market appropriateness of the remuneration system was confirmed in the 2021 fiscal year. In this context, the remuneration system for the Supervisory Board has been changed to solely include fixed, non-performance-related components, in line with the recommendation of the German Corporate Governance Code. The revised remuneration system for the members of the Supervisory Board was approved at the annual general meeting on May 7, 2021 in accordance with Section 113 (3) Sentences 1 and 2 of the German Stock Corporation Act by a majority of 98.19% of the votes cast.

### **Components of the Supervisory Board remuneration**

The members of the Supervisory Board receive fixed remuneration, attendance fees, fringe benefits (consisting of the reimbursement of expenses and insurance cover) and, if they exercise any activities on committees of the Supervisory Board, remuneration for such activities.

### **Remuneration for activities on the Supervisory Board**

Each member of the Supervisory Board receives €58,000 p.a. The Chairman of the Supervisory Board receives three times the aforementioned amount of fixed remuneration paid to ordinary members of the Supervisory Board, and the Deputy Chairman and the second Deputy Chairman receive one and a half times the aforementioned amount.

### **Remuneration for activities on a Supervisory Board committee**

The remuneration paid to the members of the Audit Committee is €10,000 per year, while the members of the Personnel Committee receive €5,000 per year. The Chairs of these two committees receive three times and any Deputy Chairs one and a half times this amount. The members of the Nominating Committee do not receive any fixed remuneration but a remuneration of €2,500 per meeting; the Chair receives one and a half times that amount.

### **Attendance fee**

Members receive an attendance fee of €1,000 per meeting for meetings of the Supervisory Board, the Audit Committee, and the Personnel Committee as well as any

other committees of the Supervisory Board (with the exception of the Nominating Committee). This also applies to any ad-hoc committees. The Chairman of any other committees of the Supervisory Board, including those formed on an ad-hoc basis, receives an attendance fee of €2,000.

**Fringe benefits (reimbursement of expenses, value added tax)**

In addition, the members of the Supervisory Board are reimbursed for any expenses arising in the performance of their duties, which may include any statutory value added tax payable by them. D&O insurance, the premium for which is paid for by the Company, has been taken out for the members of the Supervisory Board and is subject to a deductible.

**Comparison of annual change in remuneration with earnings performance and the salary development of employees**

Table 3.15 shows a comparison of the percentage change in the remuneration of the members of the Supervisory Board with the Dürr Group's earnings and the changes in the average remuneration of full-time-equivalent employees over the previous year. This comparison is based on the employees in Germany, including senior managers, as a peer group. The remuneration granted and owed in the respective fiscal year was used as the basis for identifying the change in the remuneration of the Supervisory Board members. Where members of the Supervisory Board were only remunerated on a time-proportionate basis in individual fiscal years, e.g. because their appointment commenced during the year, the remuneration for that fiscal year was extrapolated on the basis of a full year in the interest of comparability.

The independent auditor has audited the remuneration report in accordance with Section 162 (3) Sentence 2 of the German Stock Corporation Act. Earnings are presented on the basis of the Dürr Group's EBIT (earnings before interest and taxes). For formal reasons, it is also presented on the basis of Dürr AG's net profit for the year; however, Dürr AG's individual financial statements are of lesser importance in terms of Group management.



**3.14 — “REMUNERATION GRANTED AND OWED” IN ACCORDANCE WITH SECTION 162 (1) SENTENCE 1 OF THE GERMAN STOCK CORPORATION ACT**

€	Year	Fixed remuneration	Variable remuneration <sup>1</sup>	Remuneration for committee activities	Attendance fee	Total
<b>Gerhard Federer<sup>2,3</sup></b>	<b>2021</b>	<b>204,000</b>	<b>-</b>	<b>33,250</b>	<b>54,000</b>	<b>291,250</b>
Chairman (from May 28, 2020)						
Personnel Committee/Executive Committee (Chairman, from May 28, 2020)						
Audit Committee (Chairman until May 28, 2020, no membership from May 29, 2020, renewed membership from September 29, 2021)						
Mediation Committee (from May 28, 2020)						
Nominating Committee (from May 28, 2020)	2020	101,661	0	42,250	36,000	179,917
<b>Karl-Heinz Streibich</b>	<b>2021</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Chairman (until May 28, 2020)						
Personnel Committee/Executive Committee (Chairman, until May 28, 2020)						
Mediation Committee (Chairman, until May 28, 2020)						
Nominating Committee (Chairman, until May 28, 2020)	2020	50,000	0	13,750	6,000	69,750
<b>Hayo Raich<sup>3</sup></b>	<b>2021</b>	<b>90,000</b>	<b>-</b>	<b>5,000</b>	<b>10,900</b>	<b>105,900</b>
Deputy Chairman						
Personnel Committee/Executive Committee						
Mediation Committee (Deputy Chairman)	2020	63,000	0	5,000	14,900	82,900
<b>Richard Bauer</b>	<b>2021</b>	<b>87,000</b>	<b>-</b>	<b>7,500</b>	<b>10,000</b>	<b>104,500</b>
Second Deputy Chairman						
Personnel Committee/Executive Committee						
Mediation Committee						
Nominating Committee	2020	60,000	0	10,000	15,000	85,000
<b>Mirko Becker</b>	<b>2021</b>	<b>58,000</b>	<b>-</b>	<b>10,000</b>	<b>13,000</b>	<b>81,000</b>
Audit Committee	2020	40,000	0	10,000	14,000	64,000
	<b>2021</b>	<b>58,000</b>	<b>-</b>	<b>-</b>	<b>7,000</b>	<b>65,000</b>
<b>Dr. Rolf Breidenbach</b>	<b>2021</b>	<b>40,000</b>	<b>0</b>	<b>-</b>	<b>9,000</b>	<b>49,000</b>
<b>Prof. Dr. Dr. Alexandra Dürr</b>	<b>2021</b>	<b>58,000</b>	<b>-</b>	<b>12,500</b>	<b>12,000</b>	<b>82,500</b>
Audit Committee						
Nominating Committee	2020	40,000	0	15,000	13,000	68,000
<b>Carmen Hettich-Günther<sup>3</sup></b>	<b>2021</b>	<b>78,000</b>	<b>-</b>	<b>13,500</b>	<b>30,000</b>	<b>121,500</b>
Mediation Committee	2020	60,000	0	13,500	31,000	104,500
<b>Thomas Hohmann</b>	<b>2021</b>	<b>58,000</b>	<b>-</b>	<b>2,500</b>	<b>9,000</b>	<b>69,500</b>
Audit Committee (from September 29, 2021)	2020	40,000	0	-	8,000	48,000
	<b>2021</b>	<b>68,000</b>	<b>-</b>	<b>6,000</b>	<b>21,000</b>	<b>95,000</b>
<b>Dr. Anja Schuler<sup>3</sup></b>	<b>2021</b>	<b>50,000</b>	<b>0</b>	<b>7,500</b>	<b>23,000</b>	<b>80,500</b>
<b>Dr. Martin Schwarz-Kocher</b>	<b>2021</b>	<b>58,000</b>	<b>-</b>	<b>10,000</b>	<b>13,000</b>	<b>81,000</b>
Audit Committee	2020	40,000	0	10,000	12,000	62,000
	<b>2021</b>	<b>58,000</b>	<b>-</b>	<b>5,000</b>	<b>10,000</b>	<b>73,000</b>
<b>Dr. Astrid Ziegler</b>	<b>2021</b>	<b>58,000</b>	<b>-</b>	<b>30,000</b>	<b>13,000</b>	<b>101,000</b>
Personnel Committee/Executive Committee	2020	40,000	0	5,000	14,000	59,000
<b>Arnd Zinnhardt (from May 28, 2020)</b>	<b>2021</b>	<b>58,000</b>	<b>-</b>	<b>30,000</b>	<b>13,000</b>	<b>101,000</b>
Audit Committee (Chairman, from May 28, 2020)	2020	23,333	0	17,500	9,000	49,833
	<b>2021</b>	<b>933,000</b>	<b>-</b>	<b>135,250</b>	<b>202,900</b>	<b>1,271,150</b>
	2020	648,000	0	149,500	204,900	1,002,400
<b>Total</b>	<b>2019</b>	<b>650,500</b>	<b>217,500</b>	<b>126,000</b>	<b>166,600</b>	<b>1,160,600</b>

<sup>1</sup> Since January 1, 2021, the remuneration system for the Supervisory Board no longer includes any variable components, as recommended in the German Corporate Governance Code.

The fixed remuneration has been adjusted accordingly as part of the transition.

<sup>2</sup> Chairman of HOMAG Group AG's Supervisory Board since January 1, 2021

<sup>3</sup> Also a member of the Supervisory Boards of Dürr Systems AG, HOMAG Group AG, and HOMAG GmbH; the relevant remuneration components are included.



### 3.15 — COMPARISON OF THE ANNUAL CHANGE IN THE REMUNERATION OF THE SUPERVISORY BOARD WITH EARNINGS PERFORMANCE AND EMPLOYEE SALARIES OVER TIME

Percentage change	2021 over 2020	2020 over 2019	2019 over 2018	2018 over 2017	2017 over 2016
<b>CHANGE IN SUPERVISORY BOARD REMUNERATION</b>					
<b>Gerhard Federer<sup>1,2</sup></b> Chairman of the Supervisory Board from May 28, 2020 Audit Committee: Chairman from May 4, 2016 to May 28, 2020 Audit Committee: Member from September 29, 2021 Personnel Committee: Chairman from May 28, 2020 Nominating Committee: Chairman from May 28, 2020	+62%	+20%	+15%	+2%	+1%
<b>Karl-Heinz Streibich</b> Chairman of the Supervisory Board from January 1, 2018 to May 28, 2020 Personnel Committee: Chairman from January 1, 2018 to May 28, 2020 (previously member) Nominating Committee: Chairman from January 1, 2018 to May 28, 2020 (previously member)	-	-16%	0%	+71%	+3%
<b>Hayo Raich<sup>1,3</sup></b> Deputy Chairman of the Supervisory Board Personnel Committee: Member	+28%	-17%	-2%	-5%	-1%
<b>Richard Bauer</b> Second Deputy Chairman of the Supervisory Board Personnel Committee: Member since January 1, 2018 Nominating Committee: Member since January 1, 2018	+23%	-8%	-4%	+61%	-
<b>Mirko Becker<sup>3</sup></b> Audit Committee: Member	+27%	-14%	-1%	-7%	+1%
<b>Dr. Rolf Breidenbach</b>	+33%	-18%	-4%	-	-
<b>Prof. Dr. Dr. Alexandra Dürr</b> Audit Committee: Member Nominating Committee: Member	+21%	-7%	-2%	-11%	+3%
<b>Carmen Hettich-Günther<sup>1,3,4</sup></b>	+16%	-21%	+3%	+3%	+39%
<b>Thomas Hohmann</b> Audit Committee: Member from September 29, 2021	+45%	-19%	-4%	-7%	0%
<b>Dr. Anja Schuler<sup>1</sup></b>	+18%	-9%	+2%	-3%	+2%
<b>Dr. Martin Schwarz-Kocher<sup>3</sup></b> Audit Committee: Member	+31%	-17%	-1%	-7%	+1%
<b>Dr. Astrid Ziegler<sup>3</sup></b> Personnel Committee: Member since May 4, 2016	+24%	-15%	-1%	-5%	+8%
<b>Arnd Zinnhardt (from May 28, 2020)</b> Audit Committee: Chairman from May 28, 2020	+19%	-	-	-	-
<b>BUSINESS PERFORMANCE OF THE DÜRR GROUP</b>					
EBIT	+1,480%	-94%	-16%	-19%	+6%
Net profit for the year of Dürr AG	+478%	-171%	-60%	-28%	+156%
<b>AVERAGE SALARIES OF FULL-TIME EMPLOYEES OVER TIME</b>					
Salaries of all employees or of a peer group over time	+0.6%	-1.1%	+2.6%	+3.4%	+2.0%

<sup>1</sup> Also a member of the Supervisory Board of Dürr Systems AG/HOMAG Group AG and HOMAG GmbH

<sup>2</sup> Since January 1, 2021 Chairman of the Supervisory Board of HOMAG Group AG; previously, from May 15, 2018, second Deputy Chairman of the Supervisory Board of HOMAG Group AG

<sup>3</sup> These employee representatives have stated that they pay their remuneration over to the Hans Böckler Foundation in accordance with the guidelines of the Federation of German Trade Unions.

<sup>4</sup> Since September 28, 2017, Deputy Chairman of the Supervisory Board of HOMAG Group AG

## **Report of the independent auditor on the audit of the remuneration report pursuant to Sec. 162 (3) AktG**

To Dürr Aktiengesellschaft, Stuttgart

### Opinions

We have audited the formal aspects of the remuneration report of Dürr Aktiengesellschaft, Stuttgart, for the fiscal year from January 1, 2021 to December 31, 2021 to determine whether the disclosures required by Sec. 162 (1) and (2) AktG [“Aktiengesetz”: German Stock Corporation Act] have been made therein. In accordance with Sec. 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by Sec. 162 (1) and (2) have been made in the accompanying remuneration report in all material respects. Our opinion does not cover the content of the remuneration report.

### Basis for the opinion

We conducted our audit of the remuneration report in accordance with Sec. 162 (3) AktG and in compliance with the draft revision of IDW Auditing Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW AuS 870). Our responsibilities under this provision and standard are further described in the “Responsibilities of the auditor” section of our report. As an audit firm, we applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). We complied with the professional obligations pursuant to the WPO [“Wirtschaftsprüferordnung”: German Law Regulating the Profession of Wirtschaftsprüfer (German Public Auditor)] and the BS WP/vBP [“Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer”: Professional Charter for German Public Accountants/German Sworn Auditors] including the requirements regarding independence.

### Responsibilities of the Board of Management and Supervisory Board

The management board and supervisory board are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, they are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

## Responsibilities of the auditor

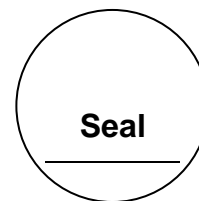
Our objectives are to obtain reasonable assurance about whether the disclosures required by Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects and to express an opinion thereon in a report.

We planned and performed our audit so as to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Sec. 162 (1) and (2) AktG. In accordance with Sec. 162 (3) AktG, we have not audited the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Stuttgart, March 15, 2022

Ernst & Young GmbH  
Wirtschaftsprüfungsgesellschaft

Hummel	Marbler
Wirtschaftsprüfer [German Public Auditor]	Wirtschaftsprüfer [German Public Auditor]



## **IV. Remuneration of Supervisory Board members**

The Supervisory Board of Dürr Aktiengesellschaft (“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. In view of these responsibilities, the members of the Supervisory Board are to receive an appropriate form of remuneration that takes adequate account of the commitment required in terms of time arising from membership of the Supervisory Board. In addition, providing a level of Supervisory Board remuneration that is appropriate for 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 will be achieved by the new and improved system of remuneration that is being proposed to the Company’s 2022 Annual General Meeting for approval under agenda item 7, including the corresponding amendment of Article 15 of the Articles of

Incorporation, and is to apply with effect from January 1, 2022. The level and structure of the remuneration to be paid to the members of the Supervisory Board in future is in line with market rates when compared with the remuneration paid to supervisory board members in other MDAX companies (peer group comparison).

The profusion of new regulatory requirements for the Supervisory Board not only means that the Supervisory Board's responsibilities are continually expanding but also that the time required for preparation, meetings and professional development is always increasing. In order to accommodate this, the overall remuneration and remuneration structure will be adjusted. By reducing the fixed remuneration and at the same time increasing the attendance allowance, the total remuneration will be more closely linked to the time spent preparing and attending meetings. At the same time, work undertaken in the committees, which is becoming increasingly demanding, should also be reflected in a move towards somewhat higher remuneration for committee work. As a result of the proposed adjustment, the total Supervisory Board remuneration will increase by an average of 5.4% based on a model calculation involving the usual number of meetings. Since 2016, the remuneration of committee Chairs has only been increased once, in 2019, and (with effect from 2021), following recommendations of the German Corporate Governance Code, the variable result-based component has been cancelled and the fixed remuneration increased accordingly, with neutral effect. Thus, there has been no general adjustment in the total remuneration for 5 years, which justifies the proposed moderate average increase of 5.4%. At the same time, the new remuneration structure solves an administrative problem: In the circular from the Federal Ministry of Finance dated July 8, 2021, the tax authorities focus on the entrepreneurial status of supervisory boards, which may have consequences for VAT. According to the circular: If the remuneration of the supervisory board member consists of both fixed and variable components, he or she is in principle self-employed if the variable components (not travel expenses) amount to at least 10% of the total remuneration in the calendar year. This regulation is first applicable for the year 2022. The problem is that under this new regulation, some members of the company's Supervisory Board just meet the 10% hurdle, while others fall below it, with the result that some qualify as self-employed or entrepreneurial, while others do not. This new situation means that the calculation of remuneration would be unnecessarily complicated from 2022 onwards, so the new remuneration structure will avoid this and provide clarity.

#### 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 2022 Annual General Meeting under agenda item 7, stipulate that the members of the Supervisory Board receive fixed remuneration, incidentals (i.e.

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.

aa) Remuneration for service on the Supervisory Board

With effect from January 1, 2022, the fixed rate of remuneration for members of the Supervisory Board will be reduced from the current figure of EUR 58,000 p.a. to EUR 56,000 p.a. As at present, the Chair of the Supervisory Board will receive three times that amount, while the Deputy Chair, and any further Deputy Chairs elected, will receive one-and-a-half times the aforementioned fixed remuneration of an ordinary member.

bb) Remuneration for service on a Supervisory Board committee

Remuneration for acting either as member or as Chair of Supervisory Board committees will only be changed to the extent that the fixed remuneration for members of the Audit Committee will be reduced from EUR 10,000 p.a. to EUR 9,000 p.a.; otherwise remuneration will remain unchanged. The members of the Personnel Committee receive remuneration of EUR 5,000 p.a. The Chairs of the Audit Committee and the Personnel committee receive three times the aforementioned amount, while any Deputy Chairs are paid one-and-a-half times the amount. The members of the Nomination Committee receive remuneration of EUR 2,500 per meeting, while the Chair is paid one-and-a-half times that amount.

cc) Meeting attendance allowance

Due to the increase in the time required for the preparation of and attendance at meetings, the meeting attendance allowance will be increased to EUR 2,000; the increased workload of the Chairs of the Supervisory Board and the committees will continue to be accounted for by paying them a meeting attendance allowance of EUR 3,000.

dd) Incidentals (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

As, at least under company law criteria, no variable remuneration components are paid, fixed remuneration will always account for 100% of total remuneration.

b. Procedures used to determine, implement and review the remuneration paid to the Supervisory Board

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

The Annual General Meeting adopts a resolution on the remuneration of Supervisory Board members, 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 sufficient for the resolution to be adopted. If the resolution aims to amend this remuneration, it also requires a simultaneous amendment to the corresponding provisions of the Articles of Incorporation; this requires a majority of the votes cast and – because the Company's Articles of Incorporation provide for an easing of the rules on the capital majority required in this respect – 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.

Bietigheim-Bissingen, Germany, March 2022

Dürr Aktiengesellschaft with Registered Office in Stuttgart  
– The Board of Management –

***Please note:***

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